

Role of Senior Independent Director

The Senior Independent Director's primary role is to support the Executive Chairman and CEO in ensuring that the Board is effective in its tasks of setting and implementing direction and strategy whilst ensuring robust corporate governance practices.

The main features of the role of the Senior Independent Director are as follows:

- a. As well as being the Senior Independent Director, they are expected in conjunction with the Executive Chair and CEO to act as one of the leading representatives of the Company and take an active role in engagement with investors and other stakeholders
 - b. In the absence of the Executive Chair and CEO, to take the chair at general meetings and Board meetings
 - c. In conjunction with the Executive Chair and CEO to take a lead role in determining the composition and structure of the Board, this will involve regular reviews of the overall size of the Board, the balance between executive and non-executive directors and the balance of age, experience, diversity and personality of the directors
 - d. To be the Chair of the Nomination Committee and to lead the recruitment of new non-executive directors and in conjunction with the Executive Chair and CEO oversee the succession planning of executive management
 - e. To provide enhanced oversight on corporate governance matters in conjunction with the Executive Chair and CEO
- In particular, it is the responsibility of the Senior Independent Director to:**
- a. Provide leadership to the Board in the absence of the Executive Chair and CEO
 - b. Ensure the perspectives of shareholders and other stakeholders are taken into account in decision making and policy
 - c. Support the Executive Chair and CEO in ensuring that the Board discharges its duties in fulfilment of good corporate governance practice
 - d. To lead on succession planning for the Executive Chair and CEO, and in conjunction with the Executive Chair and CEO lead on succession planning for other executive directors and other senior positions on the Board
 - e. Maintain a dialogue with the Executive Chair and CEO, non-executive directors and executive directors
 - f. Support the running of the Board by the Executive Chair and CEO
 - g. Support the Executive Chair and CEO in ensuring that all members of the Board receive accurate, timely and clear information
 - h. Support the Executive Chair and CEO's management of the Board in ensuring that sufficient time is allowed for discussion of complex or contentious issues and support balanced discussions between members of the Board
 - i. Be available to other non-executive and executive directors and take the lead in responding to and considering the most appropriate way to resolve any concerns or contentious issues raised, with suitable discussion with the Executive Chair and CEO and the other directors
 - j. Support effective communication with shareholders and attend sufficient meetings with major shareholders to listen to their views and develop a balanced understanding of their issues and concerns
 - k. Be available to shareholder should they have any concerns which contact through the normal channels has failed to resolve or where such contact is not appropriate
 - l. Lead the annual performance evaluation of the Executive Chair and CEO carried out by the non-executive directors without the Executive Chair and CEO present, when appropriate
 - m. Hold meetings with the non-executive directors without the executives present to facilitate a full and frank airing of views
 - n. Lead the annual board performance review and report outcomes to the Board

Role of Senior Independent Director - continued

- o. Periodically review, with the Company Secretary and in conjunction with the Executive Chair and CEO, whether the Board and Company's governance processes are fit for purpose and consider any improvements and initiatives that could strengthen the governance of the Company
- p. Ensure that all directors continually update their skills, knowledge and familiarity with the Company to fulfil their roles by regularly reviewing and agreeing with each director their training and development needs
- q. In conjunction with the Executive Chair and CEO ensure that the development needs of the Board as a whole are addressed with a view to enhancing its overall effectiveness as a team
- d. Supports the highest standards of corporate governance and seeks compliance with the provisions of the UK Corporate Governance Code wherever possible
- e. Supports the effective implementation of Board decisions
- f. Establishes a relationship of trust with the Executive Chair and CEO, providing support and advice as required
- g. Supports coherent leadership of the Company, including representing the Company when required and understanding the views of major shareholders.

The effective Senior Independent Director:

- a. Upholds the highest standards of integrity and probity
- b. Supports Board discussions to promote effective decision making and constructive debate
- c. Supports effective relationships and open communication, both inside and outside the Boardroom, between non-executive directors and the executive team