



**BOARD ROLES AND RESPONSIBILITIES**

There is a clear division between executive and non-executive responsibilities. The Company operates a unitary tier board whereby the roles of Chairman and CEO are separately held, and their responsibilities are clearly established, set out in writing and regularly reviewed by the Board.

The Board, being well aware of their legal duties, act in accordance with the Company's purpose, culture, values and strategy. The Board is committed to the highest standards of business integrity, transparency and professionalism in all of its activities so as to ensure the continued success of Grit.

Their key responsibilities, which have been duly approved by the Board, are set out below:

**Chairman – Peter Todd**

- Responsible for the effective running of the Board and ensuring it is appropriately balanced to deliver the Group's strategic objectives
- Promoting a Boardroom culture that is rooted in the principles of good governance and enables challenge, debate and transparency
- Ensuring that the Board as a whole plays a full and constructive part in the development of strategy and that there is sufficient time for Boardroom discussion
- Promoting effective engagement between the Board and its shareholders

**Senior Independent Director (SID) – David Love**

- Providing a sounding Board for the Chairman in matters of governance or the performance of the Board
- Available to shareholders if they have concerns which have not been resolved through the normal channels of communication with the Company
- To lead at least annually a meeting of the Non-Executive Directors without the Chairman present to appraise the performance of the Chairman
- Acting as an intermediary for Non-Executive Directors when necessary

**Non-Executive Directors**

- Providing constructive challenge to our executives, help to develop proposals on strategy and monitor performance against our KPIs
- Ensuring that no individual or group dominates the Board's decision making
- Promoting the highest standards of integrity and corporate governance throughout the Company and particularly at Board level
- Determining appropriate levels of remuneration for the senior executives
- Review the integrity of financial reporting and that financial controls and systems of risk management are robust

**Chief Executive Officer (CEO) – Bronwyn Knight**

- Executing the Group’s strategy and commercial objectives together with implementing the decisions of the Board and its Committees;
- Keeping the Chairman and Board apprised of important and strategic issues facing the Group
- Ensuring that the Group’s business is conducted with the highest standards of integrity, in keeping with our culture.

**Chief Financial Officer – Gareth Schnehage**

- Support the CEO in developing and implementing strategy
- Provide financial leadership to the Group and align the Group’s business and financial strategy
- Responsible for financial planning and analysis, treasury and tax functions
- Responsible for presenting and reporting accurate and timely historical financial information
- Manage the capital structure of the Group
- Investor relation activities, including communications with investors, alongside the CEO

**Corporate Service Provider (Mourant Governance Services (Guernsey) Limited) /  
Company Secretary (Intercontinental Fund Services Limited – assisted by Group  
Corporate Secretary)**

- Secretary to the Board and its committees
- Develop the Board and committee agendas and collate and distribute papers
- Advise on regulatory compliance and corporate governance
- Ensure compliance with Board procedures
- Responsible for the organisation of the Annual General Meeting.