



**Matters Reserved For Board Approval**



## Matters specifically reserved for decision by the full board

### 1 STRATEGY AND MANAGEMENT

- 1.1 Responsibility for the overall leadership of BSD Crown Ltd. (the “**Company**”) and the setting of the Company’s values and standards.
- 1.2 Approval of the wider Company’s group (the “**Group**”) strategic aims and objectives.
- 1.3 Approvals of the Company’s annual operating and capital expenditure budgets and any material changes to them, as proposed by the Audit Committee.
- 1.4 Oversight of the Group’s operations, directly or by approving board of directors (the “**Board**”) sub-committee proposals, in order to ensure:
  - (a) competent and prudent management;
  - (b) sound planning;
  - (c) maintenance of sound management and internal control systems;
  - (d) adequate accounting and other records; and
  - (e) compliance with applicable statutory and regulatory obligations.
- 1.5 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.
- 1.6 Extension of the Group’s activities into new business or geographic areas.
- 1.7 Any decision to cease to operate all or any material part of the Group’s business.
- 1.8 The Board shall meet at regular intervals to deal with routine matters, at other times as determined by its chairman, in consultation with the Company secretary and, in any event, not less than four times in each financial year.

### 2 STRUCTURE AND CAPITAL

- 2.1 Changes relating to the Group’s capital structure including reduction of capital, issuance of debentures, share issues (except under employee share plans, where applicable) and share buy backs including the use of treasury shares.
- 2.2 Major changes to the Group’s corporate structure, including, but not limited to recommendation regarding special tender offers and acquisitions and disposals of



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shares which are material relative to the size of the Group (taking into account initial and deferred consideration).

2.3 Changes to the Group's management and control structure.

2.4 Any changes to the Company's listing or its status.

### 3 **FINANCIAL REPORTING AND CONTROLS**

3.1 Approval of the quarterly, half-yearly and annual financial reports, any other interim financial and management statements of the Company as well as any preliminary announcements of final results, each, where applicable, as proposed by the Audit Committee or the Audit Committee sitting as the Financial Oversight Committee of the Company.

3.2 Approval of the annual report and accounts, including the corporate governance statement and directors' remuneration report, where applicable, as proposed by the Audit Committee, the Audit Committee sitting as the Financial Oversight Committee, the Remuneration Committee or the Nominations Committee of the Company.

3.3 Approval of any dividend policy and the declaration of any interim dividend and final dividend.

3.4 Approval of any significant changes in accounting policies or practices, as proposed by the Audit Committee or the Audit Committee sitting as the Financial Oversight Committee of the Company.

3.5 Approval of treasury policies including foreign currency exposure and the use of financial derivatives as proposed by the Audit Committee, acting in accordance with the Company's Treasury Policy.

3.6 Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances, if any).

3.7 Assessment of the financial situation of the Company and approval of the Company's credit line, if any.

### 4 **INTERNAL CONTROLS AND RISK MANAGEMENT**

Ensuring maintenance of a sound system of internal control and risk management including:

(a) approving the Company/Group's risk appetite statements;



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- (b) receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives, including by reference to a risk register to be maintained by the Company's secretary;
- (c) receiving reports, ad hoc, when the status of a Company or Group risk arises or increases in severity, where a risk is materially breached, as well as the measures being taken to mitigate and/or indemnify such risks or breaches thereof;
- (d) approving procedures for the detection of fraud, financial crime and the prevention of bribery;
- (e) undertaking an annual assessment of these processes, including consideration of the need to establish a specific risk committee, should the risks of the Group change so as to warrant such committee's establishment;
- (f) review of the Company's procedures for detecting fraud and preventing bribery; and
- (g) approving an appropriate statement for inclusion in the annual report.

## 5 **CONTRACTS**

5.1 Approval of major capital projects.

5.2 Contracts which, being contracts in the ordinary course of business, are material, strategically or by reason of size, entered into by the Company or, in the case of a subsidiary, recommendations for approval, for example any contract valued at 5% or more of the total assets of the Company calculated on a consolidated basis.

5.3 Contracts of the company or any subsidiary not in the ordinary course of business, for example any contract valued at 2% or more of the total assets of the Company calculated on a consolidated basis.

5.4 Major investments including the acquisition or disposal of interests of more than 3% in the voting shares of any company or the making of any takeover offer.

## 6 **COMMUNICATION**

6.1 Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.



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- 6.2 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.3 Approval of all circulars, prospectuses and listing particulars.
- 6.4 Approval of press releases concerning matters decided by the board.

### 7 **BOARD MEMBERSHIP AND OTHER APPOINTMENTS**

- 7.1 Provide recommendations to the shareholders of the Company on changes to the structure, size and composition of the board, following recommendations from the Company's Nomination Committee and subject to the Company's articles of association.
- 7.2 Determine the number of directors of the Board who must have financial and accounting expertise.
- 7.3 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 on the Board.
- 7.4 Provide recommendations to the shareholders of the Company on appointments to the Board, following recommendations by the Company's Nomination Committee.
- 7.5 Appointment and dismissal of the chairman of the Board and the Company's chief executive officer.
- 7.6 Membership and chairmanship of Board committees following recommendations from the Company's Nomination Committee.
- 7.7 Recommendations regarding 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 Company's annual general meeting and otherwise as appropriate.
- 7.8 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 contract.
- 7.9 Appointment or removal of the Company secretary.
- 7.10 Recommendations regarding the appointment, reappointment or removal of the Company's external auditor to be put to shareholders for approval in general meeting,



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following the recommendation of the Company's Financial Oversight Committee and Audit Committee, as applicable.

- 7.11 Recommendation regarding the appointments to the boards of directors of the Company's subsidiaries.

### 8 REMUNERATION

- 8.1 Approving the remuneration policy for the directors, company secretary and other senior executives, following recommendations of the Company's Remuneration Committee.
- 8.2 Approving the remuneration of the non-executive directors, following recommendations of the Company's Remuneration Committee and subject to the articles of association and shareholder approval as appropriate.
- 8.3 The introduction of new share incentive plans or major changes to any such plans that have previously been approved, to be put to shareholders for approval.

### 9 DELEGATION OF AUTHORITY

- 9.1 The division of responsibilities between the Board's chairman, the Company's chief executive officer and other executive directors, which should be clearly established, set out in writing and agreed by the Board.
- 9.2 Approval of the delegated levels of authority, including the Company's chief executive officer's authority limits (which must be in writing).
- 9.3 Establishing Board committees, approving their terms of reference and approving material changes to such terms of reference, in accordance with applicable laws.
- 9.4 Receiving reports from Board committees on their activities.

### 10 CORPORATE GOVERNANCE MATTERS

- 10.1 Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
- 10.2 Regularly reviewing the independence of non-executive directors in light of their character, judgment and relationships.
- 10.3 Considering the balance of interests between shareholders, employees, customers and the community.



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- 10.4 Review of the group's overall corporate governance arrangements.
- 10.5 Receiving reports on the views of the company's shareholders to ensure that they are communicated to the Board as a whole.
- 10.6 Authorising conflicts of interest where permitted by the Company's articles of association.
- 11 **POLICIES**
- Approval of policies, including:
- (a) Code of Business Conduct and Ethics (including the Company's Whistle-blowing Policy);
  - (b) Insider Trading Policy;
  - (c) Anti-Corruption Policy;
  - (d) Directors; Independence and Conflict of interest Policy;
  - (e) Accounting Policy;
  - (f) Treasury Policy; and
  - (g) Announcement Policy including procedures for the release of price-sensitive information.
- 12 **OTHER**
- 12.1 The making of political donations.
- 12.2 Approval of the appointment of the Group's principal professional advisers.
- 12.3 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism which are material, strategically or by reason of size, for example, any amount valued at 5% or more of the total assets of the Company calculated on a consolidated basis.
- 12.4 Approval of the overall levels of insurance for the Group including directors' & officers' liability insurance and indemnification of directors.



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- 12.5 Major changes to the rules of any Group pension scheme, or changes of trustees or fund management arrangements, as applicable.
- 12.6 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.
- 12.7 This schedule of matters reserved for board decisions.