

SHAFTESBURY CAPITAL PLC

TERMS OF REFERENCE OF THE SENIOR INDEPENDENT DIRECTOR

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 taking responsibility for the orderly succession of the Chairman, working closely with the Nomination Committee;
- 1.6 chairing meetings of the Nomination Committee when it is considering the appointment of a successor to the Chairman; and
- 1.7 deputising for the Chairman, as and when required.

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.
- 2.3 To 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 as appropriate.
- 2.4 In periods of Board stress, to work with the Chairman and other Directors, and/or shareholders, to resolve significant issues and maintain Board and Company stability.

3. Performance Evaluation

- 3.1 Leading the evaluation of the Chairman, without the Chairman present and taking into account the views of the Executive and Non-Executive Directors, at least annually and on such other occasions as are deemed appropriate; and
- 3.2 communicating the results of any evaluation to the Chairman.

Approved by the Board on 6 March 2023.