

**OCEAN OUTDOOR LIMITED (THE "COMPANY")**

**SCHEDULE OF MATTERS**

**RESERVED FOR THE BOARD**

**1. STRATEGY AND MANAGEMENT**

- 1.1 Responsibility for the overall direction of the Company and ensuring the Company's values and standards are appropriate.
- 1.2 Approval of the group's strategic aims and objectives.
- 1.3 Oversight of the group's operations ensuring:
  - 1.3.1 competent and prudent management;
  - 1.3.2 sound planning;
  - 1.3.3 maintenance of sound management and internal control systems;
  - 1.3.4 adequate accounting and other records; and
  - 1.3.5 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 Extension of the group's activities into new business or geographic areas.
- 1.6 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 reduction of capital, share issues (except under employee share plans), share buy backs including the use of treasury shares.
- 2.2 Major changes to the group's corporate structure, including, but not limited to any acquisition and/or disposals of shares which are significant and/or material relative to the size of the group in question (taking into account initial and deferred consideration).
- 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 company listed on the London Stock Exchange.

**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 Approvals of the annual operating and capital expenditure budgets and any significant changes to them.
- 3.4 Approval of the dividend policy.
- 3.5 Declaration of any interim dividends and recommendation of the final dividend.

- 3.6 Approval of any significant changes in accounting policies or practices.
- 3.7 Approval of treasury and cash investment policies including foreign currency exposure and the use of financial derivatives.
- 3.8 Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).

**4. INTERNAL CONTROLS**

- 4.1 Ensuring maintenance of a sound system of internal control and risk management including:
  - 4.1.1 Approving the Company/group's risk appetite statements;
  - 4.1.2 Receiving reports on, and reviewing the effectiveness of, the group's risk and control processes to support its strategy and objectives;
  - 4.1.3 Approving procedures for the detection of fraud and the prevention of bribery;
  - 4.1.4 Undertaking an annual assessment of these processes; and
  - 4.1.5 Approving an appropriate statement for inclusion in the annual report.

**5. CONTRACTS**

- 5.1 Approval of any major capital projects and oversight over execution and delivery.
- 5.2 Approval of any contracts, loans, repayments, borrowings, acquisitions and disposals expressly provided for in the annual budget approved by the board where such items result in the incurrence of liabilities or a commitment for expenditure in excess of £3M.
- 5.3 Approval of contracts, loans, repayments, borrowings, acquisitions and disposals not expressly provided for in the annual budget approved by the board, where such items result in the incurrence of liabilities or commitment for expenditure greater than:
  - 5.3.1 GBP 1 million for a loan or other credit or restructuring decision (or series of related loans, credit or restructuring decisions);
  - 5.3.2 GBP 1 million for any item or series of related items of capital expenditure;
  - 5.3.3 GBP 2 million for an investment (or series of related investments); and
  - 5.3.4 GBP 500,000 per annum or GBP 2.5 million in aggregate for a contract (or series of related contracts).

**6. COMMUNICATION**

- 6.1 Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
- 6.2 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.3 Approval of all circulars, prospectuses and listing particulars.

6.4 Approval of all press releases concerning matters decided by the Board.

**7. BOARD MEMBERSHIP AND OTHER APPOINTMENTS**

7.1 Changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee.

7.2 Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the Company and on the Board.

7.3 Appointments to the Board, following recommendations by the Nomination Committee.

7.4 Selection of the chairman of the Board and the chief executive.

7.5 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.

7.6 Membership and chairmanship of Board Committees following recommendations from the Nomination Committee.

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 AGM 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, following the recommendation of the Audit Committee.

7.11 Appointments to boards of subsidiaries.

**8. REMUNERATION**

8.1 Determining the remuneration policy for the directors, company secretary and other senior executives.

8.2 Determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.

8.3 The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

**9. DELEGATION OF AUTHORITY**

9.1 The division of responsibilities between the chairman, the chief executive, which should be clearly established, set out in writing and agreed by the Board.

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 review of its own performance, that of its Committees and individual directors, and the division of responsibilities.

10.2 Determining the independence of non-executive directors in light of their character, judgment and relationships.

10.3 Considering the balance of interests between shareholders, employees, customers and the communities in which the Company operates.

10.4 Review of the group's overall corporate governance arrangements.

10.5 Receiving reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.

10.6 Authorising conflicts of interest where permitted by the Company's articles of association.

11. **POLICIES**

11.1 Approval of Company and group policies, including:

11.1.1 Code of Conduct;

11.1.2 Share dealing code;

11.1.3 Anti-Bribery policy;

11.1.4 Health and Safety policy;

11.1.5 Employee Handbook;

11.1.6 Whistleblowing policy;

11.1.7 Communications policy, including procedures for the release of price-sensitive and insider information; and

11.1.8 Data policy

12. **OTHER**

12.1 The making of political donations.

12.2 Approval of the appointment of the group's auditors.

12.3 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism material to the interests of the group.

12.4 Approval of the overall levels of insurance for the group including directors' & officers' liability insurance and indemnification of directors.

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 This schedule of matters reserved for Board decisions.
- 12.7 Matters which the Board considers suitable for delegation 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 matter which it considers significant to the group.