NB Private Equity Partners

THE ROLES 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 affairs.

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;
- 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; and
- Having discussed the Chair's performance with the non-executive directors, provide feedback to the Chair on this matter.

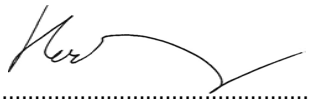
Duties relating to the Board

- 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; and
- Have the authority to call a meeting of the non-executive directors if, in their opinion, it is necessary.

Duties relating to Members

- Be available to shareholders if they have reason for concern, which contact through the normal channels have failed to resolve or for which such contact is appropriate; and
- 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 on: 7 April 2020

Signed:  ……

Wilken von Hodenberg as Senior Independent Director

for and on behalf of the Board of Directors.