

Role of the Senior Independent Director

Approved by the Board on: 19 March 2021

1. General Duties

1.1 The SID shall be an independent non-executive director, appointed from the Company's current Board of Directors.

1.2 The SID will have the same legal responsibilities, and owe the same general duties, as any other director of the Company and must have regard to the relevant obligations under law and regulation.

2. Board

2.1 The SID shall provide a sounding board for the Chair and support the Chair in the delivery of their objectives.

2.2 The SID shall serve as an intermediary between the Chair and the other Directors when necessary, and ensure that the views of all Directors are conveyed to, and given due consideration by, the Chair.

2.3 The SID shall chair meetings of the Board in the absence of the Chair.

2.4 At least annually and on such other occasions as are deemed appropriate, the SID shall lead meetings with the non-executive Directors without the Chair present to appraise the Chair's performance, taking into account the views of the Executive Committee and the Chief Executive, and communicate the results of the evaluation to the Chair.

2.5 When applicable, the SID shall support the Nomination Committee in ensuring an orderly succession process for the Chair.

2.6 The SID shall provide feedback to the Board on the independent non-executive Directors' collective views on the management, leadership and effectiveness of the Board.

3. Shareholders

3.1 The SID shall ensure effective communications with a range of major shareholders and other stakeholders, attending meetings where necessary, in order to develop a balanced understanding of their issues and concerns.



3.2 The SID shall pass on the views (and especially concerns) of shareholders to the other Directors.

3.3 The SID shall be available to shareholders if they have concerns which have not been resolved through the normal channels of the Chair or the Group Chief Executive, or for which such contact is inappropriate.

4. Personal standards and behaviour

4.1 The SID shall:

4.1.1 endeavour to command the trust and respect of the other Directors and major shareholders so that that they are able to raise any concerns which usual channels have not resolved or for which usual channels may not be appropriate;

4.1.2 promote constructive relations between the Chair and the non-executive Directors;

4.1.3 exercise good judgement and manage sensitive situations; and

4.1.4 promote the highest standards of corporate governance and adhere to the spirit of the principles of the Company and its subsidiaries, including fully evaluating the impact of decisions on customers, shareholders, colleagues, corporate partners and the community.

5. Other

5.1 The SID shall work with the Chair, the other Directors, and/or the Company's shareholders (as necessary) to resolve any significant issues that may arise.

5.2 The SID shall maintain stability and cohesion within the Board and the Company, particularly during periods of stress; for example intervening if there is a disagreement between the Chair and the Group Chief Executive; if the strategy being proposed by the Chair and the Group Chief Executive is not supported by the entire Board; if decisions are being made without the approval of the full board or if succession planning is being ignored.