

TRAVIS PERKINS plc

Matters Reserved to the Board

Strategy, Management and Structure

1. Responsibility for the overall leadership of the Group and setting the Company's values.
2. Approval and ongoing review of the Group's strategy.
3. Oversight of the Group's operations and review of the Company's performance.
4. Approval of significant changes relating to the Group's capital or corporate structure and its share listing.
5. Changes to the Group's management and control structure.
6. Extensions of the Group's activities into new business or geographic areas.
7. Decisions to cease to operate the whole or part of any wholly owned activities.

Financial

8. Approval and ongoing review of the Budget.
9. Capital expenditure in excess of £10m.
10. Capital asset disposals in excess of £10m (higher of disposal proceeds or NBV).
11. New leases, lease renewals and regears in excess of £10m or where the lease term is greater than 20 years.
12. Approval of funding strategy, banking / funding arrangements (other than 'ordinary course' / immaterial changes to banking / funding arrangements), tax policy and treasury policy (including foreign exchange, hedging and derivative exposures).
13. Approval of the dividend policy, declaration of the interim dividend and recommendation of the final dividend.
14. Any transaction classified by the Listing Rules as a related party transaction or a class 1 or 2 transaction.

Financial Reporting and controls

15. Approval of the annual report and accounts, interim and final results statements.
16. Ensuring maintenance of sound risk management and internal control systems.
17. Through the Audit Committee, reviewing the effectiveness of the Company's internal financial controls and the internal control and risk management systems.
18. Through the Audit Committee, approval of any material changes to accounting policies or practices.

Contracts and agreements

19. Sales or COGS contracts of the Company or any subsidiary with minimum purchase obligations exceeding £50m with a term of up to one year or minimum purchase obligations exceeding £100m with a term longer than one year, and Goods Not for Resale contracts of the Company or any subsidiary with minimum purchase obligations in excess of £10m with a term of up to one year or minimum purchase obligations in excess of £20m with a term longer than one year.

20. Agreement to PLC guarantees under which the maximum liability is either unlimited, or is equal to or exceeds an amount equal to 25% of the average of the Company's profits (as calculated for classification purposes in accordance with the Listing Rules) for the last three financial years and would therefore qualify as Class 1 transactions under the Listing Rules. For the avoidance of doubt, the foregoing shall not apply to any PLC guarantee entered into with a wholly owned subsidiary.
21. Agreement to change of control provisions in contracts other than
 - a. public sector contracting contracts and
 - b. those included because the counterparty is regulated by the FCA and so must include such clauses in order to comply with their FCA 'know your customer' obligations.

Board membership, Board committees and other appointments

22. Changes to the structure, size and composition of the Board, following recommendations from the Nominations Committee.
23. Board appointments, continuations in office and removal of directors, following recommendations from the Nominations Committee.
24. Membership and chairmanship of Board committees.
25. Appointment or removal of the Company Secretary.
26. Ensuring adequate succession planning for the Board and senior management.
27. Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the Audit Committee. Through the Audit Committee, agreement of fees payable to the Company's auditors, subject to shareholders' delegation.

Remuneration

28. Through the Remuneration Committee, setting the remuneration policy for Executive Directors, the Chair of the Board, the Company Secretary and the Group Leadership Team, setting the individual remuneration of Executive Directors, the Chair of the Board, the Company Secretary and the Group Leadership Team.
29. Subject to the Articles of Association and shareholder approval as required, setting the remuneration policy for and the individual remuneration of Non-executive Directors.
30. Approval of the introduction of new share incentive plans and material changes to existing plans.
31. Pension strategy and material changes in the rules of Company defined benefit pension schemes and consultation with trustees on investment strategy.

Delegation of authority

32. Approval of the terms of reference of Board Committees.
33. Receiving reports and recommendations from Board Committees.
34. The division of responsibilities between the Chairman, Chief Executive and Senior Independent Director.

Corporate governance

35. Carrying out a rigorous annual performance evaluation of the Board, its committees (via the respective committees) and individual Directors.

36. Determining the independence of Non-executive Directors.
37. Consideration of the balance of interests between different stakeholders in the Company.
38. Reviewing the adequacy and security of the Company's arrangements for concerns about possible wrongdoing to be raised in confidence.
39. Reviewing the Company's overall corporate governance arrangements, including compliance with the UK Corporate Governance Code.
40. Authorisation of any conflicts of interest.

Policies

41. Approval of Group policies for:
 - Anti-Bribery and Corruption and Gifts & Hospitality;
 - Identification, Control and Disclosure of Inside Information;
 - Share Dealing;
 - Health and Safety (policy statement approved through delegation to the Stay Safe Committee);
 - Political Donations; and
 - Sustainability.

Communication

42. Approval of resolutions to be proposed in General Meeting.
43. Approval of all circulars and listing particulars.
44. Approval of press releases concerning matters decided by the Board.
45. Approval of processes for ensuring a satisfactory dialogue with shareholders and receiving reports on the views of the Company's shareholders.

Miscellaneous

46. Appointment and termination of Sponsor, Broker or Defence Advisor to the Group.
47. Prosecution defence or settlement of litigation above £5m or being otherwise material to the interests of the Group.
48. Approval of changes to the insurance strategy which may have a material impact on the Company's balance sheet.
49. Any decision likely to have a material impact on the Company from any perspective including financial, operational, strategic or reputational.
50. This schedule of matters reserved.

Approved by the Board of Directors of Travis Perkins plc on 25 February 2022