

GRENCORE GROUP PLC
(the “Company” or the “Group”)

SENIOR INDEPENDENT DIRECTOR

TERMS OF REFERENCE

In accordance with Provision 12 of the 2018 UK Corporate Governance Code, the Board has appointed an independent Non-Executive Director to act as Senior Independent Director.

1. Duties of the Senior Independent Director:

The duties of the Senior Independent Director shall be to:

- a) To act as a sounding board for the Chairman and to serve as an intermediary for the other Directors, shareholders and stakeholders when necessary;
- b) Make himself or herself available to shareholders and other stakeholders if they have concerns which contact through the normal channels of Chairman, Chief Executive Officer or Chief Financial Officer has failed to resolve or for which such contact is inappropriate;
- c) To meet with the Non-Executive Directors at least annually, without the Chairman present, to evaluate the Chairman’s performance, taking into account the views of the Executive Directors and the Group Company Secretary and to meet with the Non-Executive Directors on such other occasions as deemed appropriate;
- d) Attend meetings with major shareholders as appropriate; and
- e) Make himself or herself available to meet with shareholders at the Annual General Meeting of the Company.

2. General

- a) Appointment to the role of Senior Independent Director shall be for a period of three years, which may be extended for a further three year period, provided that the Board remains satisfied that the Senior Independent Director remains independent and continues to carry out his or her duties effectively;
- b) The Senior Independent Director shall have the authority to convene a meeting of the Non-Executive Directors if, in his or her opinion, such a meeting is required;
- c) The Senior Independent Director shall have access to the advice and services of the Group Company Secretary;
- d) The Senior Independent Director shall be entitled, at the Company’s cost, to obtain external legal, or other independent professional advice if required; and
- e) The Terms of Reference and performance of the Senior Independent Director shall be reviewed annually.