

## **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 Chair of the Board;
- 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 Chair of the Board is not present;
- 1.5 chairing meetings of the Nomination Committee when it is considering the appointment of a successor to the Chair of the Board;
- 1.6 deputising for the Chair of the Board, as and when required; and
- 1.7 taking responsibility for the orderly succession of the Chair of the Board, 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 Chair of the Board or other Executive Directors or for which such contact is inappropriate;
- 2.2 attending sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders; and
- 2.3 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 Chair of the Board on behalf of the other Directors and ensuring that it is effectively conducted; and
- 3.2 ensuring, in conjunction with the Chair of the Board, 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.

**30 March 2022**