

# Osirium Technologies plc (the "Company")

## Schedule of matters reserved for Board decision

### **1 Strategy and management**

- 1.1 Responsibility for the overall leadership of the Company and setting the company's values and standards.
- 1.2 Approval of the Group's strategic aims and objectives.
- 1.3 Oversight of the Group's operations ensuring competent and prudent management; sound planning; maintenance of sound management and internal control systems; adequate accounting and other records; and compliance with statutory and regulatory obligations.
- 1.4 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.
- 1.5 Changes to the Group's management and control structure.

### **2 Structure and capital**

- 2.1 Any changes relating to the Group's capital structure including reduction of capital, share issues (except under employee share plans on the recommendation of the Remuneration Committee), and share buy backs.
- 2.2 Major changes to the Group's corporate structure, including, acquisitions, disposals of Group companies or any material part of the Group's business, and extension of the Group's activities into new business or geographic areas.
- 2.3 Any changes to the Company's AIM admission or its status as a public limited company.

### **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 statement and directors' remuneration report.
- 3.3 Approval of the dividend policy and declaration of any interim dividend and recommendation of any final dividend.
- 3.4 Approval of any significant changes in accounting policies or practices.
- 3.5 Approvals of the annual operating and capital expenditure budgets and any material changes to them.
- 3.6 Ensuring maintenance of a sound system of internal control and risk management including receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives.

### **4 Contracts**

- 4.1 Approval of major capital projects and investments.
- 4.2 Approval of contracts not in the ordinary course of business, for example loans/debt facilities, acquisitions or disposals.

### **5 Communication**

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

- 5.2 Approval of all shareholder circulars (and all resolutions to be put forward to shareholders), other public documents and press releases.

## **6 Board membership and other appointments**

- 6.1 Any changes to the structure, size and composition of the Company's Board and the boards of each other member of the Group to ensure an appropriate balance of skills and experience and any appropriate succession planning.
- 6.2 Selection of the chairman of the Board and the chief executive.
- 6.3 Appointment or removal of the company secretary.

## **7 Remuneration**

- 7.1 Determining the remuneration policy for the Company's officers and other senior executives on the recommendation of the Remuneration Committee.
- 7.2 The introduction of any new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

## **8 Delegation of authority**

- 8.1 Any change to the constitution and chairmanship of the Board's Remuneration and Audit committees and any changes to their terms of reference.
- 8.2 Receiving reports from Board committees on their activities and resolving any conflicts of interest that may arise or which are referred to the Board by any Board committee.

## **9 Corporate governance matters**

- 9.1 Undertaking an annual review of its own performance, that of its committees and individual directors, and the division of responsibilities to ensure an appropriate corporate governance structure.
- 9.2 Determining the independence of non-executive directors in light of their character, judgment and relationships.
- 9.3 Considering the balance of interests between shareholders, employees, customers and the community.
- 9.4 Authorising conflicts of interest where permitted by the Company's articles of association.

## **10 Policies**

- 10.1 Adoption and approval of changes to any Group policies including policies covering Share dealing code; Bribery prevention, Health and safety, Corporate social responsibility and Charitable donations.

## **11 Other**

- 11.1 The making of political donations.
- 11.2 Approval of the appointment of the Group's principal professional advisers.
- 11.3 Prosecution, commencement, defence or settlement of any and all litigation.
- 11.4 Approval of the overall levels of insurance for the Group including directors' & officers' liability insurance.
- 11.5 Any changes to the Group's pension arrangements for officers and employees.
- 11.6 This schedule of matters reserved for Board decisions.