

## **SPECTRIS PLC**

### **ROLE OF THE SENIOR INDEPENDENT DIRECTOR**

The senior independent director ("SID") is a Non-executive Director of the Company and as such, has the same statutory and regulatory responsibilities as all other Directors.

The SID will be appointed by the Board from amongst the independent Non-executive Directors. The responsibilities of the SID include:

#### **1. Chairman**

- 1.1 Acting as a sounding board for the Chairman of the Board, providing support in the delivery of the Chairman's objectives and serving as an intermediary for other Directors where necessary.
- 1.2 Leading the orderly succession process for the Chairman (unless the SID is a candidate in the process), working closely with the Nomination Committee, and if necessary also acting as Chairman of the Nomination Committee. If the SID is a candidate, the process shall be led by a Director nominated by the Board for this purpose.
- 1.3 In certain circumstances, working with the Chairman and the other directors and shareholders (as necessary) to resolve any significant issues.
- 1.4 Meeting with Non-executive Directors at least once a year to appraise the Chairman's performance and on such other occasions as are deemed appropriate.

#### **2. Shareholders**

- 2.1 Being available to shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive or Chief Financial Officer has failed to resolve, or for which such contact is inappropriate.
- 2.2 Attending sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

#### **3. Other**

- 3.1 When the Board is undergoing a period of stress, the SID shall work with the Chairman and other directors, and/or shareholders, to resolve significant issues.

Approved by the Board: December 2021