

Role of the Senior Independent Director (“SID”)

Shareholders

1. The SID will be available to shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive and Finance Director have failed to resolve or where such contact is inappropriate.

Chairman

2. The SID should chair the Nomination Committee when it is considering succession to the role of Chairman of the Board and might also be required to take responsibility for an orderly succession process for the Chairman.
3. The SID should lead the evaluation of the Chairman on behalf of the other Directors and will meet with non-executive directors at least once a year to appraise the Chairman’s performance and on such other occasions as are deemed appropriate.
4. The SID should act as a sounding board for the Chairman, providing support for the Chairman in the delivery of his/her objectives.

The Board

5. When the Board is undergoing a period of stress, the SID is expected to work with the Chairman, other Directors and/or shareholders to resolve significant issues.
6. Examples where the SID might intervene in order to maintain Board and Company stability include, but are not limited to:
 - when there is a dispute between the Chairman and Chief Executive Officer (“**CEO**”);
 - when shareholders or non-executive directors have expressed concerns that are not being addressed by the Chairman or CEO;
 - when the strategy being followed by the Chairman or CEO is not supported by the entire Board;
 - when the relationship between the Chairman and CEO is particularly close and decisions are being made without the approval of the full Board; and
 - when succession planning is being ignored.