

VICTORIAN PLUMBING GROUP PLC

(the "Company")

TERMS OF REFERENCE FOR THE SENIOR INDEPENDENT DIRECTOR

In this document, the "Board" shall mean the Board of directors of the Company and the "Chair" shall mean the Chair of the Board.

1. PURPOSE/RESPONSIBILITIES

The principal responsibilities of the Senior Independent Director are to:

- (A) act as chair of the Board when matters concerning the Chair are considered;
- (B) act as a conduit to the Board for the communication of the concerns of shareholders and/or other directors when such concerns cannot be raised through the normal channels of the chair and/or the executive directors; and
- (C) ensure that the views of the other non-executive directors are given due consideration.

2. APPOINTMENT

The Senior Independent Director is appointed by the Board.

3. DUTIES

The Senior Independent Director should:

- (A) make himself available for confidential discussions with other non-executive directors who may have concerns which they believe have not been properly considered by the Board as a whole.
- (B) have the authority to call a meeting of the non-executive directors if, in his opinion, it is necessary;
- (C) lead a meeting of the non-executive directors without the Chair present at least annually to appraise the Chair's performance (taking into account the views of the executive directors) and on such other occasions as are deemed appropriate;
- (D) provide feedback to the Board on the independent non-executive directors' collective views on the following:
 - (i) the perceived quality of the relationship between the Chair and the Chief Executive Officer;
 - (ii) the degree of openness between the Chief Executive Officer and the Board;
 - (iii) the visibility of checks and balances within the executive directors' team; and
 - (iv) whether all questions asked by the non-executive directors have been adequately addressed.
- (E) be available to shareholders if they have concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate;

- (F) attend sufficient meetings with a range of major shareholders and analysts to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders; and
- (G) chair the Nomination Committee when it is considering succession to the role of Chair.

Adopted at the board meeting of the Company on 7 June 2021.