

PGH plc Board – Senior Independent Director

Role of the Senior Independent Director

- act as a sounding board for the Chair of the Board
- chair Board meetings in the Chair's absence
- provide support to the Chair of the Board in the delivery of his or her objectives
- serve as an intermediary between the Chair of the Board and the other Directors, when necessary
- be available to shareholders if they have concerns which contact through normal channels of Chair, Group Chief Executive or Group Chief Financial Officer has failed or for which such contact is inappropriate
- where desired by shareholders attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of their issues and concerns
- lead the assessment of the performance of the Chair of the Board on behalf of the other Directors
- chair a meeting of the Non-Executive directors without the Chair present at least once per year to discuss the Chair of the Board's performance, to include the Chair's responsibilities on culture, and on such other occasions as are deemed appropriate
- be responsible for an orderly succession process for the Chair of the Board

Specified Regulatory Responsibilities of Senior Independent Director

- performing the role of a senior independent director, and having particular responsibility for leading the assessment of performance of the person performing the Chair function