

## Scope

The management of the Company is led and managed under the direction and control of the Chief Executive Officer. The senior management, through the Chief Executive Officer, manages the daily operations such that it delivers the strategies and plans approved by the Board, and reports its progress and is accountable to the Board.

Management is responsible, on a shared basis with and subject to the approval of the Board, for developing strategy, and is directly responsible for implementing the strategies into the Company's business activities. Management is also responsible for safeguarding the Company's assets, maximizing the utilization of available resources and for creating wealth for Grange's shareholders. When management performance is inadequate, the Board has the responsibility to bring about appropriate change, and when management performance is effective, the Board will reward management accordingly.

The Company's governance policies are designed to create autonomy and effective decision making of management and to provide the Board with an appropriate level of oversight and participation through its various committees.

The Chief Executive Officer is responsible for leading and managing the senior management team in developing a strategic plan which covers an appropriate forward time horizon, and an annual business plan, including an annual operating and capital budget. Both plans are considered, reviewed and approved by the Board. The Board's approval of the business plans provides a mandate for management to conduct the affairs of the Company. Material deviations from the plan must be reported to and considered by the Board.

The Board, in consultation with the Remuneration Committee, maintains a succession plan for the Chief Executive Officer and establishes objectives against which the Chief Executive Officer's performance is benchmarked. Similar reviews and assessments are undertaken for other members of senior management in consultation with the Chief Executive Officer, and all compensation is assessed against objectives which are established on an annual basis in line with the Company's Annual Salary Period and Personal Incentive Plan processes.

## Chief Executive Officer and Senior Management Team Function and Responsibilities

Duties and responsibilities including, but not limited to:

1. Ensure that the Company conducts all of its business activities in compliance with legal, regulatory and company policy, controls and standards.
2. Develop strategic options to maximize shareholder value and position the operating companies for increased return on investment.
3. Lead and direct Company operations and business activities in the development and implementation of tactics to attain the Company's respective strategic objectives.
4. Review on a quarterly basis business plans, activities, benchmarks, operating targets and results through consultation between the Chief Executive Officer and the members of the senior management team to ensure that corporate objectives and targets are met.

5. Leading and managing business activities in order to maximize the Company's financial resources to ensure financial objectives and benchmarks are met or exceeded.
6. Exemplify the Corporation's culture, values, standards and reputation in order to inculcate Company vision, values, strategy and philosophy throughout the Company.
7. Report to the Board of Directors and to shareholders regarding the Company's plans and performance including preparing an annual budget and three year business plan.
8. Recruit, select and develop team members at all levels throughout the Company.
9. Lead the strategic cross-functional developmental of team members at all levels throughout the Company and provide the programs and tools for their professional skills development.

### **Functions Specifically for the Chief Executive Officer**

1. Exercising executive stewardship of the Company's resources.
2. Being responsible to the Board for the development of group companies and their profitable operation, including the profits, cash and costs of those businesses.
3. Preparing and submitting to the Board the Group annual budget and the Group's objectives, policies, strategies and plans.
4. Ensuring that such action is taken as is necessary to secure the timely and effective implementation of the objectives, policies, strategies and plans set by the Board and of other decisions taken by or on behalf of the Board.
5. Ensuring that appropriate objectives, policies, strategies and plans are adopted for each of the businesses of the Group, that appropriate budgets are set for the businesses, that their performance is effectively monitored, that guidance or direction is given where appropriate.
6. Ensuring that safety, health and environmental performance of the Group is implemented in line with the policies agreed by the Board.
7. Recommending to the Chairman and the Remuneration & Nomination Committee appointments and nominations (including retirements and discharges) to very senior positions which are direct reports and ensuring that adequate career development, succession and remuneration arrangements exist for these positions and the Company generally and that promising managers are retained and developed to meet the needs of the Group.
8. Leading the Group's processes for communicating to, and consulting with, employees.
9. Keeping the Chairman and the Board informed as appropriate on his involvement in stakeholder relations, including relations with the Company's shareholders, governments, other public organisations, other companies and the public generally.
10. Regularly keeping the Chairman and the Board informed as appropriate on all matters that may be of importance to the Group, including its current performance and progress.