

## Collins Stewart Hawkpoint plc (“the Company”)

### Schedule of matters reserved for the board

#### 1 Strategy and management

- 1.1 Responsibility for the overall management of the Company and its subsidiaries.
- 1.2 Approval of the group’s long-term objectives and commercial strategy.
- 1.3 Approval of the annual budget and any material changes to it.
- 1.4 Extension of the group’s activities into new business or geographic areas.
- 1.5 Any decision to cease to operate all or any material part of the group’s business.

#### 2 Structure and capital

- 2.1 Changes relating to the group’s capital structure including reduction of capital, share issues (except under employee share plans), share buy backs including the use of treasury shares.
- 2.2 Major changes to the group’s corporate structure.
- 2.3 Any changes to the company’s listing or its status as a plc.

#### 3 Financial reporting and controls

- 3.1 Approval of the half-yearly report, interim management statements and any preliminary announcement of the final results.
- 3.2 Approval of the annual report and accounts, including the Corporate Governance Report and Report on Directors’ Remuneration.
- 3.3 Approval of the dividend policy.
- 3.4 Declaration of the interim dividend and recommendation of the final dividend.
- 3.5 Approval of any significant changes in accounting policies or practices.
- 3.6 Approval of treasury policies including foreign currency exposure and the use of financial derivatives.
- 3.7 Undertaking an annual assessment of the group’s risk and control processes and approving an appropriate statement for inclusion in the annual report.
- 3.8 Risk Management strategy and overall trading limits.
- 3.9 Changes to the accounting reference date.
- 3.10 The appointment of auditors to group companies and recommendations to shareholders regarding the appointment of auditors to the Company.

#### 4 Contracts

- 4.1 Capital projects with budgets exceeding £500,000.
- 4.2 Contracts which are material strategically or with a contractual commitment in excess of £500,000 entered into by the company or any subsidiary.
- 4.3 Underwriting agreements in the ordinary course of business where the Company explicitly undertakes market or credit risk exposure where the maximum potential loss is £10 million or greater.
- 4.4 Underwriting exposures in the ordinary course of business where the maximum potential loss is £100m or greater but where placing commitments or indications have been received in respect of the whole exposure.
- 4.5 Acquisition or disposal of interests of more than five percent in the voting shares of any company.
- 4.6 Disposal of any assets other than in the normal course of business with a book or realisable value in excess of £500,000.

- 4.7 Acquisition and disposal of investments (excluding trading assets) with a book or realisable value in excess of £500,000.
- 4.8 Entering into formal discussions with the intention of making a takeover offer for any company.
- 4.9 Considering or responding to any formal offer for all or part of the issued share capital of the Company or any material part of the Company.
- 4.10 Entering into formal discussions with the intention of creating a Joint Venture or Partnership.
- 4.11 Authorisation of situations in which a director has, or may have an interest that conflicts, or may conflict, with the interests of the Company, any group company or the interest of a client, and determination of any terms or conditions that attach to such authorisation.

## **5 Borrowing and guarantees**

- 5.1 Approval of bank facilities provided to the Company or any group company that provide credit facilities in excess of £500,000.
- 5.2 Borrowing moneys (other than by way of agreed facilities) or accepting credit (other than normal trade credit).
- 5.3 Committing the Company to any guarantee or indemnity for the performance of a subsidiary or associate
- 5.4 Entering into any guarantee or indemnity or contract of suretyship for or otherwise committing a Group company in respect of the performance of any contract, engagement or obligation of any person or body other than a Group Company.
- 5.5 Authorising a mortgage or charge over the whole or any part of the Group's undertakings other than charges relating solely to settlement and clearing facilities used in the ordinary course of business.

## **6 Communication**

- 6.1 Approval of resolutions and corresponding documentation to be put forward to shareholders of the Company at a general meeting.
- 6.2 Approval of all circulars, notices to shareholders, prospectuses and listing particulars relating to the Company.
- 6.3 Approval of press releases and releases to Regulatory Information Services relating to the Company or otherwise concerning matters decided by the board.

## **7 Board membership and other appointments**

- 7.1 Changes to the structure, size and composition of the board, including:
- Appointments to the board;
  - Selection of the chairman of the board and the chief executive; and
  - Appointment of the senior independent director
- following recommendations from the nomination committee.
- 7.2 Ensuring adequate succession planning for the board and senior management.
- 7.3 Membership and chairmanship of board committees.
- 7.4 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.
- 7.5 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.
- 7.6 Undertaking formal reviews of the board's own performance and that of its committees and individual directors.
- 7.7 Determining the independence of directors.
- 7.8 Appointment or removal of the company secretary.
- 7.9 Appointment or removal of the Company's auditor and determining their remuneration, including proposals to be put to shareholders for approval where necessary, following the recommendation of the audit committee.
- 7.10 Appointment or removal of the auditor of subsidiary companies.

## 8 Remuneration

- 8.1 Determining the remuneration policy of the Company.
- 8.2 \* Determining the remuneration of the Chairman, executive directors and other senior executives.
- 8.3 Determining the remuneration of the non-executive directors.
- 8.4 Adoption of, or significant changes to, any share-based incentive plans, subject to shareholders' approval where required.
- 8.5 \* The grant of awards under any share-based incentive plan.
- 8.6 Adoption of, or significant changes to, any group pension scheme.

## 9 Delegation of authority

- 9.1 The division of responsibilities between the chairman and the chief executive.
- 9.2 Approval of terms of reference of board committees.
- 9.3 Approval of authority delegated to boards of subsidiary companies and senior management.

## 10 Other

- 10.1 The making of political donations.
- 10.2 The making of charitable donations in excess of £10,000.
- 10.3 Approval of the Health and Safety policy.
- 10.4 Approval of the Social, Ethical and Environmental Policy.
- 10.5 Approval of the appointment of the group's principal professional advisers.
- 10.6 Prosecution, defence or settlement of litigation involving claims and/or costs exceeding £500,000 or being otherwise material to the interests of the group through reputational or other risk.
- 10.7 Approval of the overall levels of insurance for the group including directors' & officers' liability insurance and indemnification of directors.
- 10.8 This schedule of matters reserved for board decisions.

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\* This matter is normally delegated to the Remuneration Committee.