



Wickes Group plc

Responsibilities of the plc Board and Matters Reserved to the plc Board

This document sets out the role and responsibilities of the plc Board in accordance with the UK Corporate Governance Code. The responsibilities of the Board include adhering to a formal schedule of matters reserved for the decision of the plc Board. Only the Board may change any of these provisions.

Role of the Board

The role of the plc Board is to be effective and entrepreneurial and to promote the sustainable success of the Company, with regard to the:

- likely long-term consequences of decisions;
- interests of the Company's employees;
- need to foster business relationships with suppliers, customers and others;
- impact of the Company's operations on the community and the environment;
- desirability of maintaining a reputation for high standards of business conduct; and
- need to act fairly between the Company's shareholders.

The plc Board, led by the Chair of the Board, takes responsibility for the overall leadership of the Company.

Matters Reserved to the plc Board

The following matters are specific responsibilities of the plc Board and are reserved for the decision of the plc Board.

Strategy, management and structure

- Responsibility for the overall leadership of the Group and the setting and ongoing review of the Company's culture, values and standards.
- Approval and ongoing review of the Group's strategy.
- Oversight of the Group's operations and review of the Company's performance.
- Approval of significant changes relating to the Group's capital or corporate structure or its share listing.
- Approval of changes to the Group's management and control structure.
- Approval of business acquisitions, mergers, joint ventures, investments or extensions of the Group's activities into new business or geographic areas.
- Approval of business or investment disposals, or decisions to cease to operate, the whole or part of any wholly owned activities.

Financial

- Approval and ongoing review of the annual budget and capital plan.
- Approval of capital expenditure in excess of £5 million.
- Approval of capital asset disposals in excess of £5 million (higher of disposal proceeds or NBV).
- Approval of new leases, lease renewals and regears in excess of £5 million or where the lease term is greater than 15 years.
- Approval of funding strategy, banking arrangements, tax policy and treasury policy (including foreign exchange, hedging and derivative exposures).
- Approval of the dividend policy, declaration of the interim dividend and recommendation of the final dividend.
- Approval of any transaction classified by the Listing Rules as a related party transaction or a class transaction.

Financial reporting and controls

- Approval of the annual report and accounts, interim and preliminary results statements and trading statements.
- Ensuring maintenance of sound risk management and internal control systems.
- Approval of any significant changes in accounting policies or practices following recommendations from the Audit Committee.

Contracts and agreements

- Approval of contracts of the Company or any subsidiary not in the ordinary course of business.
- Approval of contracts that are within the ordinary course of business but are material strategically.
- Approval of PLC guarantees.
- Approval of change of control provisions in contracts with an annual value in excess of £1 million.

Communications

- Approval of resolutions and corresponding documentation to be proposed in General Meeting.
- Approval of all non-routine circulars, prospectuses and listing particulars.
- Approval of press releases concerning matters decided by the Board.
- Approval of processes for ensuring a satisfactory dialogue with shareholders and other stakeholders and receiving reports on their views.

Board membership, Board committees and other appointments

- Ensuring adequate succession planning for the Board and senior management.
- Approval of changes to the structure, size and composition of the Board, following recommendations from the Nominations Committee.
- Approval of Board appointments, continuations in office and removal of directors, following recommendations from the Nominations Committee.
- Approval of new external appointments to be undertaken by any director.
- Membership and chairpersonship of Board committees.
- Appointment or removal of the Company Secretary.
- Approval for the appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the Audit Committee.

Remuneration

- Determining the remuneration policy for the directors, Company Secretary and other senior executives following recommendations from the Remuneration Committee.
- The remuneration of non-executive directors, subject to the Company's articles of association and shareholder approval as appropriate.
- Approval of the introduction of new share incentive plans and major changes to existing plans requiring shareholder approval.
- Approval of major changes to the arrangements for Company pension schemes.

Delegation of authority

- Approval of the division of responsibilities between the Chair of the Board, Chief Executive and Senior Independent Director.
- Approval of terms of reference of Board Committees.
- Approval of the Group Delegation of Authority Policy.
- Receiving reports and recommendations from Board Committees.

Corporate governance

- Reviewing the Company's overall corporate governance arrangements, including compliance with the UK Corporate Governance Code.
- Carrying out a rigorous annual performance evaluation of the Board, its committees and individual directors including determining the independence of non-executive directors.
- Keeping engagement mechanisms with stakeholders under review and giving consideration to the balance of interests between different stakeholders in the Company.
- Ensuring effective workforce engagement mechanisms are in place across the business and kept under review to enable the Board to understand the views of the workforce
- Reviewing the adequacy and security of the Company's arrangements for concerns about possible wrongdoing to be raised in confidence.
- Approval of the conflicts of interest policy and authorisation of conflicts where appropriate and permitted by the Company's articles of association.
- Approving the Company's slavery and human trafficking statement under the Modern Slavery Act 2015 and any other statement required by law to be approved by the Board.

Policies

- Approval and oversight of the Group policy framework and approval of specific Group policies as determined by the Board including Confidential Information, Inside Information, Share Dealing, Anti-bribery & Corruption, Related Party Transactions, Significant Transactions and Whistleblowing policies and the Company's Code of Business Ethics.

Miscellaneous

- Appointment and termination of principal advisers to the Group.
- Prosecution, commencement, defence or settlement of litigation above £1 million or being otherwise material to the interests of the Group.
- Approval of the overall level of insurance including D&O insurance and indemnification of directors.
- The making of political donations.
- Any decision likely to have a material impact on the Company from any perspective including financial, operational, strategic or reputational.
- This schedule of matters reserved.

Approved by the Wickes Group plc Board on 25 January 2023