

CARCLO PLC
(Company)

ROLE OF THE SENIOR INDEPENDENT DIRECTOR (“SID”)

The UK Corporate Governance Code requires that the Board appoints one of the independent Non-Executive Directors to be the Senior Independent Director (“SID”).

In addition to the general duties of a Non-Executive Director as set out in the Director’s letter of appointment, the role of the SID will include:

1 Shareholders

1.1 The SID will be available to shareholders if they have concerns which contact through the normal channels of Chair, Chief Executive or Chief Financial Officer has failed to resolve or for which such contact is inappropriate.

2 Chair

2.1 The SID will chair the Nomination Committee when it is considering succession to the role of Chair of the Board.

2.2 They will meet with the Non-Executive Directors at least once a year to appraise the Chair’s performance and on such other occasions as are deemed appropriate.

3 Board

3.1 The SID will provide a sounding board for the Chair; serve as an intermediary for the other Directors where necessary; intervene where necessary to maintain Board and Company stability (e.g. where there is dispute between the Chair and Chief Executive, the strategy being followed by the Chair and Chief Executive is not supported by the entire Board or succession planning is being ignored); and has the authority to call meetings of the Non-Executive Directors, if these are deemed necessary by the SID, in order to ensure that all Non-Executive Directors’ views are given due consideration.

Adopted by the Board on 28 November 2022

Version control

Version	Date Approved	Approved By	Description
1	13 November 2019	Board	Annual Review
2	1 March 2021	Board	Annual Review
3	28 November 2022	Board	Annual Review/Board Structure Change