

**NETWORK INTERNATIONAL HOLDINGS PLC
SENIOR INDEPENDENT NON-EXECUTIVE
DIRECTOR: ROLE PROFILE**



NETWORK INTERNATIONAL HOLDINGS PLC
(the Company)

SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR: ROLE PROFILE

1. GOVERNANCE

- 1.1 The Senior Independent Non-Executive Director (the **Senior Independent Director**) shall:
- (a) provide a sounding board to the chairman of the board of directors of the Company (the **Chair**) and support the delivery of his/her objectives;
 - (b) ensure the views of all the other directors of the Company (the **Directors**) are communicated to, and given due consideration by, the Chair;
 - (c) taking into account the views of the Company's executive directors (the **Executive Directors**), lead the non-executive directors of the Company (the **Non-Executive Directors**) in the on-going and at least annual evaluation of the Chair's performance (without the Chair present), including communicating results of the evaluation to the Chair;
 - (d) meet with the Non-Executive Directors on such occasions, without the Chair present, as necessary;
 - (e) provide feedback to the board of directors of the Company (the **Board**) on the independent Non-Executive Directors' collective views on the management, leadership and effectiveness of the Board; and
 - (f) if the Board is undergoing a period of stress, work with the Chair and the other Directors or shareholders, as required, to resolve significant issues.

2. SHAREHOLDER AND STAKEHOLDER RESPONSIBILITIES

- 2.1 The Senior Independent Director shall:
- (a) ensure effective communications with shareholders and other stakeholders, attending general and other meetings where necessary, in order to understand their issues and concerns, and communicate issues to the Board; and
 - (b) be available to shareholders should they have concerns and should they wish to convey their concerns to the Board, other than through the Chair or chief executive officer of the Company.

3. PERSONAL STANDARDS AND BEHAVIOURS

- 3.1 The Senior Independent Director shall:

- (a) command the trust and respect of the other Directors and major shareholders so that that they are able to raise any concerns which usual channels have not resolved or for which usual channels may not be appropriate;
- (b) ensure constructive relations between the Chair and the Non-Executive Directors;
- (c) exercise good judgement and manage sensitive situations; and
- (d) promote the highest standards of corporate governance and adhere to the spirit of the principles of the Company and its subsidiaries (together the **Group**).