# C&C Group plc

# Role of the Senior Independent Director

## UK Corporate Governance Code 2024

## Provision 12

**The Board should appoint one of the independent Non-Executive Directors to be the Senior Independent Director ('SID'). The SID provides a sounding board for the Chair and serves as an intermediary for the other Directors and Shareholders. Led by the SID, the Non-Executive Directors should meet without the Chair present at least annually to appraise the Chair's performance, and on other occasions as necessary.**

This document sets out the responsibilities of the Senior Independent Director of C&C Group plc ('the Company'). In this document, the "Board" shall mean the Board of Directors of the Company and the "Chair" shall mean the Chair of the Board.

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## Responsibilities of the Senior Independent Director

The role of the SID includes, but is not limited to, the following responsibilities:

### 1. Supporting the Chair of the Board

- Act as a trusted sounding board for the Chair, providing advice, constructive challenge and support in the delivery of their objectives.
- Assist the Chair in promoting high standards of corporate governance and Board effectiveness.
- Discuss with the Chair any confidential or other matters relevant to the Board, including matters arising from Board Performance Reviews.
- Serving on Board Committees as determined by the Board from time to time and contribute to the effective operation of those Committees.

### 2. Intermediary for Directors

- Serve as an intermediary for the Non-Executive Directors when necessary, ensure their views are given due consideration, and be available for confidential discussions with them.
- Facilitate the resolution of concerns among Directors where normal channels may be ineffective or inappropriate.

## 3. Chair Performance Evaluation

- Lead the annual evaluation of the Chair's performance, seeking input from all Directors.
- Ensure that the Non-Executive Directors meet with the SID (together or separately) without the Chair present at least annually to appraise the Chair's performance and discuss any other appropriate matters.
- Lead those aspects of the Board Performance Review process relating to the Chair and provide feedback to the Chair on the outcomes.
- Support the implementation of actions arising from Board Performance Reviews where relevant to the Chair's role.

## 4. Chair Succession

- Chair the Nomination Committee when it is considering the appointment or succession of the Chair of the Board.
- Lead an orderly succession process for the Chair, working closely with the other Committees as appropriate and support an effective transition.

## 5. Shareholder Engagement

- When appropriate, seeking to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views.
- Support the Chair and Executive management in maintaining effective engagement with Shareholders.
- Where appropriate, support engagement with Shareholders on matters including Board composition, succession planning, corporate governance and remuneration.

## 6. Alternative Shareholder Contact

- Act as an alternative contact for Shareholders if they have concerns that contact through the normal channels of the Chair, Chief Executive Officer, Chief Financial Officer or Company Secretary has failed to resolve or for which such contact is inappropriate.
- Ensure that Shareholder concerns are appropriately communicated to the Board.

## 7. Board and Company Stress Situations

- When the Board is undergoing a period of stress, the SID shall work with the Chair and other Directors, and/or shareholders, to resolve significant issues such as disputes between the Chair and the Chief Executive; where shareholders or Non-executive Directors have expressed concerns that are not being addressed by the Chair or the Chief Executive; the strategy is not supported by the entire Board; the relationship between the Chair and Chief Executive is particularly close; decisions are being made without the approval of the full Board; or succession planning is being ignored.
- Deputise for the Chair when necessary or appropriate.

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**Approved by the Board:** 21 October 2026