

DOTDIGITAL GROUP PLC
MATTERS RESERVED FOR THE BOARD

The Board has delegated the day to day management of Dotdigital Group PLC to the Chief Executive and the executive management team.

This document sets out the list of matters which are to be decided by the Board of directors as a whole. Matters which the Board considers suitable for delegation to its committees are contained in the terms of reference of its committees.

In addition, the Board will receive reports and recommendations from time to time on any matters which are significant to the company or which the Board requests due to the significance of such matters to the company or group. The Board reserves to itself:

1. Strategy and Management

- 1.1 Responsibility for the overall leadership of the company.
- 1.2 Approval of the group's strategic aims and objectives, vision and mission and values.
- 1.3 Approval of the company's business plan and budgets and any material changes to them.
- 1.4 Oversight of the group's operations and management.
- 1.5 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.
- 1.6 Extension of the group's activities into new business or geographic areas.
- 1.7 Contracts not in the ordinary course of business.
- 1.8 Approval of Solvency assessment.
- 1.9 Any decision to cease to operate all or any material part of the group's business.

2. Structure and Capital

- 2.1 Major changes to the group's corporate structure including, but not limited to, the establishment of affiliates.
- 2.2 Changes to the group's management structure.
- 2.3 Changes to Corporate Status.

3. Financial Reporting

- 3.1 Approval of the Annual Report and Accounts, any narrative reporting contained in the Annual Report and any other formal documents that are made publicly available and which contain financial statements.
- 3.2 Approval of any significant changes in accounting policies or practices.

4. Risk Management and Internal Controls

4.1 Responsible for a sound system of internal control and risk management and oversight and review of risk management and internal control.

5. Approvals

5.1 Approval of major capital projects and investments or contracts in excess of the amounts delegated under the Delegated Signing Authority Policy approved by the Board from time to time.

5.2 Approval of any other contracts of the company (or any subsidiary) not covered by 5.1 that is not in the ordinary course of business, for example loans and repayments outside previously agreed payment arrangements.

5.3 Approval of giving notice of the suspension or termination of any material arrangements, contracts or transactions.

5.4 Commencement, defence or settlement of claims and/or legal proceedings involving above £100,000.

5.5 Approval of any shareholder resolution required or requested by a subsidiary of the company.

5.6 Approval of appointments of auditors.

5.7 Approval and recommendation of dividends.

5.8 Approvals of sales and purchase contract a £0.5m.

5.9 Approval of capital projects over £0.5m.

6. Communication

6.1 Ensuring dialogue with stakeholders occurs based on the mutual understanding of objectives.

6.2 Approval of certain announcements, prospectuses, circulars and similar documents.

6.3 Calling of shareholders' meetings.

7. Board Membership and other Appointments

7.1 Senior management responsibilities

7.2 Board and other senior management appointments or removals

7.3 Board and senior management succession, training, development and appraisal

7.4 Appointment or removal of company secretary

7.5 Delegation of the board's powers

7.6 Agreeing membership and terms of reference of board committees and task forces

7.7 Matters referred to the board by board committees

8. Remuneration

8.1 Determining the remuneration policy and remuneration for the Chief Executive and the executive management team including contracts, grants of options and incentive arrangements.

8.2 Determining the remuneration of the non-executive directors.

8.3 Determining the policy for the remuneration of Senior employees.

9. Delegation of Authority

9.1 Approval of the division of responsibilities between the Chairman and the Chief Executive.

9.2 Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing) (the Delegated Signing Authority).

9.3 Approving the terms of reference of Board committees.

9.4 Any committee whose membership is comprised for the time being of all board members shall be authorised to decide any matter that is delegated to it as if such decision was a decision of the Board.

9.5 The Board may instruct any Committee to undertake a detailed investigation of any matter which the Board considers significant to the company or group.

10. Corporate Governance Matters

10.1 Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors.

10.2 Determining the independence of non-executive directors.

10.3 Reviewing the group's overall corporate governance arrangements.

10.4 Receiving reports on the views of the company's stakeholders to ensure they are communicated to the Board as a whole.

11. Policies

11.1 Approval of strategic or important policies, that are the responsibility of the Board.

12. Other

12.1 Approving major changes to the rules of the group's pension scheme(s), or (when this is subject to the approval of the company) changes in the fund management arrangements.

12.2 Any decision reasonably likely to have a material impact on the company or group from any perspective, including, but not limited to, financial, operational, strategic or reputational.

12.3 Acquisitions and disposals of subsidiaries or other assets or liabilities over, say, 5 per cent of net assets/profits.

12.4 Transactions with directors or other related parties.

12.5 Disclosure of directors' interests.

12.6 Approving this document of Matters Reserved for Board decision.

12.7 Establishing new borrowing facilities over £5m.

12.8 The making of political donations.

Where the Board delegates a power to recommend, this will be contained in the terms of reference of the relevant Board Committee.

All other matters not specifically reserved in this schedule are delegated to the CEO.

Approved by the Board on 25th September 2018