

**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	provide a sounding board for the Chairman and serve as an intermediary for the other directors when necessary;
	1.2	be available to shareholders if they have concerns which contact through the normal channels of chairman, chief executive or other executive directors has failed to resolve 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 and understanding of any issues and concerns they may have; and
	1.4	meet with the other Non-Executive Directors on the Board at least once a year to assess the Chairman’s performance as Chairman and on such other occasions as are deemed appropriate, taking into account the views of the Executive Directors.

**Notes:**

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

Statement first approved by the Board on 13 December 2010 and reviewed and accepted on 12 December 2017.