

DATED 18 NOVEMBER 2020

CONDUIT HOLDINGS LIMITED

MATTERS RESERVED FOR THE BOARD

CONDUIT HOLDINGS LIMITED (THE "COMPANY")

MATTERS RESERVED FOR THE BOARD

This document sets out those powers reserved for the full Board of the Company (the "**Board**") and not delegated to the Company's executive directors. The list contains some matters which the Board cannot, as a matter of law, delegate. The Board may, however, appoint committees as it thinks fit to exercise certain of its powers. Specific areas of delegation are set out in the terms of reference for the Remuneration Committee, the Nomination Committee and the Audit Committee of the Company as required by the UK Corporate Governance Code, although the final decision on these matters is required to be taken by the whole Board.

References in this document to the "**Group**" mean the Company, its subsidiaries and its subsidiary undertakings.

1. STRATEGIC ISSUES

- 1.1 To approve the annual business plan.
- 1.2 To receive and approve at least annually a regular review of the long-term objectives and strategic direction of the overall business.
- 1.3 To approve the risk management policies including insurance, hedging, borrowing limits and corporate security.
- 1.4 To approve the commencement of any major new business activity which is materially different from that being undertaken by an existing part of the Company's business.
- 1.5 To approve any expansion or diversification into any new geographic area where business is not currently undertaken.
- 1.6 To approve any major changes to the Group's corporate structure, including the making or receiving of any takeover bid or similar corporate transaction.
- 1.7 To approve:
 - 1.7.1 the formation, acquisition, divestment, liquidation or the cessation of operations of a company (including a joint venture company) or other assets or liabilities; and
 - 1.7.2 any investment or capital projects or any other transactions;in each case where such transaction constitutes a reverse takeover for the purposes of the Listing Rules issued by the Financial Conduct Authority or is a material transaction in the context of the Group.
- 1.8 To review the performance of the business in light of the Group's strategy objectives, business plans and budgets ensuring that any necessary corrective action is taken.

- 1.9 To be responsible for the overall management of the Group.
- 1.10 To approve any decision to cease to operate all or any material part of the Group's business.
- 1.11 To approve any changes to the Company's listing, the market on which its securities are traded or its status as an exempted company limited by shares.

2. FINANCIAL ITEMS

- 2.1 To approve the half-yearly report, interim management statements, trading statements and any preliminary announcement of the final results and the annual report and accounts including the corporate governance statement and remuneration report.
- 2.2 To approve the dividend policy, declare the interim dividend and recommend the final dividend.
- 2.3 To approve any significant changes in accounting policies and practices.
- 2.4 To approve the recommendations of the Audit Committee, including the remuneration of the Company's external auditors and recommendations for the appointment, re-appointment or removal of the Company's external auditors to be put to shareholder approval.
- 2.5 To approve the accounting policies and practices (including any significant changes thereto) to be applied and adopted in the preparation of the Group's financial statements, to receive any proposed qualification to the accounts.
- 2.6 To ensure the maintenance of a sound system of internal controls and risk management including receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes (including those relating to the Group's anti-bribery and corruption policy and procedures for the detection of fraud) to support its strategy and objectives, undertaking an annual assessment of these processes and approval of an appropriate statement for inclusion in the annual report.
- 2.7 To receive and review the reports of the Audit Committee.
- 2.8 To approve the Group's annual budget including the operating and capital expenditure budgets and any material changes to them.
- 2.9 To receive for post-completion review a report on all capital expenditure projects which it approves.
- 2.10 To approve the issue of shares or securities conferring rights of subscription for, or conversion into, shares in the Company (except the issue of shares under employee share plans).
- 2.11 To authorise transfers to reserves and appropriations of profit by the Company.

- 2.12** To authorise calls on, or forfeiture of, shares.
- 2.13** To approve any own purchases or redemptions of shares or any reductions of capital by the Company including the use of any treasury shares.
- 2.14** To approve any contracts with a third party, including relating to property or land, in excess of three years' duration or not in the ordinary course of business.
- 2.15** To approve any contracts (other than insurance and reinsurance contracts entered into in the ordinary course of the Group's insurance and reinsurance business) which are material strategically or by reason of size entered into in the ordinary course of business above \$25 million.

3. TREASURY ITEMS

- 3.1** To receive at least twice each year proposals setting out the policy for the financing of the Group.
- 3.2** To approve the issue to third parties of debenture or loan stocks, bonds and other paper programmes, delegating authority, as appropriate, to finalise details.
- 3.3** To approve guarantees and letters of comfort where the amount of the loan or liability exceeds \$25 million for subsidiaries or \$25 million in respect of third parties.
- 3.4** To approve in principle the granting of security over any Group asset, the entering into of loan facilities, debt factoring, sale and leaseback arrangements and contracts for derivatives, in each case with third parties, delegating authority, as appropriate, to finalise details.
- 3.5** To approve at least once each year proposed credit limits for the placing of deposits with individual financial institutions.
- 3.6** To receive and review at least twice each year proposals in respect of the management of the Group's foreign exchange and interest rate exposures.

4. LEGAL, ADMINISTRATION, PENSION AND OTHER BENEFITS

- 4.1** To authorise the commencement or settlement of any legal (or similar) process (other than claims and associated legal process related to insurance and reinsurance contracts entered into in the ordinary course of the Group's insurance and reinsurance business) in relation to matters having a value or effect on the Group in excess of \$25 million.
- 4.2** To authorise signatories on the Company's bank mandate.
- 4.3** To receive and review at least annually regular reports on pension, health, safety and environment and insurance matters, and any material litigation affecting the Company or its subsidiaries.

- 4.4 To approve, where appropriate, any increases in pension benefits payable under the Company's pensions schemes, to authorise appointments of trustees to such schemes and to approve major changes in the rules of the Company pension scheme or, if this is subject to the approval of the Company, changes in the fund management arrangements.
- 4.5 To approve the application of the Company's share option schemes as recommended by the Remuneration Committee.
- 4.6 To receive notification of sales or purchases of shares by directors and senior management of the Company in accordance with the Company's share dealing code for such transactions.
- 4.7 To submit for shareholder approval any proposed share option or other share-based management incentive scheme and alterations thereto as required by the scheme's rules and to approve certain other matters of detail arising under any such schemes.
- 4.8 To approve the overall levels of insurance for the Group including Directors' and Officers' liability insurance and any indemnification of directors.

5. COMMUNICATIONS WITH SHAREHOLDERS

To approve:

- 5.1 the form and issue of the annual report, any preliminary statement, the interim report, interim management statements and any other similar reports or statements of the Company;
- 5.2 the form and issue of circulars to shareholders of the Company and the form and issue of other prospectuses/issue documents;
- 5.3 Company announcements or press releases (i.e. to the Financial Conduct Authority or the London Stock Exchange) concerning matters decided by the Board or which may be price sensitive;
- 5.4 the calling of shareholder meetings and the resolutions to be put forward at general meetings; and
- 5.5 any communications with analysts in connection with the items mentioned in paragraphs 5.1 and 5.3 above.

6. BOARD AND SENIOR MANAGEMENT APPOINTMENTS AND ARRANGEMENTS

6.1 To approve:

- 6.1.1 changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee;
- 6.1.2 arrangements relating to the appointment and resignation of directors to or from the Board (both executive and non-executive) and of the Company

Secretary and the senior management of the Company and all terms and conditions thereof (including, for the avoidance of doubt, their removal from office or termination of employment). In the case of the Executive Chair, the executive directors, the Company Secretary and the senior management, the terms and conditions shall be recommended by the Remuneration Committee. In the case of non-executive directors, the terms and conditions, including fees from time to time, shall be for approval by the Board in accordance with the Bye-laws;

- 6.1.3** the responsibilities of the senior management of the Company and arrangements regarding appropriate training, development and succession for the directors and the senior management;
 - 6.1.4** the appointment of directors to specified offices of the Board including the senior independent director;
 - 6.1.5** the continuation in office of directors at the end of their term of office or at any time;
 - 6.1.6** applications by directors for permission to accept outside appointments;
 - 6.1.7** the Chairship, composition and terms of reference (and any material changes thereto) of the Remuneration Committee, the Nomination Committee and the Audit Committee and any other committees established by the Board and to receive the reports of such committees on their activities;
 - 6.1.8** the terms of reference, procedures and limits of authority granted to the Executive Chair and the Board;
 - 6.1.9** the responsibilities of the Executive Chair and senior independent director, which should be in writing and made publicly available;
 - 6.1.10** the delegated levels of authority to individuals who are not Directors, which should be in writing;
 - 6.1.11** transactions with directors and other related parties;
 - 6.1.12** appointments to the Boards of subsidiary companies;
 - 6.1.13** in accordance with the Company's Bye-laws and any statutory requirements, any authorisation relating to an actual or potential conflict of interest requested by any director; and
 - 6.1.14** any other matter as directed from time to time by the Board.
- 6.2** To ensure adequate succession planning for the Board and senior management.

7. MISCELLANEOUS

- 7.1** To approve policies regarding the making of charitable or political donations, a code of ethics and business practice, share dealing, bribery prevention, tax evasion, human trafficking, whistleblowing, human resources, health and safety environment, communications including procedures for the release of price sensitive information and corporate social responsibility.
- 7.2** To approve the appointment of professional advisers in addition to the Company's external auditors.
- 7.3** To (i) routinely review the adequacy and security of the Company's arrangements for its employees to raise concerns anonymously; (ii) to routinely review the reports arising from its operation; and (iii) ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.
- 7.4** To approve this schedule of matters reserved for Board decisions.
- 7.5** To undertake a formal and rigorous review annually of its own performance, that of its committees and individual directors, and the division of responsibilities.
- 7.6** To determine the independence of the non-executive directors in light of their character, judgement and relationships.
- 7.7** To receive reports on the views of the Company's shareholders to ensure they are communicated to the Board as a whole.
- 7.8** To consider the balance of interests between shareholders, employees, customers and the community.
- 7.9** To review the engagement mechanisms with the Company's key stakeholders and ensure they remain effective.
- 7.10** To approve 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.
- 7.11** To approve any proposed alteration to the Bye-laws of the Company (subject to shareholder approval).
- 7.12** To approve the tax strategy.
- 7.13** To oversee workforce policies and practices.
- 7.14** To review the Group's overall corporate governance arrangements.

8. MONETARY LIMITS

Those monetary limits specified in paragraphs 2.15, 3.3 and 4.1 are subject to variation by the Board on a specific or general basis (as the case may be).

Note: In addition to the specific areas of delegation mentioned above, the Board has delegated certain of its powers to the Remuneration Committee, the Nomination Committee and the Audit Committee in accordance with the UK Corporate Governance Code.

Approved by the Board on 18 NOVEMBER 2020.