

BACKGROUND

The Board's role is to provide entrepreneurial leadership of the Company. The Board will focus on the following key areas:

- strategy and leadership, including Company purpose, values and culture;
- financial oversight;
- remuneration;
- communication; and
- corporate governance arrangements.

In order to allow the Board to perform these functions, the day-to-day operation of the business will be delegated to the Executive. In addition, the Board has the authority to form committees to support its work.

In assessing items for delegation within the Company the Board has determined that:

- Those matters marked * have been designated by best practise and legislation as matters which should not be delegated from the Board.
- Those matters marked ^A have been delegated to the Audit Committee and more information on the committee's responsibilities can be found in its terms of reference.
- Those matters marked ^N have been delegated to the Nomination Committee and more information on the committee's responsibilities can be found in its terms of reference.
- Those matters marked ^R have been delegated to the Remuneration Committee and more information on the committee's responsibilities can be found in its terms of reference.
- Those matters marked ^D have been delegated to the Executive Directors, Executive Board and senior management and more information can be found in the Company's Delegation of Authority document.

STRATEGY AND LEADERSHIP

1. Responsibility for the overall leadership of the Group.
2. Establishing the Group's purpose, vision, values and standards, which will form the Company 'culture' including a periodic reflection on whether these continue to reflect the changing environment.
3. Approval of the Group's corporate strategy and long-term objectives.
4. Approval of the annual operating and capital expenditure budgets and any major changes to them.
5. 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.
6. Delegation to the Executive Directors, Executive Board and senior management of the Group's operations ensuring: ^D
 - delivery of the Company's strategy;
 - competent and prudent management;
 - management of resources;

- maintenance of sound management and internal control systems;
 - adequate accounting and other records; and
 - compliance with statutory and regulatory obligations.
7. Review of performance in the light of the Group’s strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
 8. Extension of the Group’s activities by the licencing, production, distribution or sale of products or services which are not associated with the current range of products or services.
 9. Extension of the Group’s activities into new international jurisdictions.
 10. Any decision to cease to operate all or any material part of the Group’s business.
 11. Approval of an actual offer for acquisition target, or subsidiary sale >£3m (or local currency equivalent), including its financing structure
 12. Approval to dispose of a division or a subsidiary, where the consideration is >£3m

RISK MANAGEMENT AND INTERNAL CONTROLS

13. Review and monitor the effectiveness of the Company’s internal control and risk management systems including ^A:
 - approving the internal audit charter and annual internal audit plan;
 - keeping under review the Group’s principal risks and uncertainties and reviewing at regular intervals the Group’s risk register;
 - approval of risk management and governance framework;
 - receiving reports on, and reviewing effectiveness of, the Group’s risk and control systems and processes to support its strategy and objectives;
 - undertaking an annual assessment of these processes; and
 - approving an appropriate statement for inclusion in the annual report.
14. Establishing the Board appetite for risk
15. Review the adequacy and security of the Company’s arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Board shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action. ^A

FINANCIAL REPORTING AND CONTROLS

16. Monitor the integrity of the Company’s financial statements, reports and disclosures (including announcements to the stock exchange) and review the financial reporting judgements contained within them. ^A
17. Consideration and approval of the half-yearly report, any other interim management statements and any preliminary announcement of results. ^{*}
18. Approval of the annual report and accounts. ^{*}

19. Approval of the dividend policy. *
20. Declaration of the interim dividend.
21. Recommendation of the final dividend. *
22. Approval of any significant changes in accounting policies or practices. ^A
23. Approval of treasury policies including foreign currency exposure and the use of financial derivatives. ^D

FINANCIAL MANAGEMENT, TRANSACTIONS AND CONTRACTS

24. Material capital projects with a value of £1,000,000 or amendments to such projects already approved where there is likely to be a budget deviation of more than 10% or £1million (whichever is lower). ^D
25. Contracts (or amendments to or waivers of contracts) which are materially strategic or of a value of £10,000,000 or above, to be entered into by the Company or any subsidiary in the ordinary course of business. This includes acquisitions or disposals of fixed assets (including intangible assets such as intellectual property). However, this excludes sales contracts, with a margin >25%, up to a value of £10,000,000. ^D
26. Contracts (or amendments to or waivers of contracts) of a value greater than £50,000 to be entered into by the Company or any subsidiary not in the ordinary course of business including, for example, loans and repayments, foreign currency transactions and acquisitions or disposals of investments or businesses.
27. Any acquisition or disposal of any interest in equity securities by the Company or any of its subsidiaries or the making of any takeover offer for any listed securities.
28. The issuance by the Company or any subsidiary of any: ^D
 - letter of comfort;
 - uncapped commitment in respect of the obligations of another group company or in respect of the obligations of a non-group Company;
 - parent company guarantee;
 - performance bond;
29. The consideration of and, if appropriate, defence against any offer to purchase the Company or a majority of its shares.
30. The monitoring of any transaction with a related party including the approval of any significant transaction or related party transaction, as defined in the Listing Rules of the UK Listing Authority.

SUSTAINABILITY

31. Approval of Sustainability Strategy
32. Oversee the Group's overall approach to sustainability issues, monitoring and challenging the corporate sustainability strategy to ensure it is in alignment with our corporate strategy, purpose and values;
33. Approve, and hold the Executive Board to account for the delivery of, the Company's sustainability targets and key performance indicators and review reports on progress towards the achievement of such targets and indicators on a regular basis;

34. Receive recommendations from the Audit Committee on mitigating the risks and developing the opportunities of climate change;
35. In conjunction with the work of the Committees of the Board, monitor the operation of the Company's processes and mechanisms for building relationships with employees (including the mechanism to engage with employees and the receipt of feedback from the employees through the Staff Engagement Survey), customers, suppliers and other key stakeholders (as identified by the Board) and understand their views;
36. Receive reports concerning the impact of the Company's operations on the environment particularly those that relate to those activities with the most significant environmental impacts including energy usage, use of water, resource productivity and biodiversity and land use;
37. Consider and monitor, as necessary, any other matters linked to the Group's corporate sustainability strategy, including receiving regular reports on combating Modern Slavery and updates on the operation of the Company's whistleblowing arrangements.

STRUCTURE AND CAPITAL

38. Changes relating to the Group's capital structure (excluding minor internal reorganisations) including reduction of capital, share issues (except under employee share plans) and share buybacks including the use of treasury shares.
39. Major changes to the Group's corporate structure.
40. The issue of debentures or loan stock or any other security. *
41. The entering into by the Company or any subsidiary of any material finance leases. ^D
42. The approval of new, or changes to any existing, principal Group-wide borrowing facility.
43. Counterparty risk review for cash on deposit;
44. Any changes to the Company's listing or its status as a public limited company. *
45. Approval of joint venture, partnership or association.

REMUNERATION

46. Overseeing the Company's overall remuneration policy, including workforce remuneration. ^R
47. Approving the recommendation from the Remuneration Committee on the remuneration policy, to be put to shareholders for final approval.
48. Determining the remuneration of the Chairman, subject to the articles of association and shareholder approval, as appropriate. ^R
49. Determining the remuneration of the Non-executive Directors, subject to the articles of association and shareholder approval, as appropriate.

50. Determining the remuneration of the Executive Directors and Senior Management. ^R
51. Ensuring that remuneration schemes for the Exec Board and Company Secretary are aligned to company purpose and values, do not reward poor performance, and are linked to the successful delivery of the Company's long-term strategy. ^R
52. Ensuring that remuneration schemes for other senior managers are aligned to company purpose and values, do not reward poor performance, and are linked to the successful delivery of the Company's long-term strategy. ^D
53. Approving any recommendations from the Remuneration Committee on new share incentive plans and/or share option schemes or major changes to existing plans, to be put to shareholders for final approval.

COMMUNICATIONS

54. Approval of all non-routine Stock Exchange announcements concerning matters decided by the Board. *
55. Approval of all circulars, prospectuses and listing particulars. *
56. Convening of general meetings and the approval of resolutions and corresponding documentation to be put forward to shareholders at such meetings. *
57. Approval of press releases concerning matters decided by the Board. *

BOARD COMMITTEE MEMBERSHIPS AND DELEGATIONS, AND OTHER APPOINTMENTS

58. Oversight of the annual review of Board and committee effectiveness and individual director performance.*
59. Keep under review the current balance of skills, experiences, independence and knowledge on the Board.^N
60. Changes to the structure, size and composition of the Board. *
61. Determination of the independence of Non-executive Directors in light of their character, judgement, tenure and relationships.
62. Ensuring adequate succession planning for the Board and senior management on the recommendation of the Nominations Committee. ^N
63. Appointments to the Board and recommendations to the shareholders for appointments or continuation in office as appropriate. ^N
64. Selection of the Chairman of the Board and the Chief Executive. *
65. Appointment of the Senior Independent Director (SID). *
66. Establishing Board committees and approval of their terms of reference, membership and chairmanship. *
67. Determination of the responsibilities of the Chairman, CEO and SID (including the division of responsibilities between them).

68. Approval of any Group scheme of delegations or standing orders. *
69. 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.
70. Appointment or removal of the Chief Executive and/or Company Secretary.
71. Monitor the effectiveness, independence and objectivity of the external audit. ^A
72. Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, including the approval of their fees.

LITIGATION

73. Prosecution, commencement, defence or settlement of litigation or an alternative dispute resolution mechanism (with the exception of routine debt collection and insurable liabilities) involving liabilities to the Group in excess of an aggregate of £100,000 or being otherwise material to the interests of the Group. ^D
74. Review of insurance strategy and overall levels of insurance for the Group including directors' & officers' liability insurance and indemnification of directors. ^D
75. Approval of all property dilapidation settlements in excess of £1m.

POLICIES

76. Approval of policies, including:
- Anti-Bribery and Corruption
 - Anti-tax evasion (Corporate Criminal Offences Policy)
 - Gifts & Entertainments Policy
 - Health and Safety Framework/Policy Statement
 - Anti-Slavery and Human Trafficking (Modern Slavery)
 - Whistleblowing Policy
 - Code of Business Conduct

OTHER

77. Approval of the Group's Tax Strategy document
78. Approval of the Group's Modern Slavery Statement
79. Approval (and removal) of the appointment of the Group's Registrar.
80. 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.
81. Determination of any actual or potential conflicts of directors and what action, if any, should be taken.
82. Approval of the schedule of Board meetings for the next calendar year.
83. Approval of this Schedule of Matters reserved to the Board and any amendments thereto.

84. Approval of any political donations of any value.

85. Change of PLC Company logo.

By specifying such matters, the Board is not restricting its continuing general powers of control over the Group and its activities. The Board retains the authority to 'call in' for decision or review any matter previously or currently delegated to any committee or the executive function at any time. The Board has the authority to obtain outside legal or other independent professional advice at the expense of the Company if it considers this necessary.

Approved by the Board
29 January 2024