

MICHELMERSH BRICK HOLDINGS PLC

(the "*Company*")

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

This document sets out those powers reserved for the full Board of the Company (the "*Board*") and not delegated to the Company's executive directors. The schedule contains some matters which the Board cannot by law, delegate. The Board may, however, appoint committees as it thinks fit to exercise certain of its powers. Specific areas of delegation are set out in the Terms of Reference for the Audit, Nomination and Remuneration Committees as required by Quoted Companies Alliance Code, although the final decision on these matters is required to be taken by the whole Board.

The following matters require the approval of the Board:

1. STRATEGY AND MANAGEMENT

- 1.1. Responsibility for the overall leadership of the Company and its subsidiaries and subsidiary undertakings (together the "*Group*") and setting the Group's culture, values and standards.
- 1.2. Approval of the Group's strategic aims and objectives.
- 1.3. Approvals of the annual operating and capital expenditure budgets and any material changes to them.
- 1.4. Oversight of the Group's operations ensuring:
 - 1.4.1. competent and prudent management;
 - 1.4.2. sound planning;
 - 1.4.3. maintenance of sound management and internal control systems;
 - 1.4.4. adequate accounting and other records; and
 - 1.4.5. compliance with statutory and regulatory obligations.
- 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. 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 buybacks, including the use of treasury 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).

- 2.3. Changes to the Group's management and control structure.
- 2.4. Alteration of the Company's articles of association.
- 2.5. Change to the Company's accounting reference date, registered name or business name.
- 2.6. Any changes to the Company's listing or its status as a plc.

3. FINANCIAL REPORTING AND CONTROLS

- 3.1. Approval of the half-yearly report, interim management statements and annual results announcement.
- 3.2. Approval of the annual report and accounts, including the strategic report, directors' report and financial statements. The formal approval may be delegated to a committee set up solely for that purpose to allow time for any changes requested at the board meeting to be incorporated into the final document.
- 3.3. Approval of the dividend policy.
- 3.4. Declaration of the interim dividend and recommendation of the final dividend.
- 3.5. Approval of any significant changes in accounting policies or practices.
- 3.6. Approval of any banking and treasury policies, including (where applicable) foreign currency exposure and the use of financial derivatives.

4. RISK AND 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. Establishing and monitoring procedures by which part or all the employees can raise any matters of concern and arrangements for investigation and follow-up; and
 - 4.1.5. Approving an appropriate statement for inclusion in the annual report.

5. CONTRACTS

- 5.1. Approval of major capital projects and oversight over execution and delivery.
- 5.2. Budgeted expenditure on major contracts or capital items with a value of £5m¹ or greater to be entered into by the Company, or in the case of a subsidiary, recommendations for

¹ Approximately 10% of turnover for the year ended 31 December 2020

approval to the subsidiary company board. This applies to items approved as part of the budget process (in the ordinary course of business).

- 5.3. Unbudgeted expenditure on major contracts or capital items with a value of £1m² or greater of the Company or any subsidiary. This applies to items that have not been approved as part of the budget process and are deemed to be outside not in the ordinary course of business.
- 5.4. Major investments, including the acquisition or disposal of interests of 3% or more of the voting shares of any company or the making of any takeover offer.
- 5.5. Approval of the take up of any new banking facilities, including but not limited to annual facility renewals, re-banking, and the opening and closing (or changing mandates) of bank accounts.

6. COMMUNICATION

- 6.1. Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
- 6.2. Convening general meetings of the Company, including approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.3. Approval of all circulars and prospectuses. The approval of routine documents (such as period circulates about scrip dividend procedures or the exercise of conversion rights) may be delegated to a sub-committee of the Board.
- 6.4. Approval of 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(s).
- 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.

² Approximately 1% (rounded) of turnover for the year ended 31 December 2020

- 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. On the recommendation of the Remuneration Committee, determining the remuneration policy for the Executive Directors and (if deemed appropriate) the Company Secretary.
- 8.2. Determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.³
- 8.3. The introduction of new share incentive plans or major changes to existing plans following recommendations from the Remuneration Committee, and determining (with advice from the Remuneration Committee) whether shareholder approval should be sought for such new or amended plans.

9. DELEGATION OF AUTHORITY

- 9.1. The division of responsibilities between the Chairman, the Joint Chief Executives and other executive directors, 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 Joint Chief Executive's authority limits.
- 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.
- 9.5. Granting powers of attorney.

³ As no individual director may participate in decisions relating to their own pay, in practice decisions relating to the remuneration of the Non-Executive Directors (other than for new appointments) will be taken by the Executive Directors of the Board.

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 community.
- 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 policies, which may include:
 - 11.1.1. Share dealing code;
 - 11.1.2. Anti-Bribery & Corruption policy;
 - 11.1.3. Whistleblowing policy;
 - 11.1.4. Health and safety policy;
 - 11.1.5. Environment and sustainability policy;
 - 11.1.6. Human resources policies;
 - 11.1.7. Anti-slavery policy;
 - 11.1.8. Diversity & dignity at work policy;
 - 11.1.9. Communications policy, including procedures for the release of inside information;
 - 11.1.10. Social media policy
 - 11.1.11. Corporate Criminal Responsibility policy; and
 - 11.1.12. Data Protection Policy and Privacy Notice.

12. OTHER

- 12.1. The making of political donations.
- 12.2. Approval of the appointment of the Board's principal professional advisers (including, but not limited to, its Nominated Advisor (NOMAD), corporate legal advisers and insurance brokers).
- 12.3. Prosecution, commencement, defence or settlement of material litigation, or an alternative dispute resolution mechanism which is or may be 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. Where appropriate, any increases in pension benefits payable under the Company's pension schemes, appointment or changes of trustees, managers or administrators to such schemes, and major changes to the rules of the Company's pension schemes, or (if subject to the approval of the Company) changes to the fund management arrangements.
- 12.6. 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.
- 12.7. This schedule of matters reserved for Board decisions.

Adopted by the Board on 17 February 2021, and amended on 24 August 2021, 11 February 2022, 10 February 2023 and 9 February 2024.