

**NETWORK INTERNATIONAL HOLDINGS PLC**  
**CEO - ROLE PROFILE**



## **NETWORK INTERNATIONAL HOLDINGS PLC**

(the **Company**)

### **CHIEF EXECUTIVE OFFICER: ROLE PROFILE**

#### **1. STRATEGY AND OPERATIONS**

1.1 The chief executive officer of the Company (the **CEO**) shall:

- (a) devise the strategy and long-term objectives of the Company and its subsidiaries (together the **Group**), in line with the agreed risk appetite, and the Group's risk policy for recommendation to the board of directors of the Company (the **Board**) and, following approval, implement the strategy and objectives through leadership of the company's executive team (the **Executive Team**) with guidance or direction given where appropriate;
- (b) recommend to the Board an annual operating plan, and ensure its achievement following Board approval;
- (c) review and monitor the operational performance and strategic direction of the Group's business and report accurately in agreed formats to the Board and its committees (the **Committees**);
- (d) represent the Company and make decisions on all matters affecting the operations, performance and strategy of the Group's business, with the exception of matters reserved for the Board;
- (e) ensure that the Board's strategies, objectives and decisions are implemented in a timely and effective manner;
- (f) create and oversee the implementation of new product/market development for the business, ensuring that the appropriate outcomes for customers have been considered;
- (g) build the strength of the Company's brand and protect associated intellectual property;
- (h) ensure that all activities are in line with the Company's brand and deliver on the brand values.

#### **2. LEADERSHIP AND PEOPLE MANAGEMENT**

2.1 The CEO shall:

- (a) ensure that there is clear articulation of responsibilities amongst members of the Executive Team with a clear organisational design;
- (b) ensure succession plans are put in place for the Executive Team (in conjunction with the Company's nomination committee (the **Nomination Committee**)) and arrange appropriate development;
- (c) approve the appointment and termination of the employment of Executive Team members;

- (d) provide effective leadership of the executive directors and senior management team of the Company in the day to day running of the Group's business, and oversight of executive meetings; and
- (e) keep the chairman of the Company (the **Chair**) and other non-executive directors informed on all matters that may be of importance to the Company and of relevance to them in the performance of their roles, including the Company's current performance and progress.

### **3. COMMUNICATION WITH THE BOARD, SHAREHOLDERS AND THE WORKFORCE**

The CEO shall:

- (a) support the Chair to make certain that appropriate standards of governance permeate through all parts of the Group;
- (b) ensure that the Board knows the views of senior management on business issues and ensure the senior management team gives appropriate priority to providing reports to the Board which contain accurate, timely and clear information;
- (c) provide a structure for timely and accurate disclosure of information, including an escalation route for key issues as they arise; and
- (d) ensure that the Board is made aware of views gathered via engagement between management and the workforce.

### **4. REGULATORY AND COMPLIANCE**

4.1 The CEO shall:

- (a) develop and maintain good, open and transparent regulatory relationships; and
- (b) ensure that the Group's business operates in line with all regulatory responsibilities.

### **5. GOVERNANCE AND CONTROL**

5.1 The CEO shall:

- (a) devote as much of his/her time, attention, ability and skills as are reasonably required for the performance of his/her duties; and
- (b) ensure that in carrying out his/her responsibilities, he/she acts in accordance with:
  - (i) all relevant legislative and regulatory rules applicable to directors, and any other relevant factors;
  - (ii) Board-approved procedures; and
  - (iii) resolutions of the Board.

### **6. SHAREHOLDER AND STAKEHOLDER RESPONSIBILITIES**

6.1 The CEO shall:

- (a) ensure effective communication with shareholders, employees and other stakeholders, in order to understand their issues and concerns, and communicate issues to the Board;
- (b) leverage business partnerships and other third party relationships to drive strategic development of the business; and
- (c) continue to grow the Company's reputation externally.

## **7. PERSONAL STANDARDS AND BEHAVIOURS**

### **7.1 The CEO shall:**

- (a) uphold the highest standards of integrity and probity and set clear expectations in respect of the Group's culture, values and behaviours;
- (b) undertake regular and relevant training in order to maintain an appropriate level of competence;
- (c) effectively lead, manage and develop direct reports to ensure that they maximise their contribution to the business;
- (d) create, lead and maintain an effective, motivated and empowered organisation which supports the Company's brand values and is underpinned by effective communication;
- (e) represent the Group externally with key stakeholders; and
- (f) promote the highest standard of corporate governance and adhere to the spirit of the principles of the Group.

## **8. RELATIONSHIP OF THE CEO AND THE CHAIR**

- 8.1 The roles of the CEO and the Chair must be complementary and shall not be occupied by the same individual. The CEO is responsible for running the business within the authority delegated by the Board, whilst the Chair is responsible for the leadership, management and effectiveness of the Board.
- 8.2 The CEO and the Chair must ensure that each is appropriately informed of the other's current areas of activities. They must work closely together as a team to promote the long-term success of the Group.
- 8.3 The relationship of the CEO and the Chair must be based on mutual respect and trust, with problem areas being addressed openly.
- 8.4 The CEO and the Chair must agree on their respective roles in setting major tasks and in taking new initiatives.
- 8.5 These guiding principles must only be modified by mutual agreement between the CEO and the Chair and with the prior approval of the Board.