

## **Matters reserved to the Board**

### **Strategy and management**

Responsibility for the overall leadership of the Group (The Company and its subsidiary undertakings) and setting the Group's values and standards.

1. Approval of the corporate strategy of the Group and the annual, operating and capital expenditure budgets and any material changes to them;
2. Oversight of the Group's operation and management, giving full consideration to top level organisational structure and changes thereto;
3. Extension of the Group's activities into new business or geographic areas, or any decision to cease to operate all or any material part of the Group's business;
4. The making of any takeover offer for another company or other companies and responding to any approach regarding a takeover offer for the Company;
5. Determine and assess the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives; and
6. Approval of the Group's Annual Tax Strategy.

### **Structure and Capital**

7. Change relating to the capital structure of the Company, including in particular the issue and allotment of shares and share buy backs (except under employee share plans); and
8. Any changes to the Company's listing or its status as a plc.

### **Financial reporting and controls**

9. Approval of trading updates, interim and preliminary announcements;
10. Approval of the annual report and accounts, including any statement by the directors whereby they consider that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy.;
11. Approval of the dividend policy;
12. Declaration of any interim dividend(s) and recommendation of the final dividend;
13. Approval of any significant change in accounting policies or practices;
14. Approval of the Finance & Treasury policy guarantees third party obligations and the pledging or giving security over the Group's assets in excess of £250,000 (other than in the ordinary course of finance leasing); and
15. Oversight of maintenance of sound risk management and internal control systems.

### **Guarantees**

16. Approval of all new guarantees to be provided by the Company.

**Contracts**

17. Approval of the acquisition and disposal of assets of the Company or its subsidiaries in excess of the financial limits set out in the Delegated Authority;
18. Approval of investments in capital projects in excess of the financial limits set out in the Delegated Authority.

**Communication**

19. Approval of Notice of a General Meeting and any other circulars to be sent to shareholders;
20. Approval of press releases concerning matters decided by the board;
21. Approval of all circulars, prospectuses and listing particulars; and
22. Approval of the annual Modern Slavery Statement.

**Board membership and other appointments**

23. Recommendations for the appointment and removal of auditors and the appointment to fulfil a temporary vacancy and the approval of the remuneration of the auditors;
24. Selection of the Chairman and the Chief Executive and terms of appointment of Chairman, Chief Executive and executive directors;
25. The content of the Schedule of Responsibilities of the Chairman and the Chief Executive; and
26. Appointment and removal of directors of the Company and the Company Secretary.

**Remuneration**

27. Setting the remuneration policy for the directors, Company Secretary and other senior executives and their terms and conditions of employment as well as general workforce remuneration policies and practices;
28. Determining the remuneration of the non-executive directors, subject to the Company's articles of association; and
29. The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

**Delegation of Authority**

30. Establishment of Board committees, their terms of reference and membership and any authority delegated to them.

**Corporate governance matters**

31. Any alteration or proposed alteration to the Articles of Association of the Company (subject to the approval of shareholders in general meeting);
32. Review of the Group's overall corporate governance arrangements including review of internal controls;
33. Managing the process of reviewing and giving consideration to disclosed Director conflicts, or potential conflicts, of interest and, where appropriate, authorising said conflicts in accordance with the Company's articles of association;

34. Conduct an adequate annual evaluation of its own performance, that of its committees, the Chairman, the Chief Executive and, in consultation with the Chief Executive, other Executive Directors;

**Policies**

35. Approval of policies, including but not limited to:

- Statement of ethical principles;
- Share dealing code;
- Bribery corruption awareness;
- Anti-slavery and human trafficking policy;
- Diversity policy
- Whistleblowing policy ;
- Health and safety policy;
- Communications policy; and
- Charitable donations policy.

36. Review of the Group's corporate responsibility arrangements including health and safety at work, Data Protection Act and environmental matters.

**Other**

37. Prosecution, defence or settlement of litigation when the gross sum involved is in excess of £0.5 million or being otherwise material to the interests of the Group;
38. Approval of the overall levels of insurance for the group including Directors' and Officers' liability insurance;
39. Major changes in the rules of the company pension schemes, or changes of trustees or, when subject to the approval of the Company, changes in the fund management arrangements;
40. Political donations;
41. Amendment of the Delegation of Authority and reserved matters;
42. Approval of the appointment of the Company's main professional advisers and their fees, where significant; and
43. Any other matter as determined from time to time by the board.

ADOPTED BY THE BOARD ON 26 MARCH 2020