

# **ARBUTHNOT BANKING GROUP PLC**

## **Schedule of Matters Reserved to the Group Board** **Approved by the Board on 29 November 2018**

- A. Companies Act Requirements
1. Approval of Interim and Final Financial Statements.
  2. Approval of the Interim Dividend and recommendation of the Final Dividend.
  3. Approval of any significant changes in Accounting Policies or Practices.
  4. Appointment or removal of the Company Secretary.
  5. Remuneration of the Auditors and the appointment or removal of Auditors, following recommendations from the Audit Committee.
  6. Resolutions and corresponding documentation to be put forward to shareholders at a General Meeting.
- B. UK Listing Authority/Alternative Investment Market
7. Approval of all Circulars and any Listing Particulars.
  8. Approval of Press Releases concerning matters decided by the Board.
- C. Board Membership and Board Committees
9. Board Appointments and Removals, usually following recommendations from the Nomination Committee.
  10. Any terms of reference for the Chairman and Executive and Non-Executive Directors.
  11. Terms of reference and membership of Board Committees, including Audit, Nomination, Remuneration and Political Donations Committees.
- D. Management
12. Approval of the Group's long-term objectives and Commercial Strategy, taking into account related risks.
  13. Approval of the annual operating and capital expenditure Budgets.
  14. Any change in Capital Structure or status as a Public Limited Company.
  15. Any change to the Group's Legal Structure.
  16. Ensuring a sound system of internal control.
  17. Financial terms and conditions applicable to Directors are delegated to the Remuneration Committee.

E. Miscellaneous

18. Major Capital Projects.
19. Risk Management Strategy.
20. Consolidated Exposures Policy.
21. Major Investments and Acquisitions or Disposals.
22. Overall review of Corporate Governance.
23. Review of material changes to the key policy documents and any other document(s) as requested by any Director from time to time.