

# MOUCHEL PARKMAN PLC

## GROUP EXECUTIVE TERMS OF REFERENCE\*

### 1. Purpose

- 1.1 The purpose of the Group Executive is to support the Chief Executive and other Executive Directors, together with the Group Management Board (“GMB”), in the performance of their duties. Further, the Group Executive:
  - 1.1.1 provides a forum for the Group’s most senior business leaders (including the GMB) to contribute to planning the strategic direction of the Group and making final recommendations to the GMB and to the plc Board;
  - 1.1.2 has collective responsibility for the content and quality of the annual planning cycle;
  - 1.1.3 has responsibility for the creation and integrity of the “MP Way” of doing business, specifically our shared values, and creating a high performing organisation with a focus on continuous improvement; and
  - 1.1.4 provides a forum for “grooming” future leaders.
- 1.2 The shared goals of the Group Executive are:
  - 1.2.1 to provide challenge, change and innovation;
  - 1.2.2 to be ambassadors and role models, and to live the MP values;
  - 1.2.3 to ensure effective communication and knowledge sharing; and
  - 1.2.4 to take responsibility for personal and team development.

### 2. Membership

- 2.1 The Group Executive shall be made up of the Chief Executive, the Finance Director, the Managing Directors of the principal businesses and business streams, the Company Secretary, the heads of the Group Functions, and other senior staff as decided by the Chief Executive.
- 2.2 Other staff may be invited by the Chief Executive to attend all or part of any meeting.

### 3. Chair

- 3.1 The Chief Executive shall act as Chair of the Group Executive.

### 4. Secretary

- 4.1 The Company Secretary or their nominee shall act as the secretary of the Group Executive.

### 5. Quorum

- 5.1 The quorum necessary for the transaction of business shall be the Chief Executive plus a minimum of 9 members.

### 6. Frequency of Meetings

- 6.1 The Group Executive shall normally meet every other month with a minimum of five meetings per year.

## **7. Minutes of Meetings**

- 7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Group Executive, including recording the names of those present and in attendance.
- 7.2 Minutes of Group Executive meetings shall be circulated promptly to all members of the Group Executive and other senior staff, if appropriate.

## **8. Duties**

- 8.1 The Group Executive will support the Chief Executive and other Executive Directors, together with the GMB, in recommending objectives and strategy for the Group in the development of its business, having regard to the interests of its shareholders, customers, employees and other stakeholders.

In particular, the Group Executive will have responsibility for:

- 8.1.1 strategic planning and sector planning across the Group;
- 8.1.2 undertaking market and competitor analysis, and for making recommendations to the GMB for investment and acquisitions;
- 8.1.3 the self assessment, business planning and budgeting process and the setting of stretch targets and goals;
- 8.1.4 the review of strategic plans and recommendations to the GMB for change;
- 8.1.5 the succession and resource planning processes across the Group, and for ensuring the development of the Group's future leaders;
- 8.1.6 creating new and innovative ideas for the future development of the Group, and for ensuring cross business working and knowledge sharing; and
- 8.1.7 developing the Mouchel Parkman brand and for creating effective channels of communication for the sharing of information and knowledge.

## **9. Reporting Responsibilities**

- 9.1 The Chief Executive shall report to the GMB and to the plc Board on the proceedings of the Group Executive since the previous Board meeting. Minutes will be available, on request, to the Board.

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\* Approved by the plc Board on 25 February 2005 – minute number 05/22  
New authorities approved by the plc Board on 2 March 2007 – minute number 07/32  
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