

PETERSHILL PARTNERS PLC

(the Company)

RESPONSIBILITIES OF THE CHAIR AND SENIOR INDEPENDENT DIRECTOR

Approved by the Board on 20 September 2021

This document sets out the responsibilities of the Chair and the Senior Independent Director in compliance with the UK Corporate Governance Code 2018 and the Association of Investment Companies Code of Corporate Governance 2019.

The Chair and the Senior Independent Director also have legal responsibilities as directors of the Company and the Board as a whole remains responsible for promoting the success of the Company and directing the Company's affairs.

1. KEY ASPECTS OF THE CHAIR'S ROLE

1.1 The Chair:

- (a) leads the Board and is responsible for its overall effectiveness in directing the Company;
- (b) shapes the culture in the boardroom, in particular by promoting openness and debate;
- (c) sets a Board agenda primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, ensuring that issues relevant to these areas are reserved for Board decision; and
- (d) demonstrates objective judgement throughout his/her tenure and promotes a culture of openness and debate.

2. THE CHAIR'S RESPONSIBILITIES

Board decision-making

- 2.1 To establish policies and processes to enable the proper functioning of the Board and in particular to ensure that there is a timely flow of accurate, high-quality and clear information, with the assistance of the company secretary.
- 2.2 To ensure that adequate time is available for discussion of all agenda items, in particular strategic issues.
- 2.3 To ensure that the Board determines the nature, and extent, of any significant risks the Company is willing to embrace in the implementation of its investment policy.
- 2.4 To direct discussions towards the emergence of a consensus view and sum up discussions so that it is clear what has been agreed.

Directors' engagement and relationships

- 2.5 To ensure that the focus at regular Board meetings is a review of investment performance and associated matters such as gearing, asset allocation, attribution analysis, marketing/investor relations, peer group information and industry issues.
- 2.6 To facilitate constructive Board relations and the effective contribution of all non-executive directors.
- 2.7 To encourage all Board members to engage in Board and committee meetings by drawing on their skills, experience and knowledge.

Directors' induction and training

- 2.8 To ensure that all directors receive a full, formal and tailored induction on joining the Board.
- 2.9 To ensure that all directors are aware of and able to discharge their statutory duties.
- 2.10 To ensure that all directors continually update their skills, knowledge and familiarity with the Company to fulfil their role both on the Board and committees.
- 2.11 To provide guidance and mentoring to new directors as appropriate.

Board evaluation

- 2.12 To lead the annual Board evaluation, with support from the senior independent director as appropriate.
- 2.13 To determine with the nomination committee whether the Board evaluation should be externally facilitated.
- 2.14 To act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the Board.

Board appointments and succession planning

- 2.15 To chair the nominations committee, if appointed the chair of the committee by the Board, except when the nominations committee is dealing with the appointment of the chair's own successor.
- 2.16 To take a lead role in succession planning supported by the nominations committee.
- 2.17 To make recommendations to the Board in relation to the composition of the audit and remuneration committees and any other Board committees as appropriate, in consultation with the nominations committee and its chair.

Engagement with shareholders

- 2.18 To arrange for all directors to attend the Company's annual general meeting and for the chairs of the audit, remuneration, nomination and management engagement committees to be available to answer questions on matters within the relevant committee's area of responsibility.

- 2.19 To seek regular engagement with major shareholders in order to understand their views on governance and performance against the Company's investment policy, in addition to formal general meetings.
- 2.20 To ensure that the Board as a whole has a clear understanding of and listens to the views of shareholders.

Other matters

- 2.21 To review periodically, with the assistance of the company secretary, whether the Board and the Company's governance processes are fit for purpose, and consider any improvements or initiatives that could strengthen the governance of the Company.
- 2.22 To lead, with the Company's operator (the **Operator**), the Company's relationships with governments, authorities and regulators, and any stakeholders.
- 2.23 To act as the primary channel of communication and point of contact between the Administrator, the Operator and the Board.

3. SENIOR INDEPENDENT DIRECTOR'S ROLE

- 3.1 The Senior Independent Director acts as a sounding Board for the Chair, providing the Chair with support in the delivery of his/her objectives, and serving as an intermediary for the other directors and shareholders.

4. SENIOR INDEPENDENT DIRECTOR'S RESPONSIBILITIES

- 4.1 To serve on the Audit and Risk Committee, Management Engagement Committee, Nomination Committee and Remuneration Committee.
- 4.2 When called on, to seek to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views.
- 4.3 To be available to shareholders if they have concerns that contact through the normal channels of Chair or the Operator has failed to resolve, or for which such contact is inappropriate.
- 4.4 To work with the Chair and other directors to resolve significant issues.
- 4.5 To lead the process that evaluates the performance of the Chair and, if requested by the Board, to lead the evaluation process for the Board, its committees and individual directors.
- 4.6 To meet other non-executive directors without the Chair present at least once a year to appraise the Chair's performance and on other occasions as necessary.
- 4.7 To ensure that the views of each non-executive director are given due consideration and make themselves available for confidential discussions with non-executive directors who may have concerns, which they believe have not been properly considered by a Board as a whole.
- 4.8 To call a meeting of the non-executive directors if, in their opinion, it is necessary.

- 4.9 To be responsible for an orderly succession process for the chair, working closely with the nomination committee.