

## **VPC Specialty Lending Investments PLC**

### **RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD**

1. The Chairman leads the Board and is responsible for its overall effectiveness in directing the affairs of the Company. The Chairman should:
  - 1.1. demonstrate objective judgement throughout their tenure;
  - 1.2. promote a culture of openness and debate;
  - 1.3. facilitate constructive Board relations and the effective contribution of all non-executive Directors;
  - 1.4. ensure that Directors receive accurate, timely and clear information;
  - 1.5. in addition to formal general meetings, in conjunction with the Investment Manager and/or Broker, seek regular engagement with major shareholders in order to understand their views on governance and performance against the Company's investment objective and investment policy;
  - 1.6. ensure that the Board as a whole has a clear understanding of the views of shareholders;
  - 1.7. represent the Company to its stakeholders and consider ways of reaching out to increase the visibility of non-executive Directors; and
  - 1.8. act on the results of the annual evaluation of the performance of the Board, its Committees and individual Directors by recognising the strengths and addressing any weaknesses of the Board.
2. The Chairman of the Board should not chair Board meetings when the Board is dealing with the appointment of their successor.
3. The Chairman should be independent on appointment when assessed against the circumstances set out in Provision 13 of the AIC Code of Corporate Governance.
4. The Chairman may be a member of the Audit and Valuation Committee if they were independent on appointment, but cannot be the chairman of that Committee.
5. The Chairman may be a member of, and may chair, the Management Engagement Committee, provided that they are independent of the Investment Manager.
6. The Chairman may be a member of the Nomination Committee if they were independent on appointment, and may chair the Committee unless it is dealing with the appointment of their successor.