

## ROLE AND RESPONSIBILITIES OF THE SENIOR INDEPENDENT DIRECTOR

### Ordinary course

In normal times, the role of the Senior Independent Director is to:

- Act as a sounding board for the chair of the Board (the “**Chair**”) and provide them with support in delivering their objectives;
- Serve as a trusted intermediary for the other Directors, when necessary;
- Be available to shareholders if they have concerns relating to matters which contact through the normal channels of Chair, Managing Director or Financial Director has failed to resolve or for which such contact is inappropriate;
- Maintain contact as required with major shareholders to understand their issues and concerns, including attending meetings where necessary with shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders;
- Support the Chair in ensuring the Board is aware of the views of major shareholders;
- Meet with the other Non-Executive Directors without the Chair present at least annually and taking into account the views of the Executive Directors, lead the Non-Executive Directors in the ongoing monitoring and annual evaluation of the Chair and communicating the results of the evaluation to the Chair.
- If requested by the Chair or the Board, leading the entire board evaluation process; and
- Together with the nomination committee of the Board, take responsibility for the Chair’s succession.

### In times of stress

If the Board or Company is undergoing a period of stress, the Senior Independent Director will work with the Chair and other Directors, and/or shareholders, to resolve significant issues. Circumstances in which the Senior Independent Director might intervene to maintain board and company stability include where:

- there is a dispute between the Chair and the Managing Director;
- shareholders or other Non-Executive Directors have concerns that are not being addressed by the Chair or Managing Director;
- the Company’s strategy is not supported by the entire Board;
- the relationship between the Chair and Managing Director is particularly close;
- decisions are being made without the full Board’s approval; or
- succession planning is being ignored.