

OXFORD BIOMEDICA PLC (the “Company”)
and its subsidiaries (together “the Group”)

ROLE OF THE SENIOR INDEPENDENT DIRECTOR

This document sets out the role and responsibilities of the Senior Independent Director (“SID”) of the Company.

The SID acts as a sounding board for the Chair and as an intermediary for the other Directors and shareholders as necessary. The SID’s responsibilities include:

Chair of the Board

- The SID will chair the Nomination Committee when it is considering succession to the role of the Chair of the Board.
- The SID will meet with the Non-Executive Directors at least annually, without the Chair present, to lead the appraisal of the Chair’s performance taking into account the views of the Executive Directors.

Shareholders

- The SID will be available to shareholders or other stakeholders if they have any concerns which contact through the normal channels of Chair, Chief Executive Officer or Chief Financial Officer has failed to resolve, or for which such contact is inappropriate.
- The SID shall attend sufficient meetings with a range of major shareholders, as required, to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.

General (incl. issues)

- The SID should be available for confidential discussions with the Non-Executive Directors on any matter relating to the effective operation of the Board, Group performance or future strategy.
- The SID shall have the authority to call a meeting of the Non-Executives Directors without either the Chairman or the Executive Directors present.
- The SID will work with the Chair and other directors to resolve any significant issues. For example, if shareholders or Non-Executive Directors have expressed concerns that are not being addressed by the Chair or Chief Executive Officer, if strategy is not supported by the entire Board, if there is concern that decisions are being made without the approval of the full Board, or if succession planning is being ignored.
- The SID shall attend meetings of the Workforce Engagement Panel from time-to-time, ensuring effective engagement with, and participation from, representatives and committee members.
- The SID shall act as an alternative point of contact for the Executive Directors and the Corporate Executive Team if required, in addition to the normal channels of the Chairman and Chief Executive Officer.