

FRP ADVISORY GROUP PLC

MATTERS SPECIFICALLY RESERVED FOR DECISION BY THE BOARD

The following matters are reserved to the Board of the Company. The Board may delegate certain matters on an ongoing or project basis to Board committees. Where matters are typically delegated to a standing committee, these are asterisked.

1 STRATEGY AND MANAGEMENT

- 1.1 Responsibility for the overall leadership of the group, setting the group's purpose, strategy, business model, culture and values (and approving amendments thereto).
- 1.2 Approval of the group's long-term objectives and strategy and any material changes to them.
- 1.3 Ensuring that the views of and impacts on shareholders and other key stakeholders are considered when making significant decisions.
- 1.4 Approvals of the annual budget and allocation of capital within the group.
- 1.5 Oversight of the approach taken to workforce policies and practices with a view to ensuring that they are consistent with the group's purpose, culture and strategy.
- 1.6 Oversight of the group's operations ensuring competent and prudent management, sound planning, an adequate system of internal control and assurance, adequate accounting and other records, and compliance with statutory and regulatory obligations.
- 1.7 Review of performance in the light of the group's purpose, strategic objectives, business plans and budgets, and determining any necessary corrective action in the event of material discrepancies.
- 1.8 Extension of the group's activities into new service pillars or geographic areas.
- 1.9 Any decision to cease to operate all or any material part of the group's business.

2 STRUCTURE AND CAPITAL

- 2.1 Changes relating to the group's capital structure including reductions of capital, share issues (except under employee share plans) and share buybacks and offering or granting options or rights to subscribe for shares, or any form of security convertible into shares.
- 2.2 Major changes to the group's corporate structure, including, but not limited to acquisitions and disposals of shares which are material relative to the size of the group in question (taking into account initial and deferred consideration) or which entail an issue of consideration shares.
- 2.3 Changes to the group's management and control structure.
- 2.4 Any changes to the Company's listing or its status as a plc.
- 2.5 Recommending changes to the Company's articles of association or registered name to shareholders.

- 2.6 Changes to the Company's accounting reference date.
- 2.7 Changes to the Company's trading names and styles and material changes to the Company's brand identity.

3 **FINANCIAL REPORTING AND CONTROLS**

- 3.1 Approval of the half-yearly report and any preliminary announcement of the final results.
- 3.2 Approval of the annual report and accounts.
- 3.3 Approval of the dividend policy.
- 3.4 Declaration of dividends or payments to shareholders.
- 3.5 Approval of any significant changes in accounting policies or practices.*
- 3.6 Approval of treasury policies.
- 3.7 Approval of any audit tender policy and policy on non-audit services.*
- 3.8 Approval of all financial instruments including swaps.
- 3.9 Raising new capital and confirmation of major financing facilities.
- 3.10 The granting of security over any material group asset.

4 **RISK MANAGEMENT & INTERNAL CONTROLS***

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

- (a) a robust assessment of the Company's emerging and principal risks, including climate change risk to the extent relevant to the business;
- (b) reviewing the effectiveness of the group's risk management, assurance activities and internal control processes;
- (c) appropriate oversight of health and safety requirements and regulatory compliance;
- (d) approving procedures for the detection of fraud and the prevention of bribery and annual review of the same; and
- (e) approving an appropriate statement for inclusion in the annual report.

5 **CONTRACTS**

- 5.1 Approval of major capital projects and oversight of execution and delivery of the same.
- 5.2 Approval of contracts of the Company or any subsidiary (or material amendments thereto) which are material in the context of the group for strategic reasons or due to their size, including significant finance facilities and acquisitions and disposals of fixed assets (including intangible assets such as intellectual property).

- 5.3 Contracts of the Company or any subsidiary (or material amendments thereto), including any transactions with directors or other related parties, which are not in the ordinary course of business.
- 5.4 The approval of any takeover offer.
- 5.5 The approval of any material minority investment in another company outside of the group.
- 5.6 The provision of any guarantee or indemnity outside the ordinary course of business and any guarantee or indemnity given in respect of the obligations of a third party.

6 **COMMUNICATION**

- 6.1 Determining the methods and timing of shareholder engagement.
- 6.2 Determining the key stakeholders of the business and ensuring there are appropriate mechanisms in place to ensure the Board is informed of the views of those stakeholders, to ensure that they are communicated to the Board as a whole and taken into account in decision making.
- 6.3 Ensuring a satisfactory dialogue with key stakeholders and the group's colleagues and partners in particular.
- 6.4 Approval of resolutions, recommendations and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.5 Approval of all circulars and prospectuses.
- 6.6 Approval of regulatory announcements concerning matters decided by the Board.

7 **BOARD MEMBERSHIP AND OTHER APPOINTMENTS**

- 7.1 Changes to the structure, size and composition of the Board (including periodic refreshing of the Board). ***
- 7.2 Ensuring effective succession planning for the Board and senior management so as to maintain an appropriate balance of skills, experience and knowledge within the Company and on the Board and ensuring appropriate consideration is given to diversity (in a broad sense) in that process.
- 7.3 Appointments to the Board.***
- 7.4 Selection of the chair of the Board, the chief executive, the chief financial officer and the chief operating officer.***
- 7.5 Appointment of the senior independent director if considered appropriate to provide a sounding Board for the chair and to serve as intermediary for the other directors and shareholders.
- 7.6 Membership and chairship of Board committees.***
- 7.7 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 Appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting.*
- 7.11 Appointments to Boards of subsidiaries.

8 **REMUNERATION**

- 8.1 Determining the remuneration parameters and policy for staff with the designation of "partner" (who will typically be members of FRP Advisory Services LLP) and senior management.**
- 8.2 Determining remuneration for the executive directors and the Chair of the Board.**
- 8.3 Determining remuneration for the non-executive directors.
- 8.4 Decisions regarding putting remuneration-related matters to shareholder votes.**
- 8.5 Agreeing the individual outcomes of performance-related remuneration for the executive directors and the pooled outcomes for senior management.**
- 8.6 The introduction of new share incentive plans or significant changes to existing plans.
- 8.7 Agreeing any variation to the policy of the group in relation to the factors to be considered in determining the allocation of the sum reserved for additional partner annual profit shares.

9 **DELEGATION OF AUTHORITY**

- 9.1 The division of responsibilities between the chair and the chief executive which should be clearly established, set out in writing, agreed by the Board and made publicly available.
- 9.2 Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing).
- 9.3 Establishing Board committees and approving their terms of reference, and approving material changes thereto.
- 9.4 Receiving reports from Board committees on their activities.

10 **CORPORATE GOVERNANCE MATTERS**

- 10.1 Undertaking a formal and rigorous annual evaluation of its own performance, that of its committees, the chair and individual directors, and the division of responsibilities and determining the form of that process. Determining when and how to supplement this review with external independent third-party support.
- 10.2 Review and determine the independence of individual directors, taking into account relevant factors.

- 10.3 Identifying and determining how to address any skills gaps on the Board.
- 10.4 Review of the group's overall corporate governance arrangements.
- 10.5 Oversight of the group's approach towards relevant environmental and social issues, and in particular matters which may affect the Company's ability to deliver shareholder value.
- 10.6 Authorising conflicts of interest where permitted by the Company's articles of association.
- 11 **POLICIES**
- Agreeing the process and authority levels for approval of group policies.
- 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 being material to the interests of the group.
- 12.4 Material changes to the rules of the group's pension scheme, or changes of trustees or changes in the fund management arrangements.
- 12.5 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.
- 12.6 Approval of the overall levels of insurance for the group including Director's and Officer's liability insurance and indemnification of directors.
- 12.7 This schedule of matters reserved for Board decisions.

Approved by the Board of Directors of FRP Advisory Group plc on 15 July 2024

Notes:

- * typically delegated to or based on recommendation of the Audit & Risk Committee as set out in that Committee's Terms of Reference.
- ** typically delegated to the Remuneration Committee as set out in that Committee's Terms of Reference.
- *** typically delegated to or based on the recommendation of the Nomination Committee as set out in that Committee's Terms of Reference.

PROCEDURE FOR DIRECTORS TO TAKE INDEPENDENT PROFESSIONAL ADVICE

1 INTRODUCTION

- 1.1 Occasions may arise when directors have to seek legal or financial advice in furtherance of their duties. Directors are always able to consult the Company's advisers and it is not intended to restrict or discourage this in any way. However, the board of directors of the Company (the "**Board**") has adopted the procedure set out below for circumstances where a director of the Company considers it necessary to take independent professional advice in the furtherance of his/her duties, at the Company's expense.
- 1.2 Any advice taken will be in his/her capacity as a director, not on behalf of the Company or of the entire Board. Advisers should be notified accordingly. Failure to follow these procedures will mean that the director concerned will be responsible for any costs incurred.
- 1.3 The procedure set out below does not cover advice concerning the personal interests of a director including matters relating to his/her service contract or his/her dealings in the Company's securities or in relation to disputes with the Company; in such cases, the director concerned will be personally responsible for the cost of obtaining such advice.

2 PROCEDURE

- 2.1 Where a director considers it necessary to take independent professional advice in furtherance of his/her duties, he/she should first consult with the Company's advisers through the Company secretary to clarify their advice and to identify his/her concerns with them directly unless, in the circumstances, he/she reasonably considers that such consultations would be inappropriate.
- 2.2 If:
- (a) a director reasonably considers it necessary to take professional advice in furtherance of his/her duties from independent advisers and not from the Company's professional advisers; or
 - (b) following consultations with the Company's advisers or where consultation is reasonably considered to be inappropriate as outlined in paragraph 2.1, the director reasonably considers it necessary to take independent professional advice,

the director may take independent professional advice at the Company's expense (up to a limit of £10,000 excluding value added tax and disbursements or such higher figure as the Board may determine) after first giving notice in writing to the Company secretary with details of the matter on which he/she is proposing to seek advice and the advisers he/she is proposing to consult together with the fee arrangements and an estimate of the costs to be incurred.

- 2.3 Where either paragraph 2.2(a) or paragraph 2.2(b) applies and the expenses of taking independent advice are likely to exceed £10,000 excluding value added tax and disbursements or the higher figure (if any) determined by the Board, the director should discuss his/her concerns with the chair of the Audit and Risk Committee (having first given him/her and the Company secretary notice in writing

containing the same details as are required for a notice given under paragraph 2.2) and explain why he/she considers it necessary to take independent professional advice. Following discussions with the director, the chair of the Audit and Risk Committee shall either:

- (a) authorise in writing the payment by the Company of the reasonable fees of such independent advisers as he/she approves (with or without a limit at his/her discretion) for advising the director on those matters raised by that director which the chair of the Audit and Risk Committee considers appropriate; or
- (b) set out in writing the reasons why he/she considers that there is no arguable case for the Company to pay the cost of obtaining the independent professional advice in question. The director may then require that the matter be considered by the full Audit and Risk Committee which shall determine whether or not the director should be authorised to obtain independent professional advice on the matters raised at the Company's expense. Any authority given by the Audit and Risk Committee should be in the form of an Audit and Risk Committee chair's authority as set out in paragraph 2.3(a).

2.4 In his/her own case, the chair of the Audit and Risk Committee should discuss his/her concerns with the other members of the Audit and Risk Committee (having first given them and the Company secretary notice in writing containing the same details as are required for a notice given under paragraph 2.2) who shall deal with the matter in accordance with the procedure for an Audit and Risk Committee chair's authority as set out in paragraph 2.3(a) or the first sentence of paragraph 2.3(b).

2.5 Where a director considers it necessary to seek independent professional advice, the matter will be included on the agenda for every meeting of the Board until the issue requiring independent advice is resolved.