

BOUNTY BRANDS HOLDINGS PLC

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

The board has reserved the following matters for its decision making in conjunction with the Audit & Risk, Remuneration, and Nomination committees.

1 STRATEGY AND MANAGEMENT

- 1.1 Approval of the Group's long term objectives and strategy;
- 1.2 Approval of the Group and subsidiary annual operating plans, financial budgets, and any material changes to them or any material unbudgeted capital or operating expenditures outside predetermined tolerances.

2 STRUCTURE AND CAPITAL

- 2.1 Changes relating to the Company's capital or corporate structure.
- 2.2 Any changes to the Company's listing or its status as a plc.
- 2.3 The introduction of any share and long term incentive plans or major changes to existing plans.

3 FINANCIAL REPORTING AND CONTROLS

- 3.1 Approval of the annual report and financial statements.
- 3.2 Approval of the dividend policy, declaration of interim dividends and recommendation of final dividends.
- 3.3 Approval of any significant changes in accounting policies or practices as recommended by the Audit Committee or the Company's external auditor.

4 RISK MANAGEMENT AND INTERNAL CONTROLS

- 4.1 Approving the Company's risk and control processes with the advice of the Audit Committee.
- 4.2 Approving core policies and procedures for the detection and prevention of fraud, as recommended by the Audit Committee, including policies on Ethics, Anti-Bribery, Modern Slavery, and Whistleblowing Policies, Conflicts of Interest and Related Parties.
- 4.3 Approval of delegated levels of authority limits for Group executives.

5 COMMUNICATION

- 5.1 Approval of all circulars, prospectuses, listing particulars, and other communications to shareholders.
- 5.2 Approval of press releases concerning matters decided by the Board.

6 BOARD MEMBERSHIP AND OTHER APPOINTMENTS

- 6.1 Changes to the structure, size and composition of the board and its committees, determining the independence of directors, and the appointment of the Company Secretary, each following recommendations from the Nomination Committee.

- 6.2 Approval of committee terms of reference and any changes thereto.
- 6.3 Approving job specifications and service contracts and determining the remuneration for the non-executive directors, on the advice of the Remuneration and Nomination Committee, subject to the articles of association and shareholder approval as appropriate.
- 6.4 Undertaking a formal review of the Board's performance, that of its committees and individual directors.
- 6.5 Appointment, reappointment or removal of the external auditor following the recommendation of the Audit Committee.
- 6.6 Approval of the appointment of the Company's principal professional advisers.
- 6.7 Material changes to the Group's senior management.