

SYNCONA LIMITED

RESPONSIBILITIES OF SENIOR INDEPENDENT DIRECTOR

Approved 15 June 2021

In addition to complying with the requirements of a non-executive director and all legal requirements, the specific responsibilities of the Senior Independent Director are to:

1. work closely with the Chair, acting as a sounding board, providing advice and support in the delivery of their objectives;
2. act as an intermediary for the other directors, being available for confidential discussions to address concerns that cannot be raised in an open forum or with the Chair directly, and calling meetings of the other directors (without the Chair) if they consider it necessary;
3. lead the process for the evaluation of the performance of the Chair taking into account the views of the other directors and ensure that meetings with the directors are held at least annually, without the Chair present, to appraise the Chair's performance;
4. lead the planning for the orderly succession of the Chair's role and chair the Nomination Committee when it is considering an orderly succession process for the Chair's role;
5. considering, and approving on behalf of the Board, any potential outside interests of the Chair;
6. act as an alternative contact for shareholders of the Company if they have reason for concern that contact through the normal channels of Chair has failed to resolve or for which such contact is inappropriate; and
7. attend sufficient meetings with major shareholders to obtain a balanced understanding of their issues and concerns.

The Senior Independent Director is authorised to seek, at the Company's expense, appropriate professional advice inside and outside the Company when they consider it necessary to discharge their responsibilities. Also, they have access at all times to the Company Secretary, the Investment Manager, the external auditors and to other independent advice.