

CMC Markets plc (the “Company”)

Schedule of Matters Reserved for the Board

References to the “**Group**” shall mean the Company together with its subsidiary undertakings.

This document sets out the schedule of matters that, subject to any applicable provisions of law or of the Company’s articles of association that provide for certain matters to be determined or approved by the Company’s shareholders, are reserved for the Board of Directors (the “**Board**”). Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees or in the CMC Markets plc Delegated Authority document.

1	Strategy and management
1.1	Responsibility for the overall leadership and long-term sustainable success of the Company and establishing and monitoring the Company’s culture, standards and values.
1.2	Approval of the Group’s purpose, strategic and financial aims and objectives.
1.3	Approval of the Group’s annual business plan, performance targets and operating and capital expenditure budgets and any material changes to them. Ensuring resources required to meet growth plans in a safe and sound manner are planned and put in place.
1.4	Review of the Group’s performance in the light of its strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
1.5	Oversight of the Group’s operations ensuring: <ul style="list-style-type: none">• competent and prudent management;• sound planning;• maintenance of sound management and internal control systems;• adequate accounting and other records; and• compliance with statutory and regulatory obligations.
1.6	Approval of a material extension of the Group’s activities into a new business or geographic area.
1.7	Approval of any decision to cease to operate all or any material part of the Group’s business or make any material change to the business.
2	Structure and capital
2.1	Approval of material changes relating to the Group’s capital structure and debt securities including any reduction of capital, share issues (except under the Group’s existing employee share plans), share buybacks (including the use of treasury shares), redemption or issue of debt.
2.2	Approval of 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 (taking into account initial and deferred consideration) and material equity investments and disposals.
2.3	Approval of any injection of capital into a subsidiary whether by way of loan or subscription for shares.
2.4	Approval of any changes to the Company’s listing or its status as a PLC.

2.5	Approval of changes to the Group's management and control structure.
3	Financial reporting and controls
3.1	Approval of the Company half-yearly report, any quarterly reports and any preliminary announcements of the final results.
3.2	Approval of the Company annual report and accounts, including the corporate governance statement and Directors' remuneration report.
3.3	Approval of the Company's dividend policy.
3.4	Declaration of the Company's interim dividend, any special dividends and recommendation of the final dividend and approval of any share dividend alternative.
3.5	Approval of any significant changes in accounting policies or practices on recommendation from the Group Audit Committee.
3.6	Approval of treasury policies including foreign currency exposure and the use of financial derivatives on recommendation from the Group Audit Committee.
3.7	Approval of material budgeted/unbudgeted capital or operating expenditures in accordance with thresholds set out in the Delegated Authority schedule.
3.8	Approval of Client Money policy and oversight of Client Money.
4	Internal Controls and Risk Management
4.1	<p>Establishing and ensuring maintenance of procedures to oversee the Company's system of internal control and risk management including:</p> <ul style="list-style-type: none"> • carrying out an assessment of the Group's emerging and principal risks on recommendation from the Group Risk Committee; • approving the Group's risk appetite statements, key risk limits and risk control framework; • receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives and compliance with applicable laws and regulations; • approving procedures for the detection of fraud and the prevention of bribery; • undertaking an annual assessment of these processes; and • approving disclosures for inclusion in the annual report in relation to internal controls and the viability statement.
4.2	Approval of commencement or settlement of material litigation or an alternative dispute resolution mechanism above £250,000.
4.3	Approval of settlement of material regulatory proceedings above £50,000.
4.4	Noting any changes to the Group's Notional Position Levels (both on instrument and asset class) which are approved by the Executive Directors in accordance with their delegated authority.
5	Contracts
5.1	Approval of material capital projects or any materially strategic contracts to which the Company or any of its subsidiaries is a party.

5.2	Approval of contracts entered into by any member of the Group not in the ordinary course of business, which have a value exceeding £500,000 or expose the Group to unlimited legal liability or are unusual, long term or onerous.
5.3	Approval of any joint venture agreement, material outsourcing agreement or proposal to insource material activities.
5.4	Approval of major investments including the acquisition or disposal of interests of more than 3 per cent in the voting shares of any company or the making of any takeover offer.
5.5	Approval of the making of a recommendation to accept any takeover or merger offer.
5.6	Approval of any securitisation.
5.7	Approval of a new property lease or extension of an existing property lease above £500,000.
6	Communications
6.1	Ensuring regular engagement with major shareholders in order to understand their views on governance and performance against the strategy.
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 unless the document to be approved has no unusual features and does not require approval by the FCA.
6.4	Approval of press releases concerning matters decided by the Board.
7	Board membership and other appointments
7.1	Approval of 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, experience, independence and knowledge within the Group and on the Board.
7.3	Ensuring a formal, rigorous and transparent procedure for the appointment of directors to the Board and the approval of appointments to the Board, following recommendations by the Nomination Committee.
7.4	Selection of the Chairman of the Board and the Chief Executive Officer.
7.5	Approval of the appointment of the Senior Independent Director on recommendation by the Nomination Committee.
7.6	Membership and chairmanship of Board committees following recommendations from the Nomination Committee.
7.7	Approval of the 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 on recommendation by the Nomination Committee.
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	Approval of the appointment, re-appointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the Group Audit Committee.
7.11	Appointments of the Chairman and members of boards of subsidiaries.
7.12	Dismissal or suspension of the Chief Executive Officer or Chief Financial Officer
8	Remuneration
8.1	Determining the remuneration policy for the Executive Directors and the Chairman, following recommendation from the Remuneration Committee.
8.2	Subject to the consideration by the Chairman and Executive Directors and their recommendation to the Board, determining the remuneration of the Non-executive Directors, subject to the articles of association and shareholder approval as appropriate.
8.3	Approving the introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval, following recommendations from the Remuneration Committee.
9	Delegation of authority
9.1	Approval of the division of responsibilities between the Chairman, Senior Independent Director and the Chief Executive Officer.
9.2	Approval of the delegated levels of authority, including the Chief Executive Officer's authority limits as set out in the Delegated Authority schedule.
9.3	Establishing Board committees and approving their terms of reference.
9.4	Receiving reports from Board committees on their activities.
10	Corporate governance matters
10.1	Reviewing the conclusions and recommendations from the Nomination Committee of the annual performance evaluation of the Board, its committees and individual Directors, and the regular externally facilitated performance reviews of the Board and its Committees.
10.2	Determining the independence of Non-executive Directors in the light of their character and judgment and whether there are any relationships or circumstances which affect their judgement. The criteria for assessing independence are set out in the Appendix to the FRC's UK Corporate Governance Code.
10.3	Keeping the Group's stakeholder engagement mechanisms under review and considering the interests of the Group's stakeholders in Board discussions and decision making.
10.4	Reviewing 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	Identifying and managing any actual or potential conflicts of interest in accordance with the Company's articles of association and the Companies Act 2006.
11	Policies
11.1	Approval of key Group policies, including any material amendments thereto from time to time.
12	Other
12.1	Approval of the making of charitable and political donations by the Group.

12.2	Approval of the appointment and termination of the Group's principal professional advisers.
12.3	Whistleblowing: Reviewing the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Board shall ensure that the arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
12.4	Approval of the prosecution, commencement, defence and settlement of litigation or an alternative dispute resolution mechanism involving sums above £250,000 or being otherwise material to the interests of the Group.
12.5	Approval of the overall levels and other key terms of insurance for the Group including Directors' and officers' liability insurance and the indemnification of Directors.
12.6	Approval of major changes to the rules of any of the Group's pension schemes, or changes of trustees or, when this is subject to the approval of the Company, changes in the fund management arrangements.
12.7	Approval of the required Group disclosures under the Modern Slavery Act 2015.
12.8	Approval of any and all matters required to be recommended to or agreed with the Board in accordance with the terms of reference of the Board's committees and/or the Company's system of delegated authorities.
12.9	Any other matters not listed above which because of their strategic, risk, financial, key person, regulatory or reputational implications or consequences should be addressed by the Board as a matter of material business impact.
12.10	This Schedule of Matters Reserved for the Board.

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.

Updated and approved by the Board on 30 March 2023.