

## Smiths News plc

### Role of Senior Independent Director

1. The Senior Independent Director has the same general legal responsibilities to the Company as any other director, namely to act within the powers of the Company, ensuring that he/she complies with all his/her obligations as a Director required by law, the Company's Articles of Association, decisions of the shareholders approved in a general meeting, the Listing, Prospectus, Disclosure and Transparency Rules of the UK Listing Authority (including any Codes of Conduct), the City Code on Take-Over and Mergers and the Company's Code of Dealing in Securities.
2. The Companies Act 2006 provides that all directors must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, as a director, the Senior Independent Director must have regard (among other matters) to:
  - i. the likely consequences of any decision in the long term;
  - ii. the interests of the Company's employees;
  - iii. the need to foster the Company's business relationships with suppliers, customers and other stakeholders;
  - iv. the impact of the Company's operations on the community and the environment;
  - v. the desirability of the Company maintaining a reputation for high standards of business conduct; and
  - vi. the need to act fairly as between the members of the Company.
3. The Senior Independent Director of the Company is also required to:
  - i. act as a sounding board for the Chairman, providing support for the Chairman in the delivery of his or her objectives;
  - ii. make him or herself available for confidential discussions with other non-executive directors who may have concerns which they believe have not been properly considered by the Board/Chairman;
  - iii. have the authority to call a meeting of the non-executive directors if it is necessary;
  - iv. lead a meeting of the non-executive directors without the Chairman present at least annually to appraise the Chairman's performance (taking into account the views of the executive directors) and on such other occasions as are deemed appropriate;
  - v. be available to shareholders if they have concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate;
  - vi. attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders;
  - vii. in the absence of the Chairman, to perform the functions of non-executive Chairman of the Board as set out in the Role of the Chairman;
  - viii. chair the Nominations Committee when it is considering succession to the role of Chairman of the Board;
  - ix. exercise the same responsibilities as any other director, namely:
    - a) constructively challenge and contribute to the development of strategy;
    - b) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
    - c) satisfy him or herself that financial information is accurate and that financial controls and systems of risk management are robust and defensible;

- d) be responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing senior management and in succession planning;
  - e) serve on the Audit, Remuneration and Nominations Committees (which may also include taking the role of chairperson) and, unless prevented by exceptional circumstances, attend all board and Committee meetings;
  - f) to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company;
  - g) not to accept a benefit from a third party conferred by reason of being a director, or doing (or not doing) anything as a director;
  - h) to declare immediately the nature and extent of any interests in a proposed or existing transaction or arrangement with the Company where he or she may in any way be directly or indirectly interested and take no further part in any Board or committee discussion of the matter;
  - i) ensure that the decisions of the Board are fully, promptly and properly carried out;
  - j) abide by the statutory, fiduciary or common-law duties as a director of the Company, including those listed above;
  - k) diligently perform his or her duties and use reasonable endeavours to promote, protect, develop and extend the business of the Company; and
  - l) immediately report any personal wrongdoing or the wrongdoing or proposed wrongdoing of any employee or other director of the Company to the Chairman.
4. The Senior Independent Director must undertake his or her duties to the best of their skill and ability and will discharge their responsibilities as Senior Independent Director of the Company in good faith and in the best interests of the Company.

Version	Author	Purpose/Change	Date
1-0	Adele Duff - Deputy Co Sec	Annual Review - approved by the board	08.08.19
2-0	Karen Mills - Deputy Co Sec	Annual Review - approved by the board	23.09.20