

Close Brothers Group plc

Schedule of Matters Reserved for the Board

Approved by the Board on 24 July 2025

1. Overview

Certain matters are expressly reserved for the approval of the Board of Directors (the “**Board**”) of Close Brothers Group plc, as set out below. The Board delegates responsibility for certain other matters to one or more Committees of the Board or the Group Chief Executive Officer as it sees fit.

2. Role of the Board

The role of the Board is to provide entrepreneurial and effective leadership within a framework of prudent and effective controls to enable the assessment and management of risks. The Board is collectively responsible for ensuring that the company is appropriately managed, and for promoting its long-term sustainable success, thereby generating shareholder value and making a contribution to wider society.

The Board is responsible for the overall purpose, strategy, values and culture of the company, ensuring that the company has adequate resources to meet its objectives and to measure performance against such objectives. The Board promotes the desired culture, and ensures effective engagement with, and participation from, shareholders and other stakeholders.

The Board is responsible for managing the business of the company and, in doing so, may exercise all the powers of the company, subject to any relevant laws and regulations and to the Articles of Association.

In addition to its legal and statutory responsibilities, the Board reserves for its consideration and approval, the matters set out below:

3. Strategy and management

- 3.1 Responsibility for the overall strategic direction, control and management of the group and setting the group’s purpose, strategy and values ensuring a sustainable business model that takes into account all risks, including environmental, social and governance risks.
- 3.2 Approval of the group’s strategic aims and objectives.
- 3.3 Approval of the annual business plans and operating budgets and any material changes to them.
- 3.4 Monitor performance and seek assurance of competent and prudent management of operations in line with the group’s strategy (including the environmental, social and governance strategy), objectives, business plans and budgets and ensuring that any necessary corrective action is taken.

- 3.5 Any decision to cease to operate all or any material part of the group's business.
- 3.6 Approval of any material extension of the group's activities into new business or new geographic areas.
- 3.7 Ensuring that workforce policies and practices are consistent with the company's values and support long-term, sustainable success.

4. Culture and values

- 4.1 Establish the group's purpose, values and cultural direction.
- 4.2 Assess and monitor culture and how the desired culture has been embedded. Where appropriate, seek assurance that corrective action has been taken by management when this is not aligned.

5. Structure and capital

- 5.1 Changes relating to the group's capital structure including reduction of capital, share issues (except under employee share plans) and share buy backs.
- 5.2 Significant changes to the group's corporate structure, including any merger or creation, acquisition or disposal of any subsidiary or associated company, or of any significant business operation, or any other initiative which has significant strategic implications for the group.
- 5.3 Changes to the group's management and control structure.
- 5.4 Approval of any changes to the articles of association of the Company.
- 5.5 Changes to the company's listing or its status as a public limited company.
- 5.6 Review of current and forecast Funding, Liquidity and Capital reserves available to the group.
- 5.7 Significant changes relating to the group's debt structure.
- 5.8 The issuance of bonds or debt by the company.

6. Financial reporting and controls

- 6.1 Approval of the half-yearly report, preliminary announcement of final results, trading updates and any other formal announcement relating to the group's financial performance.
- 6.2 Approval of the annual report and accounts, including the strategic report, directors' report and the reports on corporate governance and directors' remuneration.
- 6.3 Approval of the publication of the annual Pillar 3 disclosures report.
- 6.4 Approval of any significant changes in accounting policies or practices.

- 6.5 Approval of the dividend policy, the payment of any interim dividend, the recommendation to shareholders at the annual general meeting of any final dividend, and any other distribution by the Company.

7. Internal controls and risk management

Ensuring a sound and effective risk management and internal control framework operate across the group including:

- 7.1 Ensuring the establishment of procedures to manage risk, oversee the internal control framework (including procedures for the detection of fraud and the prevention of bribery) and determine the nature and extent of the principal risks the group is willing to take to achieve its long-term strategic objectives.
- 7.2 Undertaking an annual assessment of the group's emerging and principal risks, including the procedures in place to identify emerging risks, and how these are managed and mitigated.
- 7.3 Approval of the group risk appetite statements.
- 7.4 Receiving reports on and reviewing the effectiveness of the group's risk management and internal control framework (covering all material controls including financial, reporting, operational and compliance controls), and, at least annually, carry out a review of their effectiveness.
- 7.5 Approving an appropriate statement of the assessments referred to in paragraphs 7.2 and 7.4. for inclusion in the annual report.
- 7.6 Following recommendations by the Board Risk Committee, approval of the Group's:
- Internal Capital Adequacy Assessment Process ("ICAAP").
 - Internal Liquidity Adequacy Assessment Process ("ILAAP").
 - Recovery Plan (following review at the Audit Committee)

and any other similar periodic re-assessments.

- 7.7 Approval and oversight of the Group Policy Framework, and the review and approval of individual group policies (including any material updates to those policies) which are overseen by the Board under the Group Policy Framework.

8. Transactions and expenditure

- 8.1 Transactions involving equity consideration (including goodwill) of £25 million or more.
- 8.2 Transactions which would increase or decrease the group's loan book by £250 million or more.
- 8.3 Class 1 transactions (as defined by the Listing Rules).
- 8.4 Related party transactions (as defined by the Listing Rules).
- 8.5 Any transactions involving the issue of shares in the company as consideration.
- 8.6 Certain expenditure, being:

- (a) Capital expenditure in excess of £5 million excluding VAT in aggregate for any specific vendor engagement or business case¹;
 - (b) Revenue expenditure above £5 million excluding VAT in aggregate for any specific vendor engagement or business case; and
 - (c) Investment expenditure² above £10 million excluding VAT in the form of finite duration investment programmes to support operational activities and initiatives.
- 8.7 Major investments including the acquisition or disposal of any interest of more than 3 percent in the voting shares of any listed company or the making of any takeover approach or offer.
- 8.8 Contracts which are material strategically or by reason of size, entered into by the company or any subsidiary in the ordinary course of business.
- 8.9 Contracts of the company or any subsidiary not in the ordinary course of business.

9. Stakeholder engagement

- 9.1 Ensuring regular engagement and a satisfactory dialogue with major shareholders based on the mutual understanding of objectives and ensuring that the Board has a clear understanding of shareholder views.
- 9.2 Undertaking appropriate engagement to understand the views of other stakeholders (including the workforce, regulators, customers and partners) and periodically reviewing the Group's stakeholder engagement mechanisms to ensure they remain effective.
- 9.3 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 9.4 Approval of all circulars, prospectuses and listing particulars.
- 9.5 Approval of regulatory press releases concerning matters decided by the Board.

10. Board membership and other appointments

- 10.1 Changes to the structure, size and composition of the Board, following recommendations from the Nomination and Governance Committee.
- 10.2 Ensuring adequate succession planning for the Board and senior management, following recommendations by the Nomination and Governance Committee.
- 10.3 Subject to recommendations from the Nomination and Governance Committee and the Remuneration Committee, approval of appointments to

¹ Rentals capital expenditure is excluded from sub paragraph 6.6(a), and shall instead be subject to approval in accordance with the Group Expenditure Approval Standards.

² Refers to finite duration programmes

the Board for the following positions, including any special terms and conditions attached to the appointment and remuneration of directors:

- Chair of the Board
- Chief Executive
- Senior Independent Director
- Members and chairs of any Board committee

- 10.4 With the advice of the Nomination and Governance Committee, consider and determine the independence of non-executive directors.
- 10.5 Continuation in office of directors, including re-appointment to committees, 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.
- 10.6 Appointment or removal of the Company Secretary.
- 10.7 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.
- 10.8 Appointment, reappointment or removal of the external auditors to be put to shareholders for approval, following the recommendation of the Audit Committee.
- 10.9 Approval of the appointment of the company's principal professional advisers.

11. Remuneration

- 11.1 Approval of the remuneration of the non-executive directors (excluding the Chair).
- 11.2 The introduction of new share incentive plans or major changes to existing plans, subject to shareholder approval.

12. Delegation of authority

- 12.1 Agreeing and approving the division of responsibilities between the Chair, the Chief Executive, and the Senior Independent Director, respectively.
- 12.2 Establishing Board committees and approving their terms of reference and any material changes.
- 12.3 Receipt of reports from Board committees on their activities.

13. Corporate governance matters

- 13.1 The undertaking of an annual review of the performance of the Board, its committees, the Chair and individual directors.
- 13.2 Review of the group's overall corporate governance arrangements.
- 13.3 Receipt of reports on the views of the company's shareholders.

13.4 Recommendations for any alteration to the articles of association of the company to be put to shareholders in general meeting.

13.5 Authorisation of directors' conflicts of interest, where permitted by the Company's articles of association, including those resulting from significant shareholdings, and ensuring that independent judgment is not compromised or overridden.

14. Whistleblowing

14.1 Review any whistleblowing matters raised by the Whistleblowing Champion to the Board, with the object of ensuring that arrangements are in place for the proportionate and independent second line investigation of relevant matters and appropriate follow up action.

14.2 Appointment of a whistleblowers' champion from among its members, to oversee the integrity, independence and effectiveness of the group's whistleblowing arrangements.

15. Other matters

15.1 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism, relating to claims expected to result in a financial consequence of more than £10 million or being otherwise material to the interests of the Group.

15.2 Oversight of Court of Appeal proceedings.

15.3 Approval of significant changes to any of the company's significant pension schemes.

15.4 The making of political donations.

15.5 Approval of the levels of financial institution insurance for the group including Directors' & Officers' liability insurance.

15.6 Approval of this schedule of matters reserved for the Board

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees or will otherwise be delegated as the Board sees fit.

In addition, the Board shall receive reports and recommendations from time to time on any matter which it considers significant to the group.

Without prejudice to the matters contained in the terms of reference of any Board committee, all matters not referred to in this document, including the day-to-day responsibility for the operation of the group, are delegated to the Group Chief Executive in accordance with such directions and policies as the Board determines appropriate from time to time.