

**MATTERS RESERVED FOR THE
BOARD OF DIRECTORS
NOVEMBER 2024**



Matters reserved for the Board of Directors (the “Board”) of Diales PLC (the “Company”)

1.1 The following matters have been reserved for decision by the Board:

a) Strategy

- (i) Approval of long term objectives, strategy and policies.
- (ii) Acquisition, disposal or restructuring.
- (iii) Expansion of activities into new business areas.
- (iv) Any decision to cease to operate in any material part of the current business.
- (v) The setting of the Company’s purpose, in addition to the business model and strategy which follow as a consequence of that purpose.
- (vi) The promotion of a corporate culture that is based on ethical values and behaviours.

b) Structure and Capital

- (i) Changes to capital structure.
- (ii) Major changes to corporate structure.
- (iii) Any changes to the listing or plc status.

c) Financial Controls and Reporting

- (i) Approval of preliminary announcement of interim and final results.
- (ii) Approval of annual report and accounts.
- (iii) Approval of dividend policy.
- (iv) Declaration of dividends.
- (v) Approval of Authority Matrix
- (vi) Approval of any significant changes in accounting policies.
- (vii) Approval of the annual budget.
- (viii) Approval of new leases in excess of those within the authority matrix
- (ix) Arrangements of new bank financing and facilities
- (x) Capital expenditure in excess of the amount provided for within the authority matrix.

d) Risk Management and External Controls

- (i) Oversight and review of risk management and internal control.
- (ii) Determining the appropriate level of risk exposure for the Company.
- (iii) The review of enterprise-wide controls to ensure they are robust enough to identify risk

e) Contracts

- (i) Approval of any contracts outside the authority matrix

f) Communication

- (i) Approval of all resolutions and related documentation to be put forward to shareholders at a general meeting.

g) Board membership and appointments

- (i) Board appointments and removals.
- (ii) Selection of the Chairman.
- (iii) Membership and Chairmanship of Board committees
- (iv) Succession planning for the Board.
- (v) Appointment, reappointment or removal of the external auditor to be put to the shareholders for approval, following the recommendation of the audit committee.
- (vi) Appointment or removal of the Company's Broker/NOMAD

h) Remuneration

- (i) Determining the remuneration policy for the Executive Directors, following the recommendations of the remuneration committee.
- (ii) Determining the remuneration of the Non-Executive Directors.
- (iii) The introduction of new share schemes or new long-term incentive schemes or changes to existing schemes.

i) Delegation of Authority

- (i) Terms of reference for Non-Executive Directors.
- (ii) Approval of terms of reference of Board committees.
- (iii) The schedule of matters reserved for Board decisions.

j) Corporate Governance

- (i) Conduct of the annual evaluation of Board performance.
- (ii) Determining the independence of directors.
- (iii) Monitoring of corporate governance.
- (iv) Ensuring that the views of key stakeholders, taking into account social and environmental

responsibilities, are considered when making decisions in order to promote the long-term sustainable success of the group and its contribution to wider society.

k) Litigation

- (i) Instigating or settling material litigation outside the authority matrix.

l) Other Matters

- (i) Any matter that requires the Company to publish results or issue a regulatory announcement.