



HELICAL PLC
(the “Company”)

ROLE OF SENIOR INDEPENDENT DIRECTOR

The Senior Independent Director (“SID”) should act as a sounding board for the Chairman and an intermediary for other Directors and Shareholders. In particular, he/she will:

1. Provide support for the Chairman in the delivery of Company objectives.
2. Take responsibility for the orderly succession process for the Chairman, working closely with the Nominations Committee.
3. Meet with the Non-Executive Directors without the Chairman present to lead the annual appraisal of the Chairman.
4. Meet with the Non-Executive Directors without the Chairman present when deemed necessary during the year.
5. Be available to Shareholders if they have concerns that contact through the normal channels of the Chairman, Chief Executive or other Directors has failed to resolve or for which such contact is inappropriate.
6. They will attend sufficient meetings with major Shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.
7. When the Board or Company is undergoing a period of stress, work with the Chairman and other Directors and/or Shareholders to resolve significant issues. Significant issues might include:
 - there is a dispute between the Chairman and Chief Executive;
 - Shareholders or Non-Executive Directors have expressed concerns that are not being addressed by the Chairman or Chief Executive;
 - the strategy is not supported by the entire Board;
 - decisions are being made without the approval of the full Board; or
 - agreed succession plans are being disregarded.
8. In discharging all of the above duties, the SID shall have due regard to his/her legal and regulatory obligations and shall consider the requirements of Section 172 of the Companies Act 2006 when making decisions..