

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

1. Strategy and Management

- 1.1 Responsibility for the overall direction, purpose, values and strategy of the Group and ensuring these are aligned with its culture.
- 1.2 Approval of the Group's long-term objectives and strategy.
- 1.3 Approval of the annual budget and allocation of capital within the Group.
- 1.4 Oversight of the Group's operations and management.
- 1.5 Review of performance in light of the Group's strategy, objectives and budgets and ensuring that any necessary corrective action is taken.
- 1.6 Extension of the Group's activities into new business or geographic areas.
- 1.7 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 equity and loan capital, share issues (except under approved employee share plans) and share buy backs.
- 2.2 Major changes to the Group's corporate structure.
- 2.3 Changes to the Group's management and control structure.
- 2.4 Any changes to the Company's listings or its status as a PLC.
- 2.5 New borrowing or significant amendments to the terms and conditions of existing borrowings.

3. Financial Reporting and Controls

- 3.1 Approval of announcements of interim and preliminary announcements. Oversight of Interim Management Statement with delegation to a committee to release the final form.
- 3.2 Approval of the annual report and accounts with the final form delegated to a committee set up solely for that purpose to incorporate changes arising from the Board discussions.
- 3.3 Approval of the dividend policy.
- 3.4 Declaration of the interim dividend and recommendation of the final dividend.
- 3.5 Approval of any significant changes in accounting policies or practices.
- 3.6 Approval of treasury policies.
- 3.7 Approval of all financial instruments including swaps.

4. Internal Controls

- 4.1 Ensuring maintenance of a sound system of internal control and risk management including:
 - Reviewing the effectiveness of the Group's risk management and internal control processes to support its strategy and objectives.
 - Overseeing an annual assessment of these processes through the Audit Committee.
 - Approving an appropriate statement for inclusion in the annual report.
- 4.2 Annually review the reports and arrangements for the workforce to raise concerns in confidence and anonymously and ensure such matters and follow up action are monitored effectively by the Audit Committee.

5. Contracts/Expenditure

- 5.1 Approval of expenditure and contractual commitments in accordance with the Group Authorisation Policy (GAP).
- 5.2 All investments/disposals in shares in which the Group holds an interest.
- 5.3 All acquisitions, mergers and disposals of businesses.
- 5.4 Property and other asset disposals where the actual or potential value exceeds £1,000,000.
- 5.5 All investments, transactions or commitments of any kind where the actual or potential value exceeds £5,000,000.
- 5.6 Contracts with an agreed potential liability cap in excess of £2m for product liability and £1m for everything else.

6. Communication

- 6.1 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting of shareholders.
- 6.2 Approval of all circulars, prospectuses and listings particulars.
- 6.3 Approval of major press releases concerning matters decided by the Board.
- 6.4 Consideration of matters which might generate significant publicity or affect the image or reputation of the Group.

7. Board Membership and Other Appointments

- 7.1 Changes to the structure, size and composition of the Board, following recommendations from the nomination committee.
- 7.2 Ensuring adequate succession planning for the Board and senior management.
- 7.3 Appointments to the Board, following recommendations by the nomination committee.
- 7.4 Selection of the Chairman of the Board and the Chief Executive on the recommendation of the Nomination Committee.
- 7.5 Appointment of the Senior Independent Director, on the recommendation of the Nomination Committee.
- 7.6 Membership and Chairmanship of Board committees, on the recommendation of the Nomination Committee.
- 7.7 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 on the recommendation of the Nomination Committee.
- 7.8 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.
- 7.9 Formal process for new Board appointments. Prior to appointment to the Board, all significant commitments are disclosed with an indication of time involved.
- 7.10 Appointment or removal of the Company Secretary.
- 7.11 Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the audit committee.
- 7.12 The Board's consent to other directorships by executive members of the Board will be required. Non-executive directors are required only to notify the Board.
- 7.13 Appointments for the boards of subsidiary companies.

8. Remuneration

- 8.1 Determining the remuneration policy of the directors, Company Secretary and other senior executives.
- 8.2 Determination of the remuneration of the non-executive directors subject to the articles of association and shareholder approval as appropriate.
- 8.3 The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

9 Delegation of Authority

- 9.1 The division of responsibilities between the Chairman and the Chief Executive.
- 9.2 Approval of terms of reference of Board Committees.
- 9.3 Receiving reports from Board Committees on their activities.
- 9.4 Annual approval of Powers of Attorney to specified individuals for certain transactions.

10. Corporate Governance Matters

- 10.1 Undertaking a formal annual review of its composition, diversity, own performance, that of its committees and individual directors, including the Chairman, with external facilitation of the review process every three years.
- 10.2 Determining the independence of directors and authorising any conflicts.
- 10.3 Considering the balance of interests between shareholders, employees, customers, community and other stakeholders.
- 10.4 Ensuring effective engagement with all stakeholders.
- 10.5 Review of the Group's overall corporate governance arrangements.
- 10.6 Receiving reports on the views of the Company's shareholders.
- 10.7 The Board shall monitor the operation of the Disclosure Committee.

11. Policies

- 11.1 Approval of Group policies, as appropriate, ensuring that workforce policies and practices are consistent with the Group's values and support its long-term sustainable success.

12. Other

- 12.1 The making of any political donations, subject to shareholder authority.
- 12.2 Approval of the appointment of the Group's principal professional advisers.
- 12.3 Material legal issues.
- 12.4 Approval of the overall levels on insurance for the Group including Director's & Officer's liability insurance and indemnification of directors.
- 12.5 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.
- 12.6 This schedule of matters reserved for Board decisions.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Group.