

# **The Scottish Oriental Smaller Companies Trust plc**

## **The Duties of the Senior Independent Director**

The Company has appointed Andrew Baird as its Senior Independent Director ('SID').

The appointment of the SID is a matter reserved for the Board as a whole and the appointment shall not be subject to a fixed term. Should Andrew Baird no longer hold office as Director, his duties as SID shall cease immediately.

As SID, Andrew Baird will undertake the following roles and responsibilities on behalf of the Company:

- Provide a sounding Board for the Chairman on matters of Board effectiveness and governance.
- Act as an intermediary between the Chairman and other Directors if necessary.
- Take the Chair in Company Board meetings on issues where the Chairman has a conflict of interest.
- Take the lead in the annual evaluation of the Chairman and succession planning for the Chairman's role.
- Act as point of contact for disciplinary issues or complaints involving the Chairman.
- Act as a channel of communication for shareholders where contact through the Chairman has failed to resolve concerns.
- When requested to do so, attend meetings with major shareholders to obtain a balanced understanding of issues and concerns and provide feedback to the Board.

Approved and adopted by the Board on 2 April 2020.