



Zegona Communications Plc (the "Company")

MATTERS RESERVED FOR THE BOARD

as adopted by the board of directors of the Company (the "Board") on 9 June 2020

Part A: Introduction

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 of the Company (the "Board").

In addition, the Board will receive reports and recommendations from time to time on any important management or policy matter which it considers to be significant to the Company. Matters which the Board considers suitable for delegation to its committees are contained in the terms of reference of those committees.

In general, and in accordance with the UK Corporate Governance Code (the "Code"), the Board's role is to provide entrepreneurial leadership of the company within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board should set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives and review management performance. The Board should set the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met.

Certain items in this schedule are referred to as material. Any item is to be considered material if it results in a commitment or an expectation to incur an expense or liability greater than £500,000 in the next twelve months or, in the opinion of the Executive Directors, is otherwise significant for financial, operational, strategic, reputational or other reasons.

Part B: Schedule of Matters Reserved for the Board

1	Strategy and management
1.1	Responsibility for the overall leadership of the Company and setting the Company's values and standards.
1.2	Approval of the Company's strategic aims and objectives.
1.3	Establishing the Company's risk appetite and determining, where necessary whether material decisions are consistent with it.
1.4	Approvals of the annual budget and any material changes to it.
1.5	Oversight of the Company's operations ensuring: <ul style="list-style-type: none">• competent and prudent management• sound planning• maintenance of sound risk management and internal control systems• adequate accounting and other records and• compliance with statutory and regulatory obligations.
1.6	Review of performance in the light of the Company's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
2	Structure and capital
2.1	Changes relating to the Company'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 Company's corporate structure including, but not limited to, acquisitions and disposals of shares which are significant relative to the size of the Company.
2.3	Material changes to the Company's management and control structure.
2.4	Material changes to the Company's tax structuring
2.5	Any changes to the Company's listing.
3	Financial reporting and controls
3.1	Approval of the interim financial statements and annual report and accounts, including the corporate governance statement and directors' remuneration report, and any preliminary announcements of the final results.
3.2	Approval of the dividend policy.
3.3	Declaration of dividends.
3.4	Approval of any significant changes in accounting policies or practices.
3.5	Approval of treasury policies including foreign currency exposure and the use of financial derivatives.
3.6	Approval of debt facilities.

4	Internal controls
4.1	Ensuring maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> • receiving reports on, and reviewing the effectiveness of, the Company's risk and control processes to support its strategy and objectives; and • approving procedures for the detection of fraud and the prevention of bribery.
5	Contracts
5.1	Approval of material contracts entered into by the Company in the ordinary course of business.
5.2	Approval of contracts of the Company not in the ordinary course of business.
5.3	Approval of contracts with related parties.
5.4	Approval of contracts in relation to office premises of the Company, including leases.
5.5	Evaluation of acquisition opportunities, approval of acquisitions and the undertaking of acquisitions.
6	Communication
6.1	Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives and engagement with shareholders in relation to any shareholder resolution which is opposed by more than 20% or more of the votes cast against that resolution.
6.2	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
6.3	Approval of all investor presentations, circulars, prospectuses and listing particulars unless the document to be approved is in the ordinary course of business, has no unusual features and does not require approval by the FCA.
6.4	Approval of press releases and market announcements, except the following where authority is delegated: <ul style="list-style-type: none"> (i) to the Executive Directors per the Public Announcement Approval Policy (ii) to the disclosure committee: urgent announcements in accordance with the Company's Market Abuse Regulation compliance manual.
6.5	Approval of material, non-routine, private communications with regulatory bodies
7	Board membership and other appointments
7.1	Changes to the structure, size and composition of the Board, following recommendations from the nomination and remuneration 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 and remuneration 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 where necessary.
7.6	Membership and chairmanship of Board committees following recommendations from the nomination and remuneration 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, re-appointment 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	Establishing Board committees and approving their terms of reference, and approving material changes thereto.
7.12	Approval of requests from management to take up other positions.
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	Corporate governance matters
9.1	Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
9.2	Determining the independence of non-executive directors in light of their character, judgement and relationships.
9.3	Review of the Company's overall corporate governance arrangements.
9.4	Receiving reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.
9.5	Authorising conflicts of interest where permitted by the Company's articles of association.
10	Policies
10.1	Approval of, and making changes to policies, unless those changes are routine, non-substantive, correction of manifest errors or conforming changes to reflect other developments, including: <ul style="list-style-type: none"> • Share dealing code; • Market Abuse Regulation compliance manual; • Anti-Bribery and Anti-Corruption policy; and • Whistleblowing policy.
11	Other
11.1	Approval of the appointment of the Company's principal professional advisers.
11.2	Prosecution, commencement, defence or settlement of material litigation or an alternative dispute resolution mechanism.
11.3	Approval of the overall levels of insurance for the Company including directors' & officers' liability insurance and indemnification of directors.

11.4	Approval of any other material decision.
11.5	This schedule of matters reserved for Board decisions.

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 Company.