

## **Renishaw plc**

### **Statement of Role and Responsibilities of the Senior Independent Director**

The Senior Independent Director's primary role is to provide a sounding board for the Chair, providing them with support in the delivery of their objectives, and serve as an intermediary for other directors and shareholders. The Senior Independent Director is specifically responsible for the following:

- Leading a meeting of the non-executive directors, without the Chair present, at least annually to appraise the Chair's performance.
- Being available to shareholders if they have concerns that contact through the normal channels of Chair, Chief Executive Officer or other executive directors has failed to resolve, or for which such contact is inappropriate.
- When the Board or Group is undergoing challenge, working with the Chair and other directors, and/or shareholders, to resolve significant issues, for example where:
  - there is a dispute between the Chair and Chief Executive Officer;
  - shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or Chief Executive Officer;
  - the strategy is not supported by the entire Board;
  - the relationship between the Chair or Chief Executive Officer is particularly close;
  - decisions are being made without the approval of the full Board;
  - succession planning is being ignored.