

# Christie Group plc

## Schedule of Matters Reserved for the Board

(Approved on 27/03/2025)

### 1. Strategy and Management

- 1.1. Responsibility for the overall leadership of the group and setting the group's values and standards.
- 1.2. Approval of the group's strategic aims and objectives.
- 1.3. Approval of the annual operating and capital expenditure budgets and any subsequent material changes to them, where the initial capital value of an item/project exceeds £50,000 and is unbudgeted.
- 1.4. Oversight of the group's operations ensuring:
  - competent and prudent management
  - sound planning
  - maintenance of sound management of internal control systems
  - adequate accounting and other records
  - compliance with statutory and regulatory obligations
- 1.5. 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 when required.
- 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 reduction of capital, share issues (except under employee share plans), share buy backs including the use of treasury shares.
- 2.2. Major changes to the group's corporate structure, including but not limited to acquisitions and disposals of shares which are material relative to the size of the group.
- 2.3. 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

- 3.1. Approval of preliminary announcements of interim and final results.
- 3.2. Approval of the annual report and accounts, including the corporate governance statement and remuneration report.
- 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

#### **4. Internal controls**

- 4.1. 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 and reviewing the procedures for the detection of fraud and the prevention of bribery.
  - undertaking an annual assessment of these processes.
  - approving an appropriate statement for inclusion in the annual report.

#### **5. Contracts**

- 5.1. Approval of major capital projects.
- 5.2. Contracts or joint ventures which are material strategically or by reason of size, entered into by the company or any subsidiary in the ordinary course of business, for example all bank borrowings and acquisitions or disposals of fixed assets.
- 5.3. Significant contracts of the company or any subsidiary not in the ordinary course of business, for example loans and repayments, foreign currency transactions, major acquisitions and joint ventures. or disposals of fixed assets where so required by the Group's Policies & Procedures Manual.
- 5.4. Major investments including the acquisition or disposal of interests in the voting shares of any company or the making of any takeover offer.

#### **6. Communication**

- 6.1. Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
- 6.2. Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.3. Approval of all circulars and listing particulars.
- 6.4. Approval of press releases concerning matters decided by the Board.
- 6.5. Approval of all potentially market sensitive public announcements (including, but not limited to RNS, other social media and PR announcements).
- 6.6. For the avoidance of doubt nonmarket sensitive financial PR e.g. RNS Reach announcements may be issued by the Chief Executive Officer.

#### **7. Board membership and other appointments**

- 7.1. Consider 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 so as to maintain an appropriate balance of skills and experience within the company and on the Board.
- 7.3. Approval of appointments to the Board, following recommendations by the Nomination Committee.
- 7.4. Selection of the Chairman of the board and the Chief Executive Officer.
- 7.5. Appointment of the Senior Independent Director, where appropriate.
- 7.6. Membership and Chairmanship of board committees following recommendations from 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.
- 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. Appointment or removal of the Company Secretary.
- 7.10. Appointment, reappointment or removal of the external auditor to be put to shareholders for approval following the recommendation of the Audit Committee.
- 7.11. Appointments of Managing Directors to boards of subsidiaries.

## **8. Remuneration**

- 8.1. Determining the remuneration policy for the Directors, Company Secretary and other senior executives at the recommendation of the Remuneration Committee.
- 8.2. Determining 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 Chief Executive Officer, which should be clearly established, set out in writing and agreed by the Board.
- 9.2. Approval of the delegated levels of authority, including the Chief Executive Officer's authority limits.
- 9.3. Establishing board committees and approving their terms of reference, and approving material changes thereto.
- 9.4. Receiving reports from board committees on their activities as required.

## **10. Corporate governance matters**

- 10.1. Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.

- 10.2. Determining the independence of Non-executive Directors in light of their character, judgement and relationships.
- 10.3. Considering the balance of interests between shareholders, employees, customers and the community.
- 10.4. Review of the group's overall corporate governance arrangements.
- 10.5. Receiving reports on the views of the company's shareholders to ensure that they are communicated to the board as a whole.
- 10.6. Authorising conflicts of interest where permitted by the Company's articles of association.

## 11. Policies

- 11.1. Approval of group wide policies, which may include but need not be limited to:
  - Code of Conduct
  - Share dealing code
  - Bribery prevention policy
  - Whistleblowing policy
  - Health and safety policy
  - Environmental and sustainability policy
  - Human resources policy
  - Communication policy, including procedures for the release of price-sensitive information
  - GDPR policy
  - Modern Slavery Act policy
  - Corporate social responsibility policy
  - Charitable donations policy
  - Cyber Security policy
  - Any other policies and procedures so as referred to in the Group's Policies and Procedures Manual

## 12. Other

- 12.1. The making of political donations.
- 12.2. Approval of the appointment of the group's principal professional advisers.
- 12.3. Notifying the Board of a prosecution, defence or settlement of litigation being material to the interests of the group.
- 12.4. Notifying the overall levels of insurance for the group including Directors' & Officers' liability insurance and indemnification of directors.
- 12.5. Major changes to the rules of the group's pension scheme or changes of trustees.
- 12.6. 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.
- 12.7. This schedule of matters reserved for board decisions. Matters which the board considers suitable for delegation are contained in the terms of reference of its

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