

Strategy and Management

- Responsible for overall management of the Group
- Approval of the Group's long-term objectives and strategy
- Approval of the annual operating and capital expenditure budgets of the Group, and any material changes
- Overview of the Group's operations, ensuring:
 - Competent and prudent management
 - Sound planning
 - Adequate system of internal control
 - Adequate risk management
 - Adequate accounting and other records
 - Compliance with legal and regulatory obligations
- Review of performance
- Approval of extension of the Group's activities into new business or geographic areas
- Approval of any proposal to cease to operate all or any part of the Group's business.

Structure and Capital

- Approval of changes relating to the Group's capital structure, including any reduction of capital, share issues, purchases of own shares
- Approval of major changes to the Group's corporate structure
- Approval of changes to the Company's status as a public Company and its admission to AIM.

Financial Reporting and Controls

- Approval of announcements of interim and final results and trading statements
- Approval of the annual report and accounts including the remuneration report, directors' report, strategic report and corporate governance statement
- Approval of the dividend policy and declaration of dividends
- Approval of any significant changes in accounting policies or practices
- Approval of debt facilities
- Approval of material amendments to debt facilities
- Approval of the provision of any financial guarantee or indemnity by any member of the Group
- Approval of an increase of more than £100,000 in the approved annual capex or operating expenditure

Internal Controls

- Annual assessment of the effectiveness of the Group's risk and control processes
- Approval of procedures for detecting fraud and preventing bribery.

Contracts

- Approval of contracts of the Company or any subsidiary not in the ordinary course of business
- Approval of acquisitions, disposals and investments
- Approval of any contractual arrangement with any director of the Company or other related party

Communication

- Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting
- Approval of all circulars, prospectuses and admission documents other than approval of routine documents
- Approval of regulatory news service announcements (RNS's)

Board Membership and Other Appointments

- Approval of changes to the structure, size and composition of the Board
- Selection or removal of the Chairman of the Board and the CEO
- Approval of the appointment or removal of any Deputy Chairman and/or if considered appropriate, the Senior Independent Director
- Approval of the membership and chairmanship of Board committees
- Appointment or removal of any director
- Appointment or removal of the Company Secretary
- Appointment, re-appointment or removal of the external auditor to be put to shareholders for approval
- Appointment, re-appointment or removal of nominated advisor

Remuneration

- Determination of the remuneration of the Executive and Non-Executive Directors and designated members of the Leadership Team
- Approval of employee share schemes and other incentive plans
- Approval of annual and semi-annual aggregate employee salary rises
- Approval of any employment contract with a notice period of more than one year in duration

Delegation of Authority

- Determination of the division of responsibilities between the Chairman and the CEO
- Establishment of Board Committees and approval of their terms of reference
- Approval of delegated authority and authority limits, for executing payments and contracts

Board Evaluation

- Responsible for a formal review annually of the Board's performance, its committees and individual directors
- Responsible for ensuring the independence of directors
- Responsible for eliciting the views of the Company's shareholders
- Responsible for authorising directors' conflicts of interest

Policies

- Approval of Modern Slavery policy
- Approval of Dealing Code
- Approval of Anti-Bribery and Anti-Corruption policy

Other

- Approval of the overall levels of insurance
- Approval of major changes to the rules of the Group's pension arrangements
- Approval of this Schedule of Matters reserved for the Board