

**VH GLOBAL SUSTAINABLE ENERGY OPPORTUNITIES PLC**  
(the “Company”)

**ROLE OF THE SENIOR INDEPENDENT DIRECTOR**

The Senior Independent Director 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 Senior Independent Director should meet the non-executive Directors without the Chair present at least annually to appraise the performance of the Chair, and on other occasions as necessary;
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, in particular when the Board or the Company is undergoing a period of stress. The Senior Independent Director 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 the Investment Manager;
  - 4.2 shareholders or non-executive Directors have expressed concerns that are not being addressed by the Chair or the Investment Manager;
  - 4.3 the strategy is not supported by the entire Board;
  - 4.4 the relationship between the Chair and the Investment Manager 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 Senior Independent Director should seek to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views; and
6. be available to shareholders if they have concerns that contact through the normal channels of Chair, other Directors or the Investment Manager has failed to resolve, or for which such contact is inappropriate.