



## SCHEDULE OF MATTERS RESERVED FOR THE BOARD

### **1. Strategy and Management**

- 1.1 Approval of the group's long term objectives and business strategy.
- 1.2 Approval of the annual operating and capital expenditure budgets and any material changes to them.
- 1.3 Review of performance against the group's strategy, objectives and budgets.
- 1.4 Extension of the group's activities into new business or geographic areas and/or any decision to cease to operate all or any material part of the group's business.

### **2. Structure and capital**

- 2.1 Changes relating to the group's capital structure including reduction of capital, share issues (except under employee share plans), share buy backs.
- 2.2 Major changes to the group's corporate structure.
- 2.3 Major changes to the group's management and control structure.
- 2.4 Any changes to the company's listing or its status as a plc.

### **3. Financial reporting and controls/Communication**

- 3.1 Approval of preliminary announcements of interim and final results.
- 3.2 Approval of annual report and accounts, including the corporate governance statement and remuneration report.
- 3.3 Approval of the dividend policy and declaration of the interim dividend/recommendation of the final dividend.
- 3.4 Approval of and significant changes to accounting policies or practices.
- 3.5 Approval of treasury policies (including foreign currency exposures and the use of financial derivatives), banking facilities, covenants and borrowing limits.
- 3.6 Ensuring the maintenance of a sound system of internal control and risk management including:
  - receiving reports on, and reviewing the effectiveness of, the group's risk and control processes to support its strategy and objectives
  - undertaking an annual assessment of these processes
  - approving an appropriate statement for inclusion in the annual report
- 3.7 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 3.8 Approval of all circulars and listing particulars.

### **4. Contracts**

- 4.1 Major individual capital expenditure projects, including leasing (spend of over £1m if budgeted or over £0.5m if unbudgeted). Authorisation of spend in excess of 10% of approved expenditure.
- 4.2 Purchase contracts in the ordinary course of business, with a commitment of over £10m.
- 4.3 Contracts of the company not in the ordinary course of business.
- 4.4 Acquisitions, disposals and investments involving external spend or receipts over £1m.



## **5. Board membership/committees and other appointments**

- 5.1 Changes to the structure, size and composition of the Board and making appropriate appointments following recommendations from the nomination committee.
- 5.2 Ensuring adequate succession planning for the Board and senior management.
- 5.3 Selection and terms of reference of the Chairman of the Board, the Chief Executive and appointment of the Senior Independent Director.
- 5.4 Membership, terms of reference and Chairmanship of Board committees.
- 5.5 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.
- 5.6 Appointment or removal of the company secretary.
- 5.7 Resolution for the appointment, reappointment or removal of the external auditor to be put to shareholders following the recommendation of the audit committee.
- 5.8 Appointments to the board of major subsidiaries.

## **6. Remuneration**

- 6.1 Determining the remuneration policy for the executive directors and other senior executives following recommendations by the remuneration committee.
- 6.2 Determining the remuneration of the non-executive directors and Chairman.
- 6.3 The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

## **7. Corporate governance matters/miscellaneous**

- 7.1 Changes to the group's overall corporate governance arrangements and determining the independence of directors.
- 7.2 Approval of:
  - Key HR policies
  - Share dealing code
  - Health and safety policy
  - Environmental policy
  - Competition Law compliance
  - Corporate social responsibility policy
  - Charitable donations policy
- 7.3 Approval of the appointment of and changes to the group's professional advisers.
- 7.4 Prosecution, defence or settlement of litigation, involving above £1m or being otherwise material to the interests of the group.
- 7.5 Approval of the overall levels of insurance for the group including Directors' & Officers' liability insurance and indemnification of directors.
- 7.6 Major changes to the rules of the group's pensions arrangements.
- 7.7 This schedule of matters reserved for Board decisions.