

# Christie Group plc

## Schedule of Matters Reserved for the Board

(Approved on 11/10/2023)

### 1. Strategy and Management

- 1.1. Responsibility for the overall management of the group.
- 1.2. Approval of the Group's long-term objectives and commercial strategy.
- 1.3. Approval of capital expenditure approval forms (including the leasing, hire purchase or rental of capital items) and any subsequent material changes to them, where the initial capital value of an item/project exceeds £50,000 and is unbudgeted is to be approved by the Group Board.
- 1.4. Oversight of the group's operations ensuring:
  - competent and prudent management
  - sound planning
  - an adequate system of internal control
  - adequate accounting and other records
  - compliance with statutory and regulatory obligations
- 1.5. 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.
- 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.
- 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.

## 4. Internal controls

- 4.1. Ensuring 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.

## 5. Contracts

- 5.1. 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.
- 5.3. Significant contracts of the company or any subsidiary not in the ordinary course of business, for example loans and repayments, 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. Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.2. Approval of all circulars and listing particulars.
- 6.3. Approval of press releases concerning matters decided by the board.
- 6.4. Approval of potentially market sensitive RNS announcements.
- 6.5. For the avoidance of doubt non market 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.
- 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.
- 7.5. Appointment of the Senior Independent Director.
- 7.6. Membership and Chairmanship of board committees.
- 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 as Managing Directors to boards of subsidiaries.

## **8. Remuneration**

- 8.1. Determining the remuneration policy for the directors, company secretary and other senior executives.
- 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. Approval of terms of reference of board committees.
- 9.2. Receiving reports from board committees on their activities as required.

## **10. Corporate governance matters**

- 10.1. Undertaking a formal and rigorous review of its own performance, that of its committees and sub committees and individual directors
- 10.2. Determining the independence of directors.
- 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.

## **11. Policies**

- 11.1. Approval of policies, including but not limited to:
  - Share dealing code
  - GDPR
  - Modern Slavery Act
  - 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. 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.