

**MCBRIDE PLC (the 'Company')**  
**SCHEDULE OF MATTERS RESERVED FOR DECISION BY THE BOARD**  
(as adopted by the board of directors of McBride plc on 20 October 2020 and amended on 12 July 2023)

<b>1.</b>	<b>Strategy and management</b>
1.1	Approval of the Group's Purpose, Vision and Values.
1.2	Approval of the Group's strategic aims and objectives
1.3	Review and monitor the Group's culture to ensure continued alignment with the Group's Strategy, its Purpose, Vision and Values.
1.4	Approval of business plans for the Group and any material changes to them.
1.5	The oversight of the Group's operations and management and the review of performance against the Group's strategic objectives and business plans.
1.6	Approval of the Group's ESG ambitions and strategy and receive reports and review progress over an agreed timeframe.
1.7	Approval of the Group's H&S strategy, improvement plan and KPIs and receive reports and review progress over an agreed timeframe.
<b>2.</b>	<b>Financial reporting</b>
2.1	Approval of the half-yearly report, any statement relating to financial performance, analysts' presentations and any preliminary announcements of the final results.
2.2	Approval of the annual report and accounts.
2.3	Approval of any significant changes in accounting policies or practices.
2.4	Approval of a change of the accounting reference date of McBride plc.
<b>3.</b>	<b>Expenditure and Financial Controls<sup>1</sup></b>
3.1	Approval of the annual operating and capital expenditure budgets including any subsequent amendments and any anticipated or actual overrun of expenditure to such budgets.
3.2	Approval of the interim dividend and recommendation of the final dividend to shareholders.
3.3	Approval of capital expenditure (exceeding <b>£1.5 million</b> ) proposed by any member of the Group. For leased assets, refer to 6.2.
3.4	Approval of any fixed assets disposals or write-offs where the net book value exceeds <b>£1.5 million</b> .
3.5	Approval of bank borrowings or granting any security by any company in the Group
3.6	Approval of the giving of a guarantee or indemnity by McBride plc.
3.7	Approving new bank facilities and changes to or termination of existing bank facilities where the facilities exceed <b>£5million</b> .
3.8	Approval of any loans by any company in the Group other than <ul style="list-style-type: none"> <li>• Intercompany loans and indebtedness</li> <li>• granting credit facilities or marketing support to a customer</li> <li>• rent deposits with a landlord</li> </ul> in each case in the ordinary and proper course of business
3.9	Approval of any financial investments such as securities, commodities or collective investments other than cash deposits with the Group's bankers.
<b>4.</b>	<b>Structure and capital</b>
4.1	Approval of major changes to the Group's corporate structure but excluding internal reorganisations.
4.2	Approval of changes relating to McBride plc's capital structure including reduction of capital, share issues (except under employee share plans), cancellation of shares and share buy backs including the use of treasury shares.
4.3	Approval of any changes to McBride plc's listing or its status as a public limited company.
<b>5.</b>	<b>Risk management and internal controls</b>
5.1	Oversight of the system of internal control, compliance and risk management including: <ul style="list-style-type: none"> <li>• Approval of risk appetite statements</li> <li>• Receiving reports from the Audit &amp; Risk Committee and reviewing the effectiveness of the Group's risk and control processes to support its strategy and objectives</li> <li>• Receiving from the Audit &amp; Risk Committee and reviewing an annual assessment of the Group's principal and emerging risks</li> <li>• Approving an appropriate statement for inclusion in the annual report</li> </ul>

<sup>1</sup> The Board has established an audit and risk committee of independent non-executive directors which is responsible for reviewing the Company's internal financial controls. The Board monitors the Company's risk management and internal control systems and carries out an annual review of their effectiveness. The monitoring and review covers all material controls, including financial, operational and compliance controls

5.2	Approval of any decision likely to have a material impact on McBride plc or on the Group, including but not limited to, from a financial, operational, strategic or reputational perspective
5.3	Approval of the Group's tax strategy and tax planning structure.
5.4	Approval of any tax settlements with local tax jurisdictions which have a potential reputational impact or financial impact of over <b>£1 million</b>
<b>6.</b>	<b>Investment</b>
6.1	Approval of any transactions which would at the time constitute a significant transaction under the FCA's Listing Rules, a takeover or reverse takeover
6.2	Approval of any acquisitions or disposals of any shareholdings by any Group company in another non-Group company, investment in any new business ventures, joint ventures, alliances or partnerships where the value of such investment exceeds <b>£1.5 million</b>
6.3	Approval of any acquisitions or disposals of any brand, any intellectual property or any other intangible asset or licensing arrangement where the value exceeds <b>£1.5 million</b>
6.4	Approval of an acquisition or investment in any company, business or asset which would involve the commencement of an activity of a substantially different nature or character to any activity carried on by any Group company
6.5	Approval of a decision to sell, transfer, lease, licence, assign, dispose of, wind-up or otherwise to cease to operate all or any material part of the business of the Group
6.6	Approval of the extension of the Group's activities into new business activities, or new geographic areas which involve the establishment of a subsidiary or permanent establishment for tax purposes
6.7	Approval of the commencement of any financial or operating restructuring programme with total costs exceeding <b>£1million</b> or where the associated exceptional charge falls outside an annual budget or reforecast for exceptional costs approved by the Board
<b>7.</b>	<b>Contracts</b>
7.1	Approval of any Sales contract where the term exceeds 3 years and annual sales value is greater than £3m.
7.2	Approval of indirect procurement contracts and any updates or variations to the contract where the annual contract value exceeds <b>£1.5 million</b> save that for capex refer to 2.5 and leases refer to 6.3.
7.3	Approval of operating leases (property or otherwise) where the annual expenditure exceeds <b>£1.5million</b> or the total committed expenditure over the lifetime of the lease or contract exceeds <b>£5million</b> .
7.4	Approval for any purchase contract with a term in excess of 5 years and an annual profit value in excess of £250k
7.5	Approval of contracts or commitments where annual expenditure exceeds £0.5million if the contract is for a purpose outside of the ordinary course of business.
<b>8.</b>	<b>Communication</b>
8.1	Ensuring an effective dialogue with shareholders and other stakeholders based on the mutual understanding of objectives.
8.2	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
8.3	Approval of all circulars, prospectuses and listing particulars.
8.4	Approval of press releases concerning matters decided by the Board.
<b>9.</b>	<b>Board membership and other appointments</b>
9.1	Approval of changes to the structure, size and composition of the Board, with due regard to the skills, knowledge, experience, independence and diversity of the Board taking account of recommendations from the Nomination Committee.
9.2	Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within and on the Board and at senior management level.
9.3	Approval of executive and non-executive appointments to the Board, taking account of recommendations of the Nomination Committee.
9.4	Approval of the recommendation and selection of the chairman of the Board
9.5	Approval of the appointment of the Senior Independent Director to provide a sounding board for the Chairman and to serve as intermediary for the other Directors when necessary.
9.6	Determining membership and chairmanship of Board committees taking account of recommendations from the Nomination Committee.
9.7	The approval of a recommendation to shareholders to elect/re-elect directors at the Company's Annual General Meeting, following a recommendation of the Nomination Committee.

9.8	Approval of the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of any group company, subject to the law and their service contract.
9.9	Approval of the appointment or removal of the Company Secretary.
9.10	Approval of the recommendation to shareholders in respect of the appointment, reappointment or removal of the external auditor, taking account of the recommendations of the Audit & Risk Committee.
9.11	Approval of the appointment or removal of the Company's Registrar, Broker and Financial Public Relations advisers
9.12	Approval of the engagement of consultants for pensions, banking, legal, tax, insurance and other consultants or advisers where the total estimated cost over the anticipated lifetime of an adviser's engagement is greater than <b>£1million</b>
<b>10.</b>	<b>Remuneration, employee benefits and employee issues</b>
10.1	The approval of the remuneration report for submission to shareholders following a recommendation of the Remuneration Committee.
10.2	The determination of the remuneration of the non-executive directors subject to the limits contained in the Company's Articles of Association. For the avoidance of doubt, the determination of the remuneration for the non-executive Chairman is exclusively a matter for the Remuneration Committee.
10.3	The approval of the introduction of new share schemes, long-term incentive schemes or major changes to existing schemes, to be put to shareholders for approval following a recommendation from the Remuneration Committee.
10.4	Approval of major changes to the rules of any defined benefit pension scheme of the Group (including approval of any increase in the amounts of employer's contributions to any defined benefit pension scheme), or changes in the statement of investment principles.
10.5	Introduction or modification of any non-statutory pension arrangements, including the Robert McBride defined benefit pension scheme, or employees' share scheme and the funding of the Employee Benefit Trust.
<b>11.</b>	<b>Delegation of authority</b>
11.1	Determining the division of responsibilities between the Chairman and the Chief Executive Officer, which should be clearly established, set out in writing and agreed by the Board.
11.2	Establishing Board committees and approving their terms of reference and approving material changes to those terms.
11.3	Receiving reports from Board committees on their activities.
<b>12.</b>	<b>Corporate governance matters</b>
12.1	Undertaking a formal and rigorous annual review of the Board's own performance, that of its committees and individual directors, and the division of responsibilities.
12.2	Determining the independence of directors with due regard to the provision of the UK Corporate Governance Code and advice of the Nomination Committee.
12.3	The approval of external appointments of all Directors, taking account of other demands on the Directors' time and of the need to explain the reasons for approving significant external appointments in the Annual Report
12.4	Considering the balance of interests between shareholders, pension trustees, employees, customers and the community.
12.5	Undertaking an annual review of the Group's overall corporate governance structure and compliance with the UK Corporate Governance Code with input and advice from the Board's Committees as appropriate.
12.6	Receiving reports on the views of McBride plc's shareholders and to ensure that they are communicated to the Board as a whole.
12.7	The authorisation of conflicts of interest of directors if permitted by the Company's Articles of Association.
12.8	Approval of a contract with a shareholder or associated company of a shareholder or Related Party transaction.
12.9	Approval, upon the recommendation of the Audit & Risk Committee, of any significant changes to McBride plc's internal audit function.
12.10	Approval, upon the recommendation of the Audit & Risk Committee, of any significant changes to the Group's internal control system.

12.11	Ensuring effective engagement between the Board and the Company's workforce, and in particular enabling the workforce to raise matters of concern with the Board.		
12.12	Approval of the delegated levels of authority of the CEO and CFO as set out in the Group's Financial Authorities Matrices.		
<b>13.</b>	<b>Policies</b>		
13.1	<p>Upon the recommendation of the relevant Board Committee (where applicable), the approval of the following corporate policies:</p> <table border="1" data-bbox="344 412 1315 763"> <tr> <td> <ul style="list-style-type: none"> <li>• Board Diversity Policy</li> <li>• Board Succession Policy</li> <li>• Business Ethics Policy</li> <li>• Anti-Bribery &amp; Corruption Policy</li> <li>• Gifts &amp; Hospitality Policy</li> <li>• Conflicts of Interest Policy</li> <li>• Supplier Code of Conduct</li> <li>• Whistleblowing Policy</li> <li>• Sustainability and Environment Policy</li> <li>• Health &amp; Safety Policy</li> <li>• International Sanctions Policy</li> <li>• Anti-slavery statement</li> <li>• Share Dealing Policy and Share Dealing Code</li> </ul> </td> <td> <ul style="list-style-type: none"> <li>• Policy on the employment of former employees of the external auditor</li> <li>• Policy on the use of external auditor for non-audit services</li> <li>• Tax Strategy</li> <li>• Treasury Policy</li> <li>• Commodity Hedging Policy</li> <li>• Preventing facilitation of tax evasion Policy</li> </ul> </td> </tr> </table>	<ul style="list-style-type: none"> <li>• Board Diversity Policy</li> <li>• Board Succession Policy</li> <li>• Business Ethics Policy</li> <li>• Anti-Bribery &amp; Corruption Policy</li> <li>• Gifts &amp; Hospitality Policy</li> <li>• Conflicts of Interest Policy</li> <li>• Supplier Code of Conduct</li> <li>• Whistleblowing Policy</li> <li>• Sustainability and Environment Policy</li> <li>• Health &amp; Safety Policy</li> <li>• International Sanctions Policy</li> <li>• Anti-slavery statement</li> <li>• Share Dealing Policy and Share Dealing Code</li> </ul>	<ul style="list-style-type: none"> <li>• Policy on the employment of former employees of the external auditor</li> <li>• Policy on the use of external auditor for non-audit services</li> <li>• Tax Strategy</li> <li>• Treasury Policy</li> <li>• Commodity Hedging Policy</li> <li>• Preventing facilitation of tax evasion Policy</li> </ul>
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<b>14.</b>	<b>Other</b>		
14.1	Approval of the making of political donations.		
14.2	Approval of prosecution, defence or settlement of litigation, or an alternative dispute resolution mechanism which is likely to or would require disclosure in McBride plc's Annual Report and Accounts or in any event where the liability exceeds <b>£1million</b> .		
14.3	Approval of directors' & officers' liability insurance and indemnification of directors.		
14.4	Approval of the overall levels of insurance for the Group.		
14.5	Approval of any changes to this schedule of matters reserved for Board decision.		