

RIT Capital Partners plc
(“Company”)
Senior Independent Director

Terms of Reference

In accordance with the Provision 12 of the 2018 UK Corporate Governance Code and Provision 14 of the 2019 AIC Code of Corporate Governance the Board has appointed an independent Director to act as Senior Independent Director with the following duties:

1. To act as a sounding board for the Chairman, providing him with ongoing counsel across the range of relevant Company issues.
2. To serve as an intermediary between the Chairman and the views of the other Directors, key stakeholders and the Company’s Investment Manager when necessary¹.
3. To meet with the Directors at least annually, without the Chairman present, to evaluate the Chairman’s performance, taking into account the views of key stakeholders and the Investment Manager of the Company².
4. To provide the Chairman with candid feedback as a result of the annual evaluation and in doing so, identifying any areas which need attention.
5. To meet with the Directors (without the Chairman present) on such other occasions as deemed appropriate.

¹ Provision 12 – 2018 UK Corporate Governance Code/Provision 14 – AIC Code of Corporate Governance

² Provision 12 – 2018 UK Corporate Governance Code/Provision 14 – AIC Code of Corporate Governance