

1. Board Composition

With reference to point 3 below, careful consideration needs to be taken in changing the number of elected non-executive directors since the reduction of simultaneously elected directors could reduce the scope of views within the board.

The Chairman should be a non-executive director included in the above figures. I agree with Mark Dawson on the issue that the post should not be restricted to appointed non-executives in the company Articles, however I accept it will tend to be so.

Please see notes on elections below.

2. Executive Directors

I agree the Chairman should be a non-executive director and that the Chief Executive should be one of the executive directors.

I believe at least two executive directors are highly desirable on the board.

3. Elected Non-Executives

Only electing one director per year has the potential of reducing the diversity of views around the boardroom table.

This might be overcome by considering variations in terms and the number of directors elected in a particular period (e.g. drawing lots for two or three year periods and having two directors standing for election at the same time.)

I fully support term limits of six years for all non-executive directors.

4. Appointed Non-Executives

I fully support the proposals.

5. Other Proposals

I have no particular view on the Alternate Directors proposal.

I fully support the other proposals.

6. Policy

I agree with the principle of these proposals. I note that the consultation document does not contain much detail which may be significant.

7. Fees

I agree that the board should be able to set the level of fees, however it is important to ensure that all members are treated fairly. As such, any suggestion or concept of changing the fundamental structure of fees should be consulted on and achieve a strong consensus where possible prior to being implemented.

Regards,
Sebastien.