

Dunelm Group plc

Role of the Senior Independent Director (“SID”)

1. Shareholders

- To be available to shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate.
- To attend sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.

2. Chairman

- To act as a sounding Board for the Chairman, and act as an intermediary for the other directors when necessary.
- To chair the Nominations Committee when it is considering succession to the role of Chairman of the Board.
- To meet with the non-executive directors at least once a year to appraise the Chairman’s performance and on such other occasions as are deemed appropriate.

3. Board proceedings

To work with the Chairman and other directors and / or shareholders to resolve significant issues should they arise, such as where:

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