

GCP ASSET BACKED INCOME FUND LIMITED
RESPONSIBILITIES OF THE SENIOR INDEPENDENT DIRECTOR

Last updated October 2020

The Board should appoint one of the independent non-executive directors to be the Senior Independent Director to provide a sounding board for the Chair and serve as an intermediary for the other directors and shareholders.

The Senior Independent Director should:

- meet the non-executive directors without the Chair present at least annually to appraise the Chair's performance, and on other occasions as necessary;
- working closely with the Nomination Committee, take responsibility for an orderly succession process for the Chair;
- be available to shareholders if they have concerns that contact through the normal process of Chair or the Investment Manager has failed to resolve or for which such contact is inappropriate; and
- when the Board or the Company is undergoing a period of stress, work with the Chair and other directors, and/or shareholders, to resolve significant issues.

Examples of when the Senior Independent Director might intervene in order to maintain Board and Company stability include the following:

- there is a dispute between the Chair and the Investment Manager;
- shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or the Investment Manager;
- the strategy is not supported by the entire Board;
- the relationship between the Chair and the Investment Manager is particularly close;
- decisions are being made without the approval of the full Board; and
- succession planning is being ignored.