



Role of Senior Independent Director

Responsibilities

The main responsibilities of the Senior Independent Director are to ensure that the views of each non-executive director are given due consideration and, where necessary, to provide a communication channel between non-executive directors and shareholders. This communication channel is in addition to and does not replace normal channels. It may have only irregular use.

The Senior Independent Director should, where appropriate:

- 1 make himself available for confidential discussions with other non-executive directors who may have concerns, which they believe have not been properly considered by the Board as a whole;
- 2 have the authority to call a meeting of the non-executive directors if, in their opinion, it is necessary;
- 3 lead a meeting of the non-executive directors without the Chairman present at least annually to appraise the Chairman's performance (taking into account the views of the executive directors) and on such other occasions as are deemed appropriate;
- 4 provide a sounding Board for the Chairman and to serve as an intermediary for the other directors when necessary;
- 5 be available to shareholders if they have concerns, which contact through the normal channels of Chairman, Chief Executive Officer or other executive officers has failed to resolve or for which such contact is inappropriate;
- 6 attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders; and
- 7 chair the Nomination Committee when it is considering succession to the role of Chairman of the Board; and
- 8 provide feedback to the board on the independent non-executive directors' collective views on the management, leadership and effectiveness of the Board.

Document control

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