

MCBRIDE PLC (the 'Company')

SCHEDULE OF BOARD MATTERS

The listing of reserved powers describes those actions that may only be approved by either the executive directors or the group board (the 'Board'). None of the actions listed below can ever be taken without the approval specified.

Matters reserved to the Board:

1. Strategy and Management

- 1.1 The overall leadership of the Company and setting the group's values and standards.
- 1.2 Approval of and review of performance against the group's strategy and strategic plans.
- 1.3 Oversight of the group's business and approval of annual group operating and capital expenditure budgets and revised forecasts.
- 1.4 Sanctioning of any acquisition of any investment, asset or business, which would involve the commencement of an activity of a substantially different nature or character to any activity, carried on by the Company or one of its subsidiaries.
- 1.5 Sanction of all acquisitions or disposals of all business entities other than the purchase or lease of capital plant and equipment.
- 1.6 The consideration of any proposal to merge or amalgamate the Company or any of its subsidiaries with any other company.
- 1.7 Making of any decision to sell, transfer, lease, licence, assign, dispose of, wind-up or otherwise cease to operate all or any material part of the business of the group.
- 1.8 The approval of the extension of the group's activities into new business or geographic areas.

2. Structure and Investment

- 2.1 Changes to the group's capital structure including the issuing, reduction or cancellation of shares and share buy-backs.
- 2.2 Changes to the capital structure of the Company's subsidiaries.
- 2.3 The making of any contract with a shareholder or associated company of a shareholder.
- 2.4 The issuance by the Company or any one of its subsidiaries of any guarantee or indemnity, other than in the normal course of business.
- 2.5 The commencement of any financial or operating restructuring program with costs of >£1m, or where the associated exceptional charge falls outside an annual budget or re-forecast for exceptional costs approved by the Board.
- 2.6 Sanction of any other capital investment or business investment with a market value > £1m.
- 2.7 Entering into any operating lease with an annual charge > £1m or where the total value exceeds £5m.
- 2.8 The making of any contract of a material nature outside the normal course of business or the amendment or waiver of such material contracts. Material contracts are deemed to be those where the contractual period is for >1 year and which have a total contract value of >£10m.
- 2.9 Mortgage or charging of any of the property or assets of the Company or any of its subsidiaries.

3. Financial Reporting and Internal Controls

- 3.1 Approval of the group's preliminary announcement of interim and final results, contents of the annual report and accounts, (including the strategic report), financial statements and significant statements to the press, Stock Exchange and shareholders including circulars, analyst presentations and listing particulars of a non routine nature.
- 3.2 Payment of dividends by the Company.
- 3.3 Arranging or termination of any bank facilities >£5m.
- 3.4 Lending of any money of the Company other than by way of deposit with a bank.
- 3.5 Change of the accounting reference date of the Company.
- 3.6 Approval of any significant changes in accounting policy or practice.

- 3.7 Approval of treasury policies including foreign currency exposure or use of derivatives.
- 3.8 Approval of commodity hedging policy.
- 3.9 Receiving reports on, and reviewing the effectiveness of the group's risk management and internal control processes including determining the risk appetite of the group.

4. Board

- 4.1 Approval of changes to the structure, size and composition of the Board (including appointments of key roles and membership of Board committees), following recommendations from the Nomination Committee.
- 4.2 Establishing Board committees and approving their appointments and terms of reference, with annual review and approval of material changes thereto.
- 4.3 Agreeing the division of responsibilities of the chairman and the chief executive and other executive directors.
- 4.4 Reviewing 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.
- 4.5 Providing prior approval for any director's additional external plc/other significant board appointments.
- 4.6 Appointment or removal of the company secretary.
- 4.7 Considering the balance of interests between shareholders, employees, customers and the community.
- 4.8 Receiving reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.
- 4.9 Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
- 4.10 Receiving reports from board committees on their activities.
- 4.11 Undertaking a formal and rigorous annual review of its own performance and its committees, as well as the division of responsibilities. This will also include determining the independence of non-executive directors.
- 4.12 Authorising conflicts of interest when permitted by the Company's Articles of Association.
- 4.13 Settlement of remuneration of non-executive directors and approval of recommendations from the Remuneration Committee in relation to remuneration of executive directors and the chairman.
- 4.14 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 4.15 Approval of prospectuses and listing particulars.
- 4.16 Review of overall corporate governance arrangements.

5. Succession Planning

- 5.1 Ensuring adequate succession planning for the Board so as to maintain an appropriate balance of skills and experience.
- 5.2 Reviewing the management development plans and actions taken by management to ensure that the Company and its subsidiaries have the necessary business, and management skills and experience of the right quality to meet short and long term business needs.
- 5.3 Review the talent management processes and actions taken by management to enable individuals within the Company to improve their performance in their current job and, where appropriate, to develop/acquire new skills and experience to equip them to take on more responsibility.

6. Other

- 6.1 Approval of corporate policies including the Business Ethics Policy, Insider Dealing Guidelines, Anti Bribery and Corruption Policy, Whistleblowing Policy, Policy on Health and Safety and Policy on Sustainability and the Environment.
- 6.2 Review and approval of the Anti Slavery and Human Trafficking Statement.
- 6.3 Approval of the appointment of the Company's principal professional advisers.

- 6.4 Approval of overall levels of insurance for the group including directors' & officers liability insurance and indemnification of directors.
- 6.5 Appointment, reappointment or removal of external auditors (to be put to shareholders for approval).
- 6.6 Review of material litigation and arbitration involving claims greater than £1m.
- 6.7 Any changes to the Company's listing or its status as a plc, as well as any changes to the Company's Memorandum or Articles of Association.
- 6.8 Reviewing reports on group performance on health, safety and environmental matters.
- 6.9 Approval of any major changes to the rules of the of the group's pension plans.
- 6.10 Approval of any decision likely to have a material impact on the Company or from a group perspective, including, but not limited to, financial operational, strategic or reputational.
- 6.11 The making of political donations.
- 6.12 Approval of this schedule of matters reserved for Board.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees.