

## RESPONSIBILITIES OF THE SENIOR INDEPENDENT DIRECTOR

1. The Senior Independent Director should:
  - 1.1. act as a sounding board for the Chairman of the Board, providing them with support in the delivery of their objectives;
  - 1.2. lead the evaluation of the Chairman on behalf of the other Directors as part of the annual evaluation process;
  - 1.3. serve as an intermediary for the other Directors, in particular when the Board or Company is undergoing a period of stress. The Senior Independent Director is expected to work with the Chairman and other Directors, and/or shareholders, to resolve significant issues in order to maintain Board and Company stability. Examples of such issues might include situations where:
    - 1.3.1 there is a dispute between the Chairman and the Portfolio Manager;
    - 1.3.2 shareholders or non-executive Directors have expressed concerns that are not being addressed by the Chairman or the Portfolio Manager;
    - 1.3.3 the strategy is not supported by the entire Board;
    - 1.3.4 the relationship between the Chairman and the Portfolio Manager is particularly close;
    - 1.3.5 decisions are being made without the approval of the full Board; and/or
    - 1.3.6 succession planning is being ignored.
  - 1.4. serve as an intermediary for shareholders. When called upon, the Senior Independent Director should seek to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views; and
  - 1.5. be available to shareholders if they have concerns that contact through the normal channels of Chairman, other Directors or the Portfolio Manager has failed to resolve or for which such contact is inappropriate.