

# Phoenix Group Holdings plc - Senior Independent Director

## Role of the Senior Independent Director

- act as a sounding board for the Chairman of the Board
- provide support to the Chairman of the Board in the delivery of his or her objectives;
- serve as an intermediary between the Chairman of the Board and the other Directors, when necessary;
- be available to shareholders if they have concerns which contact through normal channels of Chairman, Group Chief Executive or Group Finance Director has failed or for which such contact is inappropriate;
- where desired by shareholders attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of their issues and concerns;
- lead the assessment of the performance of the Chairman of the Board on behalf of the other Directors;
- chair a meeting of the Non-Executive directors without the Chairman present at least once per year to discuss the Chairman of the Board's performance and on such other occasions as are deemed appropriate; and
- be responsible for an orderly succession process for the Chairman of the Board.

## Specified Regulatory Responsibilities of Senior Independent Director

- performing the role of a senior independent director, and having particular responsibility for leading the assessment of performance of the person performing the Chairman function.