

## Responsibilities

The responsibilities of the Senior Independent Director are:-

1. To be available for confidential discussions with the non-executive directors on any matter relating to the effective operation of the Board, Group performance or future strategy.
2. To have the authority to call a meeting of the non-executives without either the Chairman or the executive directors present.
3. At least annually to lead a meeting with the non-executive directors, without the Chairman present, to evaluate and appraise the Chairman's performance, taking into account the views of the executive directors.
4. Be a point of contact for shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate.
5. To attend sufficient meetings with a range of major shareholders, as required, to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.
6. Act as an alternative point of contact for the executive directors and senior executive team if required, in addition to the normal channels of the Chairman and Chief Executive.
7. Chair meetings of the Board, and if exceptionally required the Group, whenever the Chairman is not available for any reason.
8. Chair meetings of the Nomination Committee when it is considering succession to the role of Chair except in the case where the Senior Independent Director is a potential candidate for Chair.
9. Act as a valued adviser to, and sounding board and intermediary for, the Board, and in particular the Chairman.

**September 2019**