

PHYSITRACK PLC
COMPANY NUMBER: 08106661

ROLE OF THE VICE CHAIR (OR SENIOR INDEPENDENT DIRECTOR (SID))

The Vice Chair (or SID) should:

1. act as a sounding board for the Chair of the Board, providing them with support in the delivery of their objectives;
2. lead the evaluation of the Chair on behalf of the other Directors as part of the annual evaluation process. The Vice Chair/ SID should meet the Directors without the Chair present at least annually to consider the performance of the Chair and communicate the results of the evaluation to the Chair;
3. take responsibility for an orderly succession process for the Chair, working closely with the Nomination Committee;
4. serve as an intermediary for the other Directors and shareholders, in particular when the Board or the Company is undergoing a period of stress. The Vice Chair/ SID is expected to work with the Chair and other Directors, and/ or shareholders, to resolve significant issues in order to maintain Board and Company stability. Examples might include situations where:
 - 4.1 there is a dispute between the Chair and an Executive Director;
 - 4.2 shareholders or non-executive Directors have expressed concerns that are not being addressed by the Chair or the management team;
 - 4.3 the strategy is not supported by the entire Board;
 - 4.4 the relationship between the Chair and management is particularly close;
 - 4.5 decisions are being made without the approval of the full Board; and/or
 - 4.6 succession planning is being ignored.
5. serve as an intermediary for shareholders. When called upon, the VC/ SID should seek to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views.
6. be available to shareholders if they have concerns that contact through the normal channels of Chair, other Directors has failed to resolve, or for which such contact is inappropriate.
7. deputise for the Chair of the Board in their absence on any Board or other Committee meetings of which they are chair, and act as Chair if required in an emergency on a temporary basis.
8. assist the Board in understanding the views of the workforce to enable them to be considered in Board discussions and decision making
9. review and challenge where necessary the extent to which the views of the workforce are appropriately raised in Board discussions.

Approved: 18 April 2023