

## Vesuvius plc

### ROLE OF THE SENIOR INDEPENDENT DIRECTOR

#### 1. Purpose:

- 1.1 To act as a sounding board for the Chairman and provide support in the delivery of his or her role;

#### 2. Responsibilities:

- 2.1 In addition to the responsibilities as a Non-executive Director, the Senior Independent Director shall have the following responsibilities:

- a. In normal times to:
- i. serve as an intermediary for the other Directors, as necessary; particularly if they have concerns which they believe have not been properly considered by the Board as a whole;
  - ii. take responsibility for an orderly succession process for the Chairman, working closely with the Nomination Committee;
  - iii. lead the evaluation of the Chairman on behalf of the other Directors;
  - iv. lead a meeting of the non-executive Directors, without the Chairman present, at least annually, to appraise the Chairman's performance (taking into account the views of the Executive Directors) and on such other occasions as he/she deems appropriate;
  - v. chair the Nomination Committee when it is considering succession to the role of Chairman of the Board;
  - vi. be available to shareholders as an alternative point of contact at Board level if they have concerns that have not been resolved through the normal channels of contact via the Chairman, Chief Executive or Chief Financial Officer or where it is not appropriate that the shareholders raise their concerns with such persons; and
  - vii. make himself/herself available for meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.
- b. The Senior Independent Director has the authority to call a meeting of the Non-executive Directors if, in his opinion, it is necessary.
- c. When the Board is undergoing periods of stress, the role of the Senior Independent Director is likely to assume a greater degree of prominence. He or she is expected to

work with the Chairman and other Directors, and/or shareholders, to resolve significant issues.

- d. The following are the types of circumstance which may give rise to intervention being required by the Senior Independent Director to maintain Board and Company stability:
  - i. where there is a dispute between the Chairman and the Chief Executive;
  - ii. where shareholders or Non-executive Directors have expressed concerns that are not being addressed by the Chairman or Chief Executive;
  - iii. if the strategy being followed by the Chairman and the Chief Executive is not supported by the full Board;
  - iv. where decisions are being made without approval of the full Board; or
  - v. where succession planning is being ignored.

### **3.0 Reporting Lines:**

- 3.1** The Senior Independent Director works closely with the Chairman and acts as a conduit between the Chairman, the Chief Executive and the Non-executive Directors.