



Bluefield Solar Income Fund Limited
(the "Company")

The Role and Responsibilities of the Senior Independent Director

The Senior Independent Director, in common with all non-executive directors, has the same general legal responsibilities to the Company as any other director. The Board as a whole is collectively responsible for promoting the success of the company directing the Company's affairs¹.

In addition, the Senior Independent Director should perform, where appropriate, the following duties:

Duties relating to the Chair

- Work closely with the Chair, serving as a sounding board and providing support through acting as an intermediary for other directors and shareholders by identifying issues and trying to mediate and build a consensus; and
- Hold annual meetings with non-executive directors, without the Chair present, to appraise the Chair's performance and on such other occasions as are deemed appropriate.

Duties relating to the Board

- Ensure that the views of each non-executive director are given due consideration and make themselves available for confidential discussions with non-executive directors who may have concerns, which they believe have not been properly considered by the Board as a whole;
- Have the authority to call a meeting of the non-executive directors without the Chair present, if, in their opinion, it is necessary;
- Provide feedback to the Board on the independent non-executive directors' collective views on the management, leadership, and effectiveness of the Board; and
- Chair the Nomination Committee, when it is considering succession to the role of Chair of the Board.

Duties relating to Members

- Be available to shareholders if they have a reason for concern, which contact through the normal channels has failed to resolve or for which such contact is appropriate; and

¹ This document has been prepared using information from the Institute of Chartered Secretaries and Administrators, guidance and reference materials.

- When necessary attend meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.

Approved by the Board: 23 February 2021

Last reviewed on: 29 November 2022