

Matters Reserved for the Board

The Board of Premier Miton Group plc (the 'Company') has determined that the following matters are specifically reserved for their decision. The 'Group' shall mean the Company and its subsidiaries.

1. Strategy and management

- 1.1 Approval of any decisions affecting the future development and business prospects of the Group.
- 1.2 Approval of the Group's long-term objectives and commercial strategy and policies.
- 1.3 Acquisition, disposal or restructuring of any part of the business.
- 1.4 Expansion of Group activities into new business areas or territories where the terms are material to the business.
- 1.5 Any decision to cease to operate in any material part of the Group's business.
- 1.6 Approval of the annual operating and capital expenditure budgets and any material changes to them.
- 1.7 Oversight of the Group's operations ensuring:
 - a) competent and prudent management;
 - b) sound planning;
 - c) an adequate system of internal control;
 - d) adequate accounting and other records; and
 - e) compliance with statutory and regulatory obligations.

2. Structure and capital

- 2.1 Changes to the Group's capital structure.
- 2.2 Major changes to the Group's corporate structure.
- 2.3 Changes to the Group's management and control structure.
- 2.4 Any changes to the Company's listing on AIM or its status as a plc.

3. Stock Exchange

- 3.1 Approval of all circulars and listing particulars.
- 3.2 Any matter which requires the Company to publish results or issue a regulatory announcement.

4. Communications

- 4.1 Approval of resolutions and related documentation to be put forward to shareholders at general meeting.
- 4.2 Approval of press releases concerning matters decided by the Board.

5. Companies Act 2006 Requirements

- 5.1 Approval of interim and final financial statements.
- 5.2 Approval of the Annual Report.
- 5.3 Declaration of interim dividends and recommendation of the final dividend.

- 5.4 Appointment or removal of the company secretary.
- 5.5 Appointment, reappointment, or removal of the external auditor to be put to shareholders for approval, at the recommendation of the Audit and Risk Committee.
- 5.6 Remuneration of the auditors (where, as is usual, shareholders have delegated this power to the Board).
- 5.7 Resolutions and accompanying documentation to be put to shareholders at general meeting.

6. Financial controls and reporting

- 6.1 Approval of the dividend policy.
- 6.2 Approval of any significant changes in accounting policies or practices.
- 6.3 Approval of the annual budget.
- 6.4 Approval of any treasury policies (including foreign exchange exposures), lending or borrowing outside the treasury policies and any changes to borrowing facilities.

7. Operations, risk management and internal controls

- 7.1 Oversight and review of risk management and internal controls, determining the appropriate level of risk exposure for the Group.
- 7.2 Any substantive change to the risk appetite or framework.
- 7.3 Changes to the Group's internal control structure.
- 7.4 Approval of the Group's regulatory capital adequacy.
- 7.5 Oversight of Group ESG and climate related risks and opportunities.
- 7.6 Approving appropriate statements as regards operations, risk management and internal controls for inclusion in the Annual Report.

8. Contracts

- 8.1 Approval of the appointment of the Group's principal professional advisers.
- 8.2 Approval of all material contracts and any contracts not in the ordinary course of business.
- 8.3 Approval of major investments, including the acquisition or disposal of interests of more than 5 percent in the voting shares of any company or the making of any takeover offer.
- 8.4 Any property lease or acquisition.

9. Remuneration

- 9.1 Determining the remuneration policy for the Chairman, Executive Directors, and senior employees.
- 9.2 Determining the remuneration of the Non-Executive Directors.
- 9.3 Oversight and approval of remuneration of Group employees.
- 9.4 The introduction of any new share schemes or long-term incentive scheme.
- 9.5 Changes in the rules of existing employee share schemes.
- 9.6 The allocation and grant of employee share options.
- 9.7 Major changes to the rules of the Group's pension scheme, or changes of trustees.

10. Board membership and other appointments

- 10.1 Responsibility for leadership and setting Group standards and values.
- 10.2 Board appointments and removals at the recommendations from the Nomination Committee.
- 10.3 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.
- 10.4 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.
- 10.5 Succession planning for the Board and senior management.
- 10.6 Appointment of the Senior Independent Director.
- 10.7 Review and approval of Executive Directors' external interests.
- 10.8 Appointments to subsidiary boards.

11. Corporate Governance

- 11.1 Setting the tone at the top, assessing and monitoring corporate culture against the agreed purpose, values and strategy.
- 11.2 Undertaking an annual evaluation of the performance of the Board.
- 11.3 Determining the independence of Directors.
- 11.4 Considering of the balance of interests between shareholders, employees, customers, and the community.
- 11.5 Receiving reports on the views of the Company's shareholders.

12. Delegation of authority

- 12.1 The division of responsibilities between the Chair and the Executive Directors.
- 12.2 Approval of Terms of Reference of Board committees.
- 12.3 This schedule of Matters Reserved for Board decisions and any amendments to it.

13. Litigation

- 13.1 Prosecution, defence, or settlement of litigation material to the interests of the Group.

14. Insurance

- 14.1 Approval of Group insurance arrangements, including approval of the overall levels of insurance for the Group, directors' and officers' liability insurance and indemnification of Directors.

15. Other matters

- 15.1 Formulation of policy regarding charitable donations.