

Schedule of Matters Reserved for the Board

Updated March 2022

1. Strategy and management

- Responsibility for the overall leadership of the Company and setting the company's values and standards.
- Formulating the Group's business model.
- Setting the long-term objectives and strategy.
- Approvals of the annual operating and capital expenditure budgets and any material changes to them.
- Oversight of the group's operations ensuring:
 - competent and prudent management;
 - sound planning;
 - maintenance of sound management and internal control systems;
 - adequate accounting and other records; and
 - compliance with statutory and regulatory obligations.
- Review of performance in the light of the group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- Extension of the group's activities into new business areas or group's operations into new geographic areas.
- Any decision to cease to operate all or any material part of the group's business.

2. Structure and capital

- Changes to the capital structure of the Company.
- Acquisition or disposal of investments.
- Major capital investment projects.
- Changes to the group's management and control structure.
- Any changes to the company's listing or its status as a plc.

3. Financial reporting and controls

- Approval of the annual and interim reports on advice from the Audit committee.
- Dividend policy and declaration of dividends
- Approval of annual budgets.
- Approval of any significant changes in accounting policies or practices.
- Approval of treasury policies.
- Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).

4. Internal controls

- Ensuring maintenance of a sound system of internal control and risk management including:
 - Approving the company/group's risk appetite statements;
 - Receiving reports on, and reviewing the effectiveness of, the group's risk and control processes to support its strategy and objectives;
 - Approving procedures for the detection of fraud and the prevention of bribery;
 - Undertaking an annual assessment of these processes; and
 - Approving an appropriate statement for inclusion in the annual report.

5. Controls

- Approval of major capital projects which exceed the executive sign off limits.
- Approval of contracts of the Company or any subsidiary not in the ordinary course of business, for example loans and repayments; foreign currency transactions; major acquisitions or disposals.
- Major investments.

6. Communication

- Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
- Approval of resolutions and corresponding documentation to be put before the shareholders at general meetings.
- Approval of all circulars, prospectuses and listing particulars.
- Market communication.

7. Communication

- Changes to the structure of the board of directors.
- Ensuring adequate succession planning for the board and senior management so as to maintain an appropriate balance of skills and experience within the company and on the board.
- Appointments to the board.
- Selection of the chairman of the board and the chief executive.
- Membership and chairmanship of board committees.
- Continuation in office of directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate.
- Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the company, subject to the law and their service contract.
- Appointment or removal of the company secretary.
- Appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the audit committee.
- Appointments to boards of subsidiaries.

8. Communication

- Determining the remuneration policy for the directors, company secretary and Executive Committee.
- Changes to executive remuneration and remuneration packages of new executives.
- Determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.
- The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

9. Delegation of authority

- The division of responsibilities between the chairman, the chief executive and other executive directors, which should be clearly established, set out in writing and agreed by the board.
- Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing).
- Establishing board committees and approving their terms of reference, and approving material changes thereto.
- Receiving reports from board committees on their activities.

10. Corporate governance matters

- Setting and review of the corporate governance framework under the QCA code.
- Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
- Determining the independence of non-executive directors in light of their character, judgment and relationships.
- Considering the balance of interests between shareholders, employees, customers and the community.
- Receiving reports on the views of the company's shareholders to ensure that they are communicated to the board as a whole.
- Authorising conflicts of interest where permitted by the Company's articles of association.

11. Corporate governance matters

- Approval of policies, including:
 - Code of conduct;
 - Share dealing code;
 - Bribery prevention policy;
 - Whistleblowing policy ;
 - Health and safety policy;
 - Environment and sustainability policy;
 - Human resources policy;
 - Communications policy (including procedures for the release of price-sensitive information);
 - Corporate social responsibility policy; and
 - Charitable donations policy.

12. Corporate governance matters

- Appointment of professional advisors such as auditors, tax advisors and insurance brokers.
- The making of political donations.
- Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism.
- Approval of the overall levels of insurance for the group including directors' & officers' liability insurance and indemnification of directors.
- Major changes to the rules of the group's pension scheme, or changes of trustees or, when this is subject to the approval of the Company, changes in the fund management arrangements.
- Any decision likely to have a material impact on the company or group from any perspective, including, but not limited to, financial, operational, strategic or reputational.
- This schedule of matters reserved for board decisions.