

STATEMENT ON THE ROLE OF THE SENIOR INDEPENDENT DIRECTOR

DIALIGHT PLC Statement on the Role of the Senior Independent Director		
1		The Board will appoint one of the Independent Non-Executive Directors to be the Senior Independent Director (“SID”), and such Director will:
	1.1	act as a sounding board for the Chair and provide counsel on Board dynamics, governance and stakeholder matters.
	1.2	serve as an intermediary for the other Directors if they have concerns that cannot be resolved through the normal channels of the Chair, Chief Executive Officer or other Executive Directors.
	1.3	be available to shareholders if they have concerns which cannot be resolved through the normal channels of Chair, Chief Executive or other Executive Directors, or for which such contact is inappropriate.
	1.3	meet a range of major shareholders on sufficient occasions to listen to their views and develop an understanding of any issues and concerns they may have.
	1.4	meet with the other Non-Executive Directors on the Board at least once a year to assess the Chair’s performance and on such other occasions as are deemed appropriate, taking into account the views of the Executive Directors.
	1.5	work with the Board where necessary to resolve significant issues, including those relating to the Chair, or where there is a need to provide additional independent oversight.

Notes:

- The appointment of a Senior Independent Director is a Matter Reserved for the Board under Clause 8.5 of that schedule.