

## GAME Digital plc

### Statement of the Division of Responsibilities between the Chairman and the Chief Executive

The UK Corporate Governance Code requires a clear division of responsibilities between the Chairman and Chief Executive. The key duties of both roles are set out below; however it is important to note that this list is not conclusive. In practice the relationship between both parties is paramount to maintaining an open and effective business.

<b>1. Reporting Lines</b>			
<b>Chairman</b>		<b>Chief Executive</b>	
1.1	The chairman reports to the board (the "Board").	1.1	The Chief Executive reports to the Chairman (acting on behalf of the board) and to the board directly.
1.2	The Chairman is not responsible for executive matters regarding the Group's business. Other than the Chief Executive and the company secretary, no executive reports to the Chairman, other than through the board.	1.2	The Chief Executive is responsible for all executive management matters affecting the Group. All members of the executive management report, either directly or indirectly, to him.
<b>2. Key Responsibilities</b>			
<b>Chairman</b>		<b>Chief Executive</b>	
2.1	The Chairman's principal responsibility is the effective running of the board.	2.1	The Chief Executive's principal responsibility is running the Group's business.
2.2	The Chairman is responsible for ensuring that the board as a whole plays a full and constructive part in the development and determination of the Group's strategy and overall commercial objectives.	2.2	The Chief Executive is responsible for proposing and developing the Group's strategy and overall commercial objectives, which he does in close consultation with the Chairman and the board.
2.3	The Chairman is the guardian of the board's decision-making processes	2.3	The Chief Executive is responsible, with the executive team, for implementing the decisions of the board and its Committees.
<b>3. The Board</b>			
<b>Chairman</b>		<b>Chief Executive</b>	
3.1	Running the board and setting its agenda.	3.1	Providing input to the board's agenda from himself and other members of the executive team.
3.2	Ensuring that board agendas take full account of the important issues facing the Group and the concerns of all board members. There should be an emphasis on strategic, rather than routine, issues.	3.2	Ensuring that he maintains a dialogue with the Chairman on the important and strategic issues facing the Group, and proposing board agendas to the Chairman which reflect these.
3.3	Managing the style and tone of board discussions to promote constructive debate, and allowing adequate time for discussion of all agenda items.	3.3	Recognising any divergence in views of the executive team on key business issues; and making aware to the board any employee views relevant to the business.
3.4	Ensuring that the board receives accurate, timely and clear information on: <ul style="list-style-type: none"> <li>• the Group's performance</li> <li>• the issues, challenges and opportunities facing the Group and</li> <li>• matters reserved to it for decision.</li> </ul>	3.4	Ensuring that the executive team gives appropriate priority to providing reports to the board which contain accurate, timely and clear information.
3.5	Ensuring that the board determines the extent and nature of risks posed in relation to company strategies, and regularly reviews internal risk management systems.	3.5	Developing and maintaining a framework of internal risk management controls in relation to all business areas.

3.6	Ensuring, with the advice of the company secretary where appropriate, compliance with the board's approved procedures, including the schedule of Matters Reserved to the board for its decision and each Committee's Terms of Reference.	3.6	Ensuring, in consultation with the Chairman and the company secretary as appropriate, that he and the executive team comply with the board's approved procedures, including the schedule of Matters Reserved to the board for its decision and each Committee's Terms of Reference.
3.7	Arranging informal meetings of the directors, including meetings of the non-executive directors at which the executive directors are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	3.7	Ensuring that the Chairman is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which he might not otherwise be aware.
3.8	Proposing to the board, in consultation with the Chief Executive, company secretary and Committee Chairman as appropriate: <ul style="list-style-type: none"> <li>• a schedule of Matters Reserved to the board for its decision</li> <li>• Terms of Reference for each board Committee and</li> <li>• other board policies and procedures</li> </ul>	3.8	Providing input to the Chairman and company secretary on appropriate changes to the schedule of Matters Reserved to the board and Committee Terms of Reference
3.9	Ensuring that the performance of the board as a whole, its Committees, and individual directors is formally and rigorously evaluated at least once a year.	3.9	Ensuring that performance reviews are carried out at least once a year for each of the executive directors. Providing input to the wider board evaluation process.
<b>4. Nomination Committee</b>			
<b>Chairman</b>		<b>Chief Executive</b>	
4.1	Chairing the Nomination Committee, and, in that role, initiating change and succession planning in board appointments to retain and build an effective and complementary board, and to facilitate the appointment of effective and suitable members and Chairmen of board Committees.	4.1	Providing information and advice on succession planning, to the Chairman, the Nomination Committee, and other members of the board, particularly in respect of executive directors.
4.2	Proposing, in conjunction with the Nomination Committee, the membership of board Committees and their Chairmen.	4.2	If so appointed by the board, serving on the Nomination Committee.
<b>5. Communication</b>			
<b>Chairman</b>		<b>Chief Executive</b>	
5.1	Ensuring that there is effective communication by the Group with its shareholders, including by the Chief Executive, Finance Director and other executive management, and ensuring that members of the board develop an understanding of the views of the major investors in the Group.	5.1	Leading the communication programme with shareholders. Representing and leading the company at the highest possible standards to customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.
<b>6. Other Responsibilities</b>			
<b>Chairman</b>		<b>Chief Executive</b>	
6.1	Overseeing the work of the Chief Executive, mentoring and offering guidance where required.	6.1	Establish a close relationship with the chairman, to which trust is key to both parties in the giving of advice and support to one another.
6.2	Taking the lead in providing a properly constructed induction programme for new directors, facilitated by the company secretary.	6.2	Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.

6.3	Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the board as a whole, assisted by the company secretary.	6.3	Ensuring that the development needs of the executive directors and other senior management reporting to him are identified and met.
6.4	Chairing the Annual General Meeting and arranging for directors to attend to be able to answer questions.	6.4	Recommending acquisitions and divestments to the board.
6.5	Promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at board level.	6.5	Promoting, and conducting the affairs of the Group with the highest standards of integrity, probity and corporate governance.

<b>7. Status of this Statement</b>	
7.1	Any amendment to this statement is a Matter Reserved to the board.
7.2	This statement is to be annexed to the Chief Executive's Job Description. In the event of any conflict between this statement and the Chief Executive's Job Statement in so far as they may relate to his role as Group Chief Executive, this statement shall take precedence.

Approved by the board in July 2014