



JANUARY 2021

MATTERS RESERVED FOR THE BOARD

AREA	PROPOSED ACTION
Leadership, strategy, budgets and management	Establishing the Group’s purpose, values and general strategy and objectives, assessing and monitoring the Group’s culture and promoting the alignment of culture with purpose, values and strategy.
	Assessing the basis over which the Group generates and preserves value over the long term, considering and addressing opportunities and risks to the future success of the business, the sustainability of the business model and the Group’s governance.
	Approving the Group’s business plan, budget and forecasts and any material changes to them and monitoring their implementation.
	Ensuring that necessary resources are in place for the Group to meet its objectives and measure performance against them.
	Overseeing 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.
	Approving any material extension of the Group’s activities into new business or geographic areas and any decision to cease to operate all or any material part of the Group’s business.
	Approving the Group’s tax strategy (at the recommendation of the Audit and Risk Committee).
Structure, capital, borrowings and dividends	Approving changes to the Company’s capital structure, including any reduction or redemption of capital, share buy-back or issue of shares or other securities.
	Approving any issue of shares or other securities of a company in the Group to a person not a member of a Group company, where the issue is material in the context of the Group.
	Approving any proposed alteration to the articles of association of the Company.
	Approving any changes to the Company’s listing or listings, or the markets on which its securities are traded.
	Approving any major restructuring or reorganisation of the Group, including any acquisitions or disposals which are material relative to the size of the Group.
	Approving any major changes to the Group’s management or control structures.



JANUARY 2021

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	Approving any material borrowings or early repayment / refinancing of debt facilities by the Company or another member of the Group.
	Approving material guarantees or indemnities given by the Company or any other member of the Group.
	Approving the Company's dividend policy and the payment of any interim dividend, the recommendation to shareholders in general meeting of any final dividend, and any other distribution by the Company.
Financial and other reporting	Approving the Company's annual report and accounts (including the financial statements and the strategic report, directors' report, directors' remuneration report and corporate governance statement).
	Approving the Company's half-yearly financial report (including financial statements, interim management report and responsibility statement).
	Approving any preliminary announcement of final results by the Company.
	Approving any quarterly reports or trading statements by the Company.
	With advice from the Audit and Risk Committee, ensuring the Company's annual report and accounts and half-yearly report are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.
	Ensuring all price-sensitive public records and reports to regulators issued by the Company are fair, balanced and understandable.
	Approving any material changes in the Company's accounting policies and practices.
	With advice from the Audit and Risk Committee, considering whether it is appropriate to adopt the going concern basis of accounting in preparing annual and half-year financial statements, and the Company's ability to continue to do so, and reporting accordingly.
	With advice from the Audit and Risk Committee, assessing the prospects of the Company (and choosing the period over which to do so) and considering whether the Board can reasonably expect the Company to be able to continue in operation and meet its liabilities as they fall due over the period of their assessment and reporting accordingly in the annual report.
	Approving the Company's slavery and human trafficking statement under the Modern Slavery Act 2015 and any other statement required by law to be approved by the Board.
	Ensuring the Group has a framework of prudent and effective controls, which enable risk to be assessed and managed.



JANUARY 2021

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Audit, risk and internal controls	Ensuring the establishment of procedures to manage risk, oversee the internal control framework (including procedures for the detection of fraud and the prevention of bribery), and determine the nature and extent of the principal risks the Group is willing to take to achieve its long-term strategic objectives.
	Establishing formal and transparent policies and procedures to ensure the independence and effectiveness of the Group's internal and external audit functions and the integrity of the financial and narrative statements.
	Carrying out a robust assessment of the Group's emerging and principal risks, overseeing procedures for identifying emerging risks, and procedures for managing and mitigating principal risks.
	Receiving reports from the market disclosure committee on compliance with the Company's continuing disclosure obligations.
	Monitoring the Group's risk management and internal control systems (covering all material controls including financial, operational and compliance controls) and, at least annually, carry out a review of their effectiveness.
	Making any major decision relating to the conduct (or settlement) of any material legal proceedings or arbitration to which the Company or another member of the Group is a party.
	Adopting (or making a material amendment or variation to) the Group's major policies relating to the conduct of business, the workforce, environmental matters, health and safety, data protection, security, insurance, risk management and treasury (including interest rate and foreign exchange and financial derivatives).
	Overseeing the Audit and Risk Committee and ensuring that the committee as a whole and its members have the relevant competencies.
	With the Audit and Risk Committee's advice, make recommendations to shareholders relating to the appointment, re-appointment or removal of the Company's external auditors.
	Contracts and expenditure
Approving any major expenditure by the Company or another member of the Group for an amount that is more than 10% of the Group's approved business plan and the delegated authority of the CEO, or the Board of the relevant Group member, as the case may be.	
Approving any contract entered into by the Company or another member of the Group in the ordinary course of business which is material strategically or by reason of size, including any contract under which the total minimum committed spend is in excess of £5 million.	
Approving any takeover offer for another company that is subject to the City Code on Takeovers and Mergers.	



JANUARY 2021

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	Approving any arrangements with customers or suppliers made by the Company or another member of the Group which are outside of the ordinary course of business and are material strategically or by reason of their size
	Approving any material acquisition or disposal (including Class 1 and 2 type transactions and whether by means of a single transaction or series of transactions) by the Company or another member of the Group of any asset or business (or any material part of any business).
	Approving any acquisition or disposal (whether by means of a single transaction or series of transactions) by the Company or another member of the Group of any shares or other securities of any company.
	Approving any acquisition or disposal (whether by means of a single transaction or series of transactions) by the Company or another member of the Group which requires shareholder approval.
Shareholders and other stakeholders	Ensuring an effective engagement strategy with, and encouraging participation from, shareholders, the workforce and other key stakeholders and keeping engagement mechanisms under review.
	Establishing a method for gathering the views of the workforce.
	With advice from the Remuneration Committee and the Audit and Risk Committee, ensuring that workforce policies and practices are consistent with the Group's purpose and values and support its long-term sustainable success.
	Establishing and monitoring procedures by which the workforce can raise any matters of concern and arrangements for investigation and follow-up.
	Convening general meetings of the Company, including approving notices of general meetings and related documents.
	Approving press releases concerning matters decided by the Board.
Board membership and other appointments	Overseeing the Nomination committee, which leads the process for Board appointments, ensures plans are in place for orderly succession to the Board and senior management positions, and oversees the development of a diverse pipeline for succession.
	With the advice of the Nomination Committee:
	- making any changes to the structure, size and composition of the Board and making appointments to the Board;
	- facilitating adequate succession planning for the Board and senior management;
	- considering and determining the independence of non-executive directors;
	- considering and determining whether or not to approve directors' external appointments;
	- identifying and managing actual or potential conflicts of interest;
	- appointing the chief executive officer and the chair;
- appointing the senior independent director;	



JANUARY 2021

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	<ul style="list-style-type: none"> - considering and determining whether a director should continue in office at the end of his/her term of office and whether a director should be proposed for election or re-election by shareholders at the annual general meeting; and - considering and determining whether a director should continue in office at any time, including suspending or terminating the service of an executive director as an employee.
	Appointing and removing the company secretary.
	Appointing and removing directors and other officers and senior managers of other members of the Group.
Board committees and other delegation	Establishing Board committees and approving their terms of reference.
	Appointing the members and the chair of any Board committee, and approving any changes to the composition of committees.
	Facilitating the formal and rigorous evaluation of the performance of the Board, its committees, the chair and individual directors.
	Receiving reports and recommendations from committees.
	Approving the statement of the responsibilities of the chair, the chief executive officer and the senior independent director.
	Approving the scope and terms of any authority given to the chief executive officer, chief financial officer and other directors and senior managers to approve expenditure, investments, and such other matters as the Board may determine.
Remuneration	Overseeing the Remuneration Committee, which is responsible for determining the policy for executive director remuneration and setting remuneration for the chair, executive directors and senior management.
	With the advice of the Remuneration Committee, establishing a formal and transparent procedure for developing policy on the remuneration of executive directors, the chair and senior management.
	Determining the remuneration of non-executive directors in accordance with the articles of association.
Other matters	Approving any prospectuses, listing particulars, circulars to holders of the Company's shares or other securities and recommendations in respect of any matters or notices which may be submitted to holders of the Company's shares or securities in accordance with statutory requirements or requirements of the Financial Conduct Authority or London Stock Exchange or the Company's articles of association.
	Appointing the Group's principal financial and professional advisers.
	Approving the Group's policy on the making of political donations and charitable donations.
	Approving the Group's insurance levels, including directors' and officers' liability insurance.
	Approving any indemnity by the Company of a director or officer of the Company or any other member of the Group.



JANUARY 2021

AREA	PROPOSED ACTION
	Approving the introduction, or any material changes to the rules, or changes in the trustees, of any pension plan or scheme.
	Approving any other matters that are reserved for decision by the Board in accordance with applicable law or regulation, or pursuant to accepted best practice, or under the articles of association of the Company.
	Considering and making any decision likely to have a material impact on the Company or the Group, including in relation to a financial, operational, strategic or reputational matter.
	Reviewing periodically the schedule of matters reserved for the Board.