

**FDM GROUP (HOLDINGS) PLC (“Company”) and its Group (“Group”)**

**SCHEDULE OF MATTERS RESERVED FOR THE BOARD**

**ADOPTED BY THE BOARD ON 1 NOVEMBER 2018**

**Introduction**

The matters set out in this schedule are reserved for the Board, which means that they may only be decided by a resolution of the full Board of Directors of FDM Group (Holdings) Plc.

**Definitions**

In this Schedule the following definitions are used:

**CA06** means the Companies Act 2006

**Code** means the UK Corporate Governance Code 2016

**DTR** means the United Kingdom Listing Authority Disclosure and Transparency Rules in force from time to time

**GBE** means the FRC Guidance on Board Effectiveness as updated from time to time

**LR** means the United Kingdom Listing Authority Listing Rules as updated from time to time

**PR** means the FCA’s Prospectus Rules as updated from time to time

Items marked with a \* are not considered appropriate for full delegation to a committee of the board.

References to Audit Cttee, Nomination Cttee or Remuneration Cttee refer to the board committee which will consider the item and make recommendations to the full board for its final decision.

| Ref | Matter   | Committee |
|-----|--|-----------|
| 1.  | <b>Strategy and Management</b>   |           |
| 1.1 | Responsibility for the overall leadership of the Company and setting the Company'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 material changes to them.   |           |
| 1.4 | Oversight of the Group's operations, ensuring: <ul style="list-style-type: none"> <li>• competent and prudent management;</li> <li>• sound planning;</li> <li>• maintenance of sound management and internal control systems;</li> <li>• adequate accounting and other records; and</li> <li>• compliance with statutory and regulatory obligations (including regulatory reporting requirements).</li> </ul>  |           |
| 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.   |           |
| 1.6 | Extension of the Group's activities into new business or geographic areas, or any exit from an existing geographic area in which the Group operates. For the purposes of this paragraph, the current geographic areas in which the Group operates are: <ul style="list-style-type: none"> <li>• UK</li> <li>• European Union</li> <li>• USA</li> <li>• Canada</li> <li>• Singapore</li> <li>• Hong Kong</li> <li>• China</li> <li>• Australia</li> <li>• South Africa</li> </ul> |           |
| 1.7 | Any decision to cease to operate all or any material part of the Group's business.   |           |

| Ref  | Matter   | Committee       |
|--|--|-----------------|
| <b>2. Structure and Capital</b>            |  |                 |
| 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 or assets which are material relative to the size of the Group (taking into account initial and deferred consideration).  |                 |
| 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.   |                 |
| <b>3. Financial Reporting and Controls</b> |  |                 |
| 3.1  | Approval of the half-yearly report and other public statements.  |                 |
| 3.2  | Approval of the annual report and accounts, including the corporate governance statement and directors' remuneration report.   |                 |
| 3.3  | Approval of the Company's 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.   | Audit Committee |
| 3.6  | Approval of treasury policies including material foreign currency exposure and the use of material financial derivatives.  |                 |
| 3.7  | Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).   |                 |
| <b>4. Internal Controls</b>                |  |                 |
| 4.1  | <p>Ensuring maintenance of a sound system of internal control and risk management including:</p> <ul style="list-style-type: none"> <li>• approving the Company's/Group's risk appetite statements;</li> <li>• receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives;</li> <li>• approving procedures for the detection of fraud and the prevention of bribery;</li> <li>• undertaking an annual assessment of the these processes; and</li> <li>• approving an appropriate statement for inclusion in the annual report.</li> </ul> | Audit Committee |

| Ref   | Matter  | Committee            |
|---|---|----------------------|
| <b>5. Contracts</b>                               |   |                      |
| 5.1   | Approval of major capital projects in excess of £250,000  |                      |
| 5.2   | <p>Approval of contracts of the Company (or any subsidiary) for the deployment of consultants in the ordinary course of business which are material (by reference to gross fees per annum or strategic impact), and either:</p> <ul style="list-style-type: none"> <li>• on terms which are materially different to the commercial terms under which the Group normally operates; or</li> <li>• involving the provision of services in locations outside the usual geographic areas in which the Group operates.</li> </ul> |                      |
| 5.3   | Approval of contracts of the Company (or any subsidiary) which are not in the ordinary course of business and which are material strategically or by reason of their impact on revenue, including lease commitments involving an annual cost of more than £50,000 (or equivalent) or a total cost over the period of the lease of more than £250,000 (or equivalent).   |                      |
| 5.4   | Investments including the acquisition or disposal of interests in voting shares of any company or the making of any takeover offer.   |                      |
| <b>6. Communication</b>                           |   |                      |
| 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, prospectuses and listing particulars, other than the approval of routine documents such as periodic circulars about scrip dividend procedures or exercise of conversion rights could be delegated to a committee.  |                      |
| 6.4   | Approval of press releases concerning matters decided by the board.   |                      |
| <b>7. Board Membership and other Appointments</b> |   |                      |
| 7.1   | Changes to the structure, size and/or composition of the board, following recommendations from the Nomination Committee.  | 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.  |                      |

| Ref       | Matter  | Committee              |
|-----------|---|------------------------|
| 7.3       | Appointments to the board, following recommendations by the Nomination Committee.   | Nomination Committee   |
| 7.4       | Selection of the chairman of the board and the chief executive.   | Nomination Committee   |
| 7.5       | 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.  | Nomination Committee   |
| 7.6       | Membership and chairmanship of board committees following recommendations from the Nomination Committee.  | 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.   | Nomination Committee   |
| 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.   | Nomination Committee.  |
| 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 in general meeting, following the recommendation of the Audit Committee.   |                        |
| 7.11      | Appointments to boards of subsidiaries  |                        |
| <b>8.</b> | <b>Remuneration</b>   |                        |
| 8.1       | Determining the remuneration policy for the directors, Company Secretary and the first layer of management below the executive board level (which, unless otherwise agreed, means those senior managers who participate at Tier 1 of the FDM Group Performance Share Plan 2014).                          | Remuneration Committee |
| 8.2       | Determining the remuneration of the non-executive directors (subject to the articles of association and shareholder approval as appropriate) and the first layer of management below the executive board level (as defined at paragraph 8.1 above), following recommendation by the Nomination Committee. | Code D.2.3             |
| 8.3       | The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.   | Remuneration Committee |

| Ref                                     | Matter   | Committee |
|---|--|-----------|
| <b>9. Delegation of Authority</b>       |  |           |
| 9.1                                     | The division of responsibilities between the chairman, the chief executive and the other executive directors, 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's authority limits (which must be in writing).  |           |
| 9.3                                     | Establishing board committees and approving their terms of reference, and approving material changes to them.  |           |
| 9.4                                     | Receiving reports from board committees on their activities.   |           |
| <b>10. Corporate Governance Matters</b> |  |           |
| 10.1                                    | Undertaking a formal and rigorous annual review of its own performance, that if its committees and individuals directors, and the division of responsibilities.  |           |
| 10.2                                    | Determining the independence of non-executive directors in the light of their character, judgment 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.  |           |
| <b>11. Policies</b>                     |  |           |
| 11.1                                    | Approval of policies which relate to matters within the Board's remit, including: <ul style="list-style-type: none"> <li>• Code of Conduct</li> <li>• Share Dealing Code</li> <li>• Bribery &amp; Corruption Policy</li> <li>• Whistleblowing Policy</li> <li>• Health and Safety Policy</li> <li>• Environment and Sustainability Policy</li> <li>• Human Resources Policy</li> </ul> |           |

| Ref        | Matter   | Committee |
|------------|--|-----------|
|            | <ul style="list-style-type: none"> <li>• Disclosure Policy (including procedures for the release of price-sensitive information);</li> <li>• Corporate Social Responsibility Policy; and</li> <li>• Charitable Donations Policy</li> </ul> |           |
| <b>12.</b> | <b>Other</b>   |           |
| 12.1       | The making of political donations.   |           |
| 12.2       | Approval of the appointment of the Group's Auditors.   |           |
| 12.3       | Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism which is material to the interests of the Group.  |           |
| 12.4       | Approval of the overall levels of insurance for the Group including directors' and officers' liability insurance and indemnification of directors.   |           |
| 12.5       | Major changes to the rules of the Group's pension scheme.  |           |
| 12.6       | Any decision likely to have a material impact on the Company or Group from any perspective, including, but limited to, financial, operational, strategic or reputational.  |           |
| 12.7       | This Schedule of Matters Reserved for the Board.   |           |

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.

1 November 2018