

**MERIAN CHRYSALIS INVESTMENT COMPANY LIMITED**  
**The “Company”**

**Senior Independent Director – Role Description**

**Title:** Senior Independent Director (“**SID**”)

**Accountable To:** The Board of Directors

**Role Summary:** The SID is expected to work with the Chairman, other Board members and shareholders to resolve major issues. To fulfil this role, the SID is required to maintain effective and active relationships with both fellow directors and shareholders.

**Role Eligibility Criteria:** A Non-Executive Director who is considered by the Board of Directors to be independent.

**Principle Duties & Responsibilities**

- To act as a sounding board for the Chairman and to serve as an intermediary for the other board members and shareholders.
- To bring independent judgement to bear on strategy, performance and resource allocation.
- The SID should chair a meeting once a year with the other non-executive directors present in order to appraise the Chairman’s performance and on any other such occasions as necessary.
- The SID will chair the Remuneration & Nomination Committee when it considers succession to the role of Chairman of the Board.
- The SID shall attend meetings and be available to shareholders should they have concerns which contact through the normal channels of Chairman/Chief Executive/Finance Director has failed to resolve or for which such conduct is inappropriate.
- The SID shall engage with a range of major shareholders to obtain a balanced understanding of their issues and concerns in relation to the Company and its activity.

**Time Commitment:** The SID must ensure they have sufficient time available to meet their responsibilities. When considering candidates for the role, the Board will consider any other commitments such as chairmanship or membership of any other committees and other demands on the SID’s time.

**Approval by the Board of Directors:** This role description was agreed by the Board of Directors at its meeting held on 23 June 2020 and will be reviewed annually.

<b>Board Meeting Date: 23 June 2020</b>
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<b>ADOPTION: 23 June 2020</b>
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