

MCBRIDE PLC
SCHEDULE OF MATTERS RESERVED FOR DECISION BY THE BOARD
(as adopted by the board of directors of McBride plc on 20 October 2020)

1.	Strategy and management
1.1	Approval of the Group's Purpose, Vision and Values. The monitoring of the Group's culture and its alignment with strategy.
1.2	Approval of the Group's strategic aims and objectives and review of delivery of the Group Strategy and performance against its business plans.
1.3	Approval of business plans and the annual operating and capital expenditure budgets for the Group and any material changes to them.
1.4	Approval of the Group's ESG ambitions and strategy and receive reports and review progress over an agreed timeframe.
1.5	Approval of the Group's H&S strategy, improvement plan and KPIs and receive reports and review progress over an agreed timeframe.
2.	Financial reporting and controls
2.1	Approval of the half-yearly report, any statement relating to financial performance, analysts' presentations and any preliminary announcements of the final results.
2.2	Approval of the annual report and accounts.
2.3	Approval of the interim dividend and recommendation of the final dividend to shareholders
2.4	Approval of any significant changes in accounting policies or practices.
2.5	Approval of capital expenditure (exceeding £1.5 million) proposed by any member of the Group. For leased assets, refer to 6.2.
2.6	Approval of any fixed assets disposals or write-offs where the net book value exceeds £1.5 million .
2.8	Approval of bank borrowings or granting any security by any company in the Group
2.8	Approval of the giving of a guarantee or indemnity by any company in the Group
2.9	Approval of a change of the accounting reference date of McBride plc
2.10	Approving new bank facilities and changes to or termination of existing bank facilities where the facilities exceed £5million
2.11	1.1 Approval of any loans by any company in the Group other than <ul style="list-style-type: none"> • Intercompany loans and indebtedness • granting credit facilities or marketing support to a customer • rent deposits with a landlord in each case in the ordinary and proper course of business
2.12	Approval of any financial investments such as securities, commodities or collective investments other than cash deposits with the Group's bankers.
3.	Structure and capital
3.1	Approval of major changes to the Group's corporate structure but excluding internal reorganisations.
3.2	Approval of changes relating to McBride plc's capital structure including reduction of capital, share issues (except under employee share plans), cancellation of shares and share buy backs including the use of treasury shares.
3.3	Approval of any changes to McBride plc's listing or its status as a public limited company.
4.	Risk management and internal controls
4.1	Oversight of the system of internal control, compliance and risk management including: <ul style="list-style-type: none"> • Approval of risk appetite statements • Receiving reports from the Audit Committee and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives • Receiving from the Audit Committee and reviewing an annual assessment of the Group's principal and emerging risks • Approving an appropriate statement for inclusion in the annual report
4.2	Approval of any decision likely to have a material impact on McBride plc or on the Group, including but not limited to, from a financial, operational, strategic or reputational perspective
4.3	Approval of the Group's tax strategy and tax planning structure.
4.4	Approval of any tax settlements with local tax jurisdictions which have a potential reputational impact or financial impact of over £1 million
5.	Investment

5.1	Approval of any transactions which would at the time constitute a significant transaction under the FCA's Listing Rules, a takeover or reverse takeover
5.2	Approval of any acquisitions or disposals of any shareholdings by any Group company in another non-Group company, investment in any new business ventures, joint ventures, alliances or partnerships where the value of such investment exceeds £1.5 million
5.3	Approval of any acquisitions or disposals of any brand, any intellectual property or any other intangible asset or licensing arrangement where the value exceeds £1.5 million
5.4	Approval of an acquisition or investment in any company, business or asset which would involve the commencement of an activity of a substantially different nature or character to any activity carried on by any Group company
5.5	Approval of a decision to sell, transfer, lease, licence, assign, dispose of, wind-up or otherwise to cease to operate all or any material part of the business of the Group
5.6	Approval of the extension of the Group's activities into new business activities, or new geographic areas which involve the establishment of a subsidiary or permanent establishment for tax purposes
5.7	Approval of the commencement of any financial or operating restructuring programme with total costs exceeding £1million or where the associated exceptional charge falls outside an annual budget or reforecast for exceptional costs approved by the Board
5.8	Approval to treat any project costs or any reforecast of those costs as exceptional costs where the costs exceed £1million
6.	Contracts
6.1	Approval of indirect procurement contracts) and any updates or variations to the contract where the contract value exceeds £1million save that for capex refer to 2.5 and leases refer to 6.2.
6.2	Approval of operating leases (property or otherwise) where the annual expenditure exceeds £1.5million or the total committed expenditure over the lifetime of the lease or contract exceeds £5million .
6.3	Approval of contracts or commitments where annual expenditure exceeds £0.5million if the contract is for a purpose outside of the ordinary course of business.
6.4	Approval for any contract with a term in excess of 5 years and an annual value in excess of £250k
7.	Communication
7.1	Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
7.2	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
7.3	Approval of all circulars, prospectuses and listing particulars.
7.4	Approval of press releases concerning matters decided by the Board.
8.	Board membership and other appointments
8.1	Approval of changes to the structure, size and composition of the Board, taking account of recommendations from the Nomination Committee.
8.2	Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within and on the Board and at senior management level.
8.3	Approval of executive and non-executive appointments to the Board, taking account of recommendations of the Nomination Committee.
8.4	Approval of the recommendation and selection of the chairman of the Board
8.5	Approval of the appointment of the Senior Independent Director to provide a sounding board for the Chairman and to serve as intermediary for the other Directors when necessary.
8.6	Determining membership and chairmanship of Board committees taking account of recommendations from the Nomination Committee.
8.7	Approval of the continuation in office of Directors at the end of their term of office, when they are due to be re-elected by shareholders at McBride plc's annual general meeting and otherwise as appropriate.
8.8	Approval of the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of , subject to the law and their service contract.
8.9	Approval of the appointment or removal of the Company Secretary.
8.10	Approval of the appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting, taking account of the recommendations of the Audit Committee.
8.11	Approval of the appointment of McBride plc's Registrar, Broker and Financial Public Relations advisers
8.12	Approval of the engagement of consultants for pensions, banking, legal, tax, insurance and other

	consultants or advisers where the total estimated cost over the anticipated lifetime of an adviser's engagement is greater than £1million																		
9.	Remuneration, employee benefits and employee issues																		
9.1	Determining the remuneration and allowances of the non-executive Directors, subject to McBride plc's articles of association and shareholder approval as appropriate.																		
9.2	Recommendation, following advice from the Remuneration Committee, of the introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.																		
10.	Delegation of authority																		
10.1	Determining the division of responsibilities between the Chairman and the Chief Executive Officer, which should be clearly established, set out in writing and agreed by the Board.																		
10.2	Establishing Board committees and approving their terms of reference, and approving material changes to those terms.																		
10.3	Receiving reports from Board committees on their activities.																		
11.	Corporate governance matters																		
11.1	Undertaking a formal and rigorous annual review of the Board's own performance, that of its committees and individual directors, and the division of responsibilities.																		
11.2	Determining the independence of directors in light of their character, judgment and relationships.																		
11.3	Considering the balance of interests between shareholders, pension trustees, employees, customers and the community.																		
11.4	Review of the Group's overall corporate governance arrangements.																		
11.5	Receiving reports on the views of McBride plc's shareholders and to ensure that they are communicated to the Board as a whole.																		
11.6	Authorising conflicts of interest where permitted by McBride plc's articles of association.																		
11.7	Approval of a contract with a shareholder or associated company of a shareholder or Related Party transaction.																		
11.8	Approval, upon the recommendation of the Audit Committee, of any significant changes to McBride plc's internal audit function.																		
11.9	Approval, upon the recommendation of the Audit Committee, of any significant changes to the Group's internal control system.																		
11.10	Approval of the delegated levels of authority of the CEO and CFO as set out in the Group's Financial Authorities Matrices.																		
12.	Policies																		
12.1	Approval of: <table border="1" data-bbox="271 1220 1417 1406"> <tr> <td>Health & Safety Policy</td> <td>ESG Policy</td> <td>Share Dealing Policy and Code</td> </tr> <tr> <td>Board Diversity Policy</td> <td>Anti-Bribery & Corruption Policy</td> <td>Anti-money laundering Policy</td> </tr> <tr> <td>Board Succession Policy</td> <td>Whistleblowing Policy</td> <td>Anti-slavery statement</td> </tr> <tr> <td>Business Ethics Policy</td> <td>Gifts & Hospitality Policy</td> <td>Treasury Policy</td> </tr> <tr> <td>Dividend Policy</td> <td>Sanctions Policy</td> <td>Commodity Hedging Policy</td> </tr> <tr> <td>Conflicts of Interest Policy</td> <td>Policy on the employment of former employees of the external auditor</td> <td>Preventing facilitation of tax evasion Policy</td> </tr> </table>	Health & Safety Policy	ESG Policy	Share Dealing Policy and Code	Board Diversity Policy	Anti-Bribery & Corruption Policy	Anti-money laundering Policy	Board Succession Policy	Whistleblowing Policy	Anti-slavery statement	Business Ethics Policy	Gifts & Hospitality Policy	Treasury Policy	Dividend Policy	Sanctions Policy	Commodity Hedging Policy	Conflicts of Interest Policy	Policy on the employment of former employees of the external auditor	Preventing facilitation of tax evasion Policy
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13.	Other																		
13.1	Approval of the making of political donations.																		
13.2	Approval of prosecution, defence or settlement of litigation, or an alternative dispute resolution mechanism which is likely to or would require disclosure in McBride plc's Annual Report and Accounts or in any event where the liability exceeds £1million .																		
13.3	Approval of directors' & officers' liability insurance and indemnification of directors.																		
13.4	Approval of the overall levels of insurance for the Group.																		
13.5	Approval of major changes to the rules of any defined benefit pension scheme of the Group (including approval of any increase in the amounts of employer's contributions to any defined benefit pension scheme), or changes in the statement of investment principles.																		
13.6	Introduction or modification of any non-statutory pension arrangements, including the Robert McBride defined benefit pension scheme, or employees' share scheme and the funding of the Employee Benefit Trust.																		
13.7	Approval of any changes to this schedule of matters reserved for Board decision.																		