



Peel Hunt Limited (the "Company")

**LIST OF MATTERS RESERVED
FOR DECISION BY THE FULL
BOARD OF DIRECTORS**

This list sets out those matters that the board of directors of the Company (the "Board") has reserved for decision by the Board as a whole rather than through delegation to committees of the Board or to individual directors of the Company.

In addition to the matters set out in this list, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Group.

In this schedule, the "Group" means the Company and its subsidiary undertakings for the time being.

The Board has the following matters reserved to it. The Board will, however, not override a decision made by or for Peel Hunt LLP's regulated board/committees where to do so would be unlawful or in breach of regulation, as applicable to Peel Hunt LLP.

1. LEADERSHIP, PURPOSE, VALUES AND STRATEGY

1.1 Establishing the Group's purpose, values and strategy, and satisfying itself that these and culture are aligned on an ongoing basis.

1.2 Responsibility for the overall leadership and management of the Group and setting the Group's values and standards.

1.3 Ensuring the necessary resources are in place for the Group to meet its objectives and measure performance against them.

1.4 Assessing the basis on which the Group generates and preserves value over the long-term, and considering and addressing opportunities and risks to the future success of the business, the sustainability of the business model and how governance contributes to the delivery of strategy.

1.5 Approving and monitoring the Group's business plan, budget and forecasts and any material changes to them or any action which is materially inconsistent with them.

1.6 Overseeing the Group's operations, ensuring:

- competent and prudent management;
- sound planning;
- maintenance of sound management and internal control systems;
- adequate accounting and other records; and

1.7 Extending the Group's activities into new business or geographic areas.

1.8 Deciding to cease to operate all or any material part of the Group's business.

2. STRUCTURE, CAPITAL AND DIVIDENDS

2.1 Approving changes relating to the Group's capital structure and control structure, including reductions of capital, share issues (except under employee share plans), share buy backs, including the use of treasury shares.

2.2 Approving major changes to the Group's corporate structure, including, but not limited to acquisitions and disposals of shares which are material relative to the size of the Group (taking into account initial and deferred consideration) and the formation of any subsidiary undertaking.

2.3 Approving changes to the Group's management and control structure.

2.4 Approving changes to the Company's listing or its status as a plc.

2.5 Approving the dividend policy, declaring any interim dividend and recommending any final dividend.

2.6 Approving any proposed changes to the Company's articles of association.

3. FINANCIAL AND OTHER REPORTING

3.1 Establishing formal and transparent policies and procedures to satisfy itself on the integrity of financial and narrative statements.

3.2 Approving the Company's annual report and accounts and any preliminary announcements of final results.

3.3 Approving the Company's half-yearly financial report.

3.4 Presenting a fair, balanced and understandable assessment of the Company's position and prospects including stating, subject to advice from its Audit Committee that the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

3.5 Approving any significant changes in accounting policies or practices.

4. INTERNAL CONTROLS, RISK AND AUDIT

4.1 Overseeing the Risk and Audit Committees and ensuring maintenance of a sound system of internal control and risk management including:

(a) approving the Company/Group's risk appetite and associated risk appetite statement;

(b) approving an appropriate statement for inclusion in the annual report;

(c) approving procedures for the detection of fraud and the prevention of bribery;

(d) embedding and maintaining throughout the Group a positive and proactive risk management culture;

(e) receiving reports on, and reviewing the effectiveness of, the Group's risk and internal control processes to support its strategy and objectives; and

(f) considering the outcome of the annual review of the effectiveness of the Group's risk management and internal control systems. 4.2 Upon recommendations from the Audit Committee, putting forward to shareholders resolutions to appoint, reappoint or remove the external auditor.

5. CONTRACTS INCLUDING BORROWING AND EXPENDITURE

5.1 Approving major capital projects that will, or are likely to have, a financial cost above £500,000 and oversight over execution and delivery.

5.2 Approving contracts which are either material strategically or by size that are entered into by the Group, for example bank borrowings above £500,000 and acquisitions or disposals of fixed assets (including intangible assets such as intellectual property) above £500,000.

5.3 Approving contracts of the Company or any subsidiary not in the ordinary course of business, for example loans and repayments.

5.4 Approving major investments including the acquisition or disposal of interests of more than three per cent in the voting shares of any company or the making of any takeover offer.

5.5 Approving the giving or entering into of any guarantee or indemnity to any third party (not being a subsidiary or a bank) in respect of any debt, liability or obligation of any subsidiary.

6. ENGAGEMENT AND COMMUNICATION

6.1 Ensuring effective engagement with, and participation from, shareholders and stakeholders, and keeping engagement mechanisms under review.

6.2 Understanding the views of the Company's key stakeholders including establishing a method, or methods, for engagement with the workforce.

6.3 Approving resolutions and corresponding documentation to be put to shareholders at general meetings.

6.4 Approving all circulars, prospectuses and listing particulars.

6.5 Approving press releases concerning material matters decided by the Board and other issues, taking into account the recommendations of the Disclosure Committee where appropriate.

7. BOARD MEMBERSHIP AND OTHER APPOINTMENTS

7.1 Overseeing the Nomination Committee which leads the process for appointments, ensures plans are in place for orderly succession to both the Board and senior management positions and overseeing the development of a diverse pipeline for succession.

7.2 Having considered the advice and/or recommendations of the Nomination Committee:

- making changes to the structure, size and composition of the Board, and making all appointments to the Board (including appointing the chair and the chief executive and appointing one of the independent directors as the senior independent director) taking into account, among other things, other demands on director's time;
- approving and adopting the diversity and inclusion policy that will apply to the Board and across the Group generally;
- identifying, managing and where appropriate authorising conflicts of interest where permitted by the Company's articles of incorporation;

- deciding on and making changes to the membership and chair of each Board committee, in consultation with the existing chair where appropriate;
- considering and deciding on the independence of non-executive directors;
- facilitating succession planning and plans for the Board and senior management;
- facilitating and acting on the formal and rigorous annual evaluation of the performance of the Board, its committees, the chair and individual directors;
- considering and deciding upon 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 the AGM and otherwise as appropriate;
- considering and deciding upon 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 the Company; and
- considering and deciding upon the appointment or removal of the Company secretary.

7.3 Appointing and removing directors to boards of subsidiaries.

8. REMUNERATION

8.1 Overseeing the Remuneration Committee which has delegated responsibility for recommending to the Board, unless required otherwise by law or regulation, the policy on executive remuneration, for setting remuneration for the chair, executive directors and senior management, and for reviewing workforce remuneration, related policies and alignment of incentives and rewards with culture and taking these into account when setting executive director remuneration policy.

8.2 Having considered the advice and/or recommendations of the Remuneration Committee, establishing a formal and transparent policy on director remuneration.

8.3 Determining the remuneration of the non-executive directors (other than the chair), subject to the articles of association.

8.4 Having considered the advice and/or recommendations of the Remuneration Committee, introducing share incentive plans or making changes to existing plans to be put to shareholders for approval.

9. BOARD COMMITTEES AND OTHER DELEGATION OF AUTHORITY

9.1 Approving the division of responsibilities between, and delegated levels of authority for, the chair, the chief executive officer, senior independent director, the Board and its committees; and any related written statement.

9.2 Establishing Board committees and approving their terms of reference, and material changes to them.

9.3 Receiving reports and recommendations from Board committees.

10. OTHER MATTERS

10.1 Regularly reviewing the Group's overall corporate governance arrangements. 10.2 Approval of such Group policies as the Board considers appropriate.

10.3 Approving the making of political donations.

10.4 Approving the appointment of the Group's principal professional advisers.

10.5 Approving the prosecution, commencement, defence or settlement of litigation or an alternative dispute resolution mechanism being £500,000 or otherwise material to the interests of the Group.

10.6 Approval of the overall levels of insurance including directors' & officers' liability insurance and of any indemnification given by the Company to directors and officers.

10.7 Approving major changes to the rules of the Group's pension scheme, or changes of trustees or, when this is subject to the approval of the Company, changes in the fund management arrangements.

10.8 Deciding on matters likely to have a material impact on the Company or Group from any perspective, including, but not limited to, financial, operational, strategic or reputational matters.

10.9 Considering and approving any other matters that are for the decision of the Board by virtue of applicable law or regulation or pursuant to accepted best practice or under the articles of association.

10.10 Periodically reviewing and approving any changes to this list of matters reserved for Board decisions.