



The Senior Independent Director Terms of Reference

The Senior Independent Non-Executive Director is responsible for:

1. Leadership

- 1.1 Acting as the lead Non-Executive Director;
- 1.2 acting as a sounding board and providing support for the Chairman of the Company (the 'Chairman');
- 1.3 serving as an intermediary for the other Directors and shareholders, where appropriate, to resolve any significant issues;
- 1.4 convening and chairing those meetings of the Non-Executive Directors at which the Chairman is not present;
- 1.5 chairing meetings of the Nomination Committee when it is considering the appointment of a successor to the Chairman;
- 1.6 deputising for the Chairman, as and when required; and
- 1.7 taking responsibility for the orderly succession of the Chairman, working closely with the Nomination Committee.

2. Shareholder Communication

- 2.1 Being available to shareholders if they have concerns which have not or cannot be resolved through contact with the Chairman or other Executive Directors or for which such contact is inappropriate; and
- 2.2 attending the Company's Annual General Meeting and to be available to answer questions put by shareholders.

3. Performance Evaluation

- 3.1 Leading the performance evaluation of the Chairman on behalf of the other Directors and ensuring that it is effectively conducted; and
- 3.2 ensuring, in conjunction with the Chairman, that the performance of the Board, its Committees and individual directors is evaluated at least once a year and acting on results of such evaluation by recognising the strengths and addressing the weaknesses of the Board.

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