

Gamma Communications plc

Matters Reserved for the Board

Adopted by the Board on 27 November 2024 and revised on 10 April 2025

This document sets out those powers reserved for the board of directors of the Company (the “Board”) and not delegated to the Company’s executive directors. The Board may, however, appoint committees as it thinks fit to exercise certain of its powers. Specific areas of delegation are set out in the terms of reference of the relevant committee, which will show whether the committee is authorised to decide a particular matter, or only to recommend back to the Board.

Strategy and Management

1. Responsible for the overall leadership of the Company and approval of the Company’s purpose, values, culture and standards.
2. Approval of the Group’s long-term objectives and commercial strategic aims.
3. Approval of the annual operating and capital expenditure budgets, the Group financial plan and any plans developed in connection with refinancing, and any material changes to them.
4. Oversight of the Group’s operations ensuring:
 - Competent and prudent management;
 - Sound planning;
 - An adequate system of internal control and risk management and its maintenance;
 - Adequate accounting and other records;
 - Compliance with statutory and regulatory obligations.
5. Review of performance in the light of the Group’s strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
6. Assessment of the basis on which the Group generates and preserves value long-term and review of description in the Company’s annual report of how the Board has dealt with opportunities and risks, the sustainability of the Group’s business model and how the Company’s governance contributes to the delivery of its strategy.
7. Approval of any significant extension of the Group’s activities into new business or geographic areas.
8. Any decision to cease to operate all or any material part of the Group’s business.

Structure and Capital

1. Changes relating to the Group’s capital structure including reduction of capital, share issues (except under employee share plans) and share buy backs, or material changes to the company’s level of debt.
2. Major changes to the Group’s corporate structure.
3. Changes to the Group’s management and control structure.
4. Any changes to the Company’s listing or its status as a PLC.
5. Acceptance of any banking debt facilities.
6. Authorise calls on, or forfeiture of, shares.
7. Approval of the issue to third parties of debenture or loan stocks, bonds and other paper programmes, delegating authority, as appropriate, to finalise details.

Financial Reporting and Controls

1. Establish, maintain, monitor and review formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions.
2. Approval of the half-yearly report, interim management statements, any preliminary announcement of the final results and any other trading update, ensuring a presentation of a fair, balanced and understandable assessment of the Group's position and prospects.
3. Approval of the Annual Report and Accounts, including the Corporate Governance statement and Directors' Remuneration report.
4. Approval of the dividend policy.
5. Declaration of the interim dividend and recommendation of the final dividend.
6. Approval of the accounting policies and practices (including any significant changes thereto) to be applied and adopted in the preparation of the Group's financial statements, and to receive any proposed qualification to the accounts.
7. Approval of treasury policies, including foreign currency exposure, interest rate exposure and the use of financial derivatives.
8. Approval of unbudgeted capital or operational expenses outside pre-determined tolerances:
 - Capex – such that annual Capex outturn would exceed budget by a percentage to be agreed each year at the time the budget is reviewed;
 - Opex – where a new and unbudgeted operational expense would cause the Company's financial KPI commitments to be missed.
9. Approval in principle of the granting of security over any Group asset, the entering into of loan facilities, debt factoring, sale and leaseback arrangements and contracts for derivatives, in each case with third parties, delegating authority, as appropriate, to finalise details.
10. Approval of, at least annually, proposed credit limits for the placing of deposits with individual financial institutions.
11. Approval of the Tax Strategy.

Internal Controls

1. Establishing and ensuring maintenance of a sound system of internal control and risk management including:
 - Approval of the Company's risk appetite statements;
 - Oversight and monitoring of the risk management and internal control framework and systems;
 - Assessing the Principal and Emerging risks facing the Company, and how they are managed and mitigated;
 - Receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategic aims and objectives;
 - Undertaking an annual assessment of these processes;
 - Approving procedures for the detection of fraud and the prevention of bribery; and
 - Approving an appropriate statement for inclusion in the Annual Report.

There should be a statement from the Executive Directors to the Board providing "Management assurance on the state of System of Risk Management and Internal Controls", in conjunction with the approval of the Annual Report and Accounts.

Contracts

1. Approval of major capital contracts and oversight of execution and delivery:
 - Any programme or project involving total capital, non-recurring or net annualised recurring current expenditure in excess of £1 million.
2. Approval of contracts which are material strategically or by reason of size or by reason of tenure which create a materially perceived increase in risk for the Group, entered into by the company or a subsidiary in the ordinary course of business, for example bank borrowings and significant acquisitions or disposals of fixed assets. This includes contracts with liability caps above £15m or with unlimited liability, or which give indemnities capped above £5m or uncapped, unless the liability or indemnity relates solely to events which are entirely within the control of the Company or are considered to be very low risk, or where the liability limit and/or indemnity structure and level is industry-standard.
3. Approval of any strategic project that falls outside the day to day activities of the Group that forms a key part of the Group's strategy or constitutes a change in strategic direction for the Group.
4. Approval of any other contract to be entered into by a Group company that is not designated a strategic project, that is not in the ordinary course of business and where the value of which is over £3m.
5. Major investments, including the acquisition or disposal of interests in the voting shares of any company or the making of any takeover offer.

Communication

1. Ensuring a satisfactory ongoing dialogue with shareholders and other stakeholders based on the mutual understanding of objectives.
2. Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
3. Approval of all circulars, prospectuses and listing particulars.
4. Approval of press releases concerning matters decided by the Board.
5. Approval of mechanisms by which the Board will engage with the workforce in accordance with the recommendations of the UK Corporate Governance Code and/or explaining what alternative arrangements are in place and why they are considered effective.
6. Approval of disclosures required to be published outside the annual report and accounts, including the Modern Slavery and supply chain statement, tax strategy statement, gender pay gap reports and payment practices reports including the delegation of these approvals to other committees or Board roles as appropriate.

Board Membership & Other Appointments

1. Changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee.
2. Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the company and the Board.
3. Appointments to the Board, following recommendations by the Nomination Committee.
4. Selection of the Chair of the Board and the Chief Executive Officer.
5. Appointment of the Senior Independent Director.
6. Membership and Chairs of Board Committees following recommendations from the Nomination Committee.
7. 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.

8. 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 agreement.
9. Appointment or removal of the Company Secretary.
10. Appointment, reappointment (and the terms of engagement) or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the Audit Committee.
11. Approval of the change to the remuneration or terms of employment of those senior executives who are LTIP participants.

Remuneration

1. On the recommendation of the Remuneration Committee, determining the remuneration policy for the Directors, Company Secretary and other senior executives.
2. Setting annual bonus plan performance goals for senior executives.
3. Determining the remuneration of the Non-Executive Directors, subject to the Articles of Association and shareholder approval as appropriate.
4. The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.
5. Approval of individual share awards to be made under the terms of the LTIP (including Restricted Share Awards ("RSA")) or CSOP plans and general allocations under the terms of the company SIP and SAYE.
6. Approval of performance goals related to LTIP or CSOP awards.

Delegation of Authority

1. The division of responsibilities between the Chair, the Chief Executive Officer and other Executive Director(s), which should be clearly established, set out in writing, and agreed by the board.
2. Establishing board committees and approving their terms of reference, and approving material changes thereto.
3. Receiving reports from Board committees on their activities.
4. Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing) (*key thresholds shown elsewhere in the document*).

Corporate Governance Matters

1. Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
2. Determining the independence of non-executive directors in light of their character, judgment and relationships.
3. Consider the balance of interests between shareholders, employees, customers and the community.
4. Review of the Group's overall corporate governance arrangements.
5. Receiving reports on the views of the company's shareholders.
6. Authorising conflicts of interest where permitted by the Company's articles of association.
7. Approval of any proposed alteration to the articles of association, registered office or name of the Company (subject to shareholder approval where required).

Policies and Statements

1. Approval of Group policies, including but not limited to:
 - Anti-Bribery and Corruption Policy
 - Data Protection Policy
 - Environmental Management Policy
 - Equality, Diversity & Inclusion Policy
 - Ethical Conduct Policy
 - Information Security Policy
 - Modern Slavery and Human Trafficking Statement
 - Political Contributions Policy
 - Political Lobbying Policy
 - Risk Management Policy
 - Share Dealing Code and Policy
 - UK-Ethical Procurement Policy
 - Whistleblowing Policy
 - Related Party Transaction Policy
 - Significant Transaction Policy
 - Strategic Projects Policy
2. Oversight of the Group M&A Policy and the Company's strategic aims, approach and compliance in respect of sustainability and climate change, including the approval of material environmental targets including in respect of achievement of net zero emissions.

Other

1. The making of political donations.
2. Approval of the appointment of the Group's principal professional advisers; including the external auditors, stockbrokers and corporate communication advisers.
3. Prosecution, defence or settlement of litigation, or an alternative dispute resolution mechanism, involving above £3 million or being otherwise material to the interests of the Group.
4. Approval of the overall levels of insurance for the Group including Directors' & Officers' Liability insurance and indemnification of directors.
5. Any decision likely to have a material impact on the company or group from any perspective, including, but not limited to, financial, operational, strategic or reputational.
6. Review at least annually this schedule of Matters Reserved for Board decisions.
7. Receive and review at least annually reports on health, safety and environment and insurance matters, and any material litigation affecting the Company or its subsidiaries.
8. Approval of transactions with Directors and other related parties.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Group.
