

McBRIDE PLC

SCHEDULE OF MATTERS SPECIFICALLY RESERVED FOR DECISION BY THE MAIN BOARD

Paragraph A1.1 of Section 1 of the Code of Best Practice under the UK Corporate Governance Code provides that: "There should be a formal schedule of matters specifically reserved for its decision". The Board, having reviewed the matter, have determined that the matters listed below should be reserved for their decision albeit that the Board recognise that in certain situations their decision will be subject to shareholder approval.

A. Strategy & Management

1. Responsibility for overall management of the Group.
2. Approval of the Group's long term objectives, strategy and business plans.
3. Approval of annual operating and capital expenditure budgets and any material changes to them.
4. Review of performance in the light of the Group's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
5. Sanction of all acquisitions or disposals of all business entities other than the purchase or lease of capital plant and equipment.
6. Sanction of any other capital investment or business investment with a market value > £3m.
7. The entering into of any operating lease with an annual charge in excess of £1m or where the total value exceeds £5m.
8. The sanction of any acquisition of an investment, asset or business which would involve the commencement of an activity of a substantially different nature or character to any activity from time to time carried on by the Company or any of its subsidiaries (no matter what its value).
9. The making of any decision to sell, transfer, lease, license, assign, dispose of, wind-up or otherwise cease to operate all or any material part of the business of the Company or any of its subsidiaries whether by a single transaction or a series of related transactions.
10. The consideration of any proposal to merge or amalgamate the Company or any of its subsidiaries with any other company.
11. The entering into of any substantial financial or operational restructuring programmes where the total cost exceeds £3m unless pre-approved in Budget or forecast..

12. The issuance by the Company or any of its subsidiaries of any guarantee or indemnity other than in the normal course of its business and specifically, the Board shall be notified retrospectively of any banking guarantees entered into.
13. The making by the Company, or any of its subsidiaries, of any contract with a shareholder or associated company of a shareholder or of any contract of a material nature outside the normal course of business of the Company or any of its subsidiaries. Material contracts are deemed to be those either for a contractual period >1 year or for an amount > £10m
14. Making any amendment to or waiver of any agreement which the Board has declared to be a material agreement.

B. Corporate Structure

1. Changes to the Group's capital structure, including reductions of share capital, issue of new securities or share buy-backs whether held in treasury or cancelled, other than:
 - (i) grants under employee option/share schemes, which are dealt with in the Remuneration Committee's Terms of Reference; and
 - (ii) issues of shares on the exercise of awards under option or share schemes, which have been delegated to the Executive Directors.
2. Substantial changes to the Group's capital or internal corporate structure including changes to the capital structure of the Group's subsidiaries and creation, issue, allotment of shares in those subsidiaries.
3. Changes to the Company's status as a public limited company or as a listed entity

C. Financial Reporting & Controls

1. Approval of the Group's preliminary announcements of interim and final results, its financial statements and published reports, including the Directors' report, the Group's corporate governance, corporate social responsibility and remuneration reports, annual review and other significant statements to the press, stock exchange and/or shareholders including circulars, analysts' presentations and listing particulars of a non routine nature. Confirmation that the published financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, following the recommendation of the audit committee.
2. Approval of the Company's dividend policy including the recommendation of the payment of any dividend or the payment of any interim dividend or any exercise of the powers of the Board in relation to reserves and capitalisation of profits.
3. The issue of debentures or loan stock or any other security.
4. The arranging or termination by the Company or any of its subsidiaries of any facility in excess of £5m.
5. The mortgaging or charging of any property or assets of the Company or any of its subsidiaries.

6. Approve changes to the Company's Banking facilities and the lending of any money of the Company otherwise than by way of deposit with the Bank.
7. The making of any change to the accounting reference date of the Company.
8. Approval of any significant changes in accounting policies or practices, following review by the audit committee.
9. Approval of treasury policies including foreign currency exposure, interest rate hedging and the use of financial derivatives.

D. Appointments and Remuneration

1. The appointment of any person as a director or secretary of the Company and approval of their terms of service and any future amendments to those terms, and the termination of any such appointment, following recommendations from the Nomination Committee.
2. The approval of the appointment of any person as an alternate director.
3. Approval of the Framework and broad policy for remuneration of the executive directors and senior executive management on the recommendation of the Remuneration Committee.
4. The settlement of the remuneration of non-executive directors and, on recommendation of the Remuneration Committee, approval of the remuneration of executive directors and the Chairman.
5. Consider recommendations of the Remuneration Committee of potential internal candidates for main Board positions and ensure that appropriate succession plans are in place for positions at both Board and GMT levels.

E. General

1. The authorisation or the calling of any meetings of shareholders, approval of notices of such meetings and any recommendations to pass any ordinary, special or extraordinary resolution.
2. The appointment, reappointment or termination of appointment of any of the Company's principal corporate advisers.
3. Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the audit committee.
4. The making of any change to the Company's Memorandum or Articles of Association.
5. The review of any material litigation and arbitration cases involving the Company or any of its subsidiaries and involving claims greater than £1m..

6. Approval of overall levels of insurance for the Group including Directors' & Officers' liability insurance and indemnification of directors.
7. The receiving of reports to review the Group's performance on health, safety and environmental matters.

F. Internal Control and Risk Management

1. Ensuring maintenance of a sound system of internal financial controls and the risk management process.
2. Receiving reports on, and reviewing the effectiveness of the Group's risk management and internal control processes to support its strategy and objectives and undertaking an annual assessment of these processes.
3. Approving an appropriate statement for inclusion in the annual report.

G. Corporate Social Responsibility

The review of reports and approval of policies on Corporate & Social Responsibility, including:

- Policy on Business Sustainability Policy
- Policy on Health and Safety
- Policy on Environmental Sustainability
- Policy on Animal Testing
- Policy on Product Responsibility

H. Corporate Governance

1. Determining the independence of non-executive directors
2. The review of reports and approval of policies on Corporate Governance, including:
 - Share Dealing Code
 - Policy on use of External Auditors
 - Whistleblowing Policy
 - Anti-Bribery and Corruption Compliance Policy
3. The review of the work of the Remuneration Committee, Audit Committee and Nomination Committee including approval of the terms of reference of those committees
4. Undertaking a review of its own performance, that of its committees and of the members of the Board.
5. The amendment of this schedule of reserved matters.

This Schedule of Matters specifically reserved for Decision by the Main Board was reviewed and approved by the Board of Directors on Thursday 28 July 2005 and updated on 29th July 2008, 27th May 2010 and 31st August 2011.

CHAIRMAN