

**TRUSTPILOT GROUP PLC**  
**(the “Company”)**

**ROLE OF THE SENIOR INDEPENDENT DIRECTOR**

**Approved by the Board on 6 September 2024**

**1. BACKGROUND**

- 1.1 This document sets out the role of the Senior Independent Director in accordance with Provision 14 of the UK Corporate Governance Code (as amended from time to time)(the “**Code**”).
- 1.2 This document was approved by the Company’s board of directors (the “**Board**”) on 6 September 2024 and may be amended from time to time by resolution of the Board.
- 1.3 A copy of this document shall be published on the Company’s website.

**2. GOVERNANCE**

- 2.1 The Senior Independent Director shall:
  - (a) be an independent non-executive director, appointed from the members of the Board;
  - (b) act as a sounding board for the chair of the Board (the “**Chair**”) and support the Chair in the delivery of his or her objectives;
  - (c) if requested, assist the Chair in the Board performance review process;
  - (d) lead the review of the Chair on behalf of the other directors, including communicating results of the review to the Chair;
  - (e) meet with the non-executive directors at least once a year to appraise the Chair’s performance and on such other occasions as necessary;
  - (f) ensure the views of all the other directors of the Company (the “**Directors**”) are communicated to, and given due consideration by, the Chair;
  - (g) be available to the Directors if they have concerns that contact through the normal channels of Chair and Chief Executive Officer has failed to resolve or for which such contact is inappropriate;
  - (h) provide feedback to the Board on the non-executive directors’ collective views on the management, leadership and effectiveness of the Board;
  - (i) support the Nomination Committee in ensuring an orderly succession process for the Chair, where appropriate including chairing any meetings of the Nomination Committee when it is considering such matters; and

- (j) if the Board is undergoing a period of stress, work with the Chair and the other Directors and/or shareholders, as required, to resolve significant issues. Examples might include where:
- there is a dispute between the Chair and chief executive;
  - shareholders or non-executive directors have expressed concerns that are not being addressed by the chair or chief executive;
  - the strategy is not supported by the entire board;
  - the relationship between the chair and chief executive is particularly close;
  - decisions are being made without the approval of the full board; or
  - succession planning is being ignored.

### **3. SHAREHOLDER AND STAKEHOLDER RESPONSIBILITIES**

3.1 The Senior Independent Director shall:

- (a) ensure effective communication with shareholders and other stakeholders of the Company;
- (b) when called upon, meet a sufficient range of major shareholders in order to develop a balanced understanding of their views; and
- (c) be available to shareholders if they have concerns that contact through the normal channels of the Chair, Chief Executive Officer or other executive directors has failed to resolve or for which such contact is inappropriate.

### **4. PERSONAL STANDARDS AND BEHAVIOURS**

4.1 The Senior Independent Director shall:

- (a) command the trust and respect of the other Directors and major shareholders so that they are able to raise any concerns which usual channels have not resolved or for which usual channels may not be appropriate;
- (b) ensure constructive relations between the Chair and the non-executive directors;
- (c) exercise good judgement and manage sensitive situations; and
- (d) promote the highest standards of corporate governance and adhere to the spirit of the principles of the Company and its subsidiaries.