

D4t4 Solutions plc

MATTERS RESERVED FOR THE BOARD

(adopted by resolution of the Directors on 24 March 2022)

All matters that have a material impact upon the Group will be referred to the Board, however the Board has delegated the day to day management of D4t4 Solutions plc to the Chief Executive and the executive management team.

This document is a formal schedule of matters which are specifically reserved for the Board's decision. Matters which the Board considers suitable for delegation to its committees are contained in the terms of reference of its committees.

The Board has the authority to obtain outside legal or other independent advice at the expense of the company.

1. Strategy and Management

1.1 Responsibility for the overall leadership of the Group, and particularly the Group's strategy, purpose, and vision

1.2 Responsibility for setting the Group's values and standards

1.3 Approval of the Group's strategic aims and objectives

1.4 Approval of the Group's business plan and budgets and any material changes to them

1.5 Oversight of the Group's operations and management

1.6 Review of performance in the light of the Group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken

1.7 Extension of the Group's activities into new business or geographic areas

1.8 Any decision to cease to operate all or any material part of the Group's business

2. Structure and Capital

2.1 Changes relating to the Group's structure including reduction of capital, share issues, share buy backs, and the use of treasury shares

2.2 Major changes to the Group's corporate structure including, but not limited to, acquisitions

2.3 The composition and compensation of the Operations Board below the plc Board shall be a matter for the Executives. However, compensation and bonus structures for the Operations Board, as well as changes to those structures, will be shared with the Remuneration Committee and reviewed Annually.

2.4 Changes to Corporate Status and/or the name of the Company

3. Financial Reporting

3.1 Oversight and review of activities delegated to the Audit Committee

3.2 Approval of the Annual Report and Accounts and any narrative reporting contained in the Annual Report

3.3 Approval of any formal documents or announcements that are made publicly available and which contain financial statements

3.4 Approval of the dividend policy, and declarations of any dividends

3.5 Approval of any significant changes in accounting policies or practices

3.6 Approval of treasury policies, including foreign currency exposure and the use of financial derivatives and of borrowings or activities outside those policies.

3.7 Approval of appointments of auditors, and their remuneration.

4. Risk Management and Internal Controls

4.1 Responsible for a sound system of internal control and risk management

4.2 Receive reports on and review the effectiveness of the Group's risk and control processes to support its strategy and objectives

5. Contracts

5.1 Approval of major capital projects outside the ordinary course of business

5.2 Approval of any share investments, including share buy backs into Treasury

5.3 Review of any contract with annual revenues in excess of £2m and approval of any contract with annual revenues in excess of £5m. In addition, any contract that diverges from the standard contractual terms will also be reviewed with the Board prior to execution.

5.4 Approval of any other contracts of the company that are not in the ordinary course of business, for example loans and repayments

5.5 Approval of giving notice of the suspension or termination of any arrangements, contracts, or transactions in excess of £1m in annual revenues.

5.6 Visibility of main contract and partner templates that serve as a baseline for any divergence as outlined in 5.3.

6. Shareholder Communication

6.1 Ensuring dialogue with stakeholders occurs based on the mutual understanding of objectives

6.2 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting

6.3 Approval of price-sensitive announcements, prospectuses, circulars and similar documents

7. Board Membership and other Appointments

7.1 Changes to the structure, size and composition of the Board, following i from the Nomination Committee

7.2 Appointments to and removals from the Board, following recommendations by the Nominations Committee

7.3 Agreeing membership and terms of reference of Board committees and task forces

7.4 Approval or removal of the Company Secretary

8. Remuneration

8.1 Oversight of the authority delegated to the Remuneration Committee for determining the remuneration policy for the executive directors including contracts, grants of options and other incentive arrangements

8.2 Determining the remuneration of the non-executive directors

8.3 Oversight of the Group Operations Board.

9. Delegation of Authority

9.1 Approval of the division of responsibilities between the Chairman and the Chief Executive

9.2 Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing) (the Delegated Signing Authority)

9.3 Establishing Board committees and approving their terms of reference, and approving material changes thereto

10. Corporate Governance Matters

10.1 Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors.

10.2 Determining the independence of non-executive directors

10.3 Reviewing the Group's overall corporate governance arrangements

10.4 Receiving reports on the views of the company's stakeholders to ensure they are communicated to the Board as a whole

10.5 To ensure there is a means for the workforce to raise concerns in confidence, anonymously if required and to routinely review this and the reports arising from its operation. It should ensure that arrangements can be put in place for the proportionate and independent investigation of such matters and for follow-up.

11. Other

11.1 Any decision reasonably likely to have a material impact on the company or Group from any perspective, including, but not limited to, financial, operational, strategic or reputational

11.2 Acquisitions and disposals of subsidiaries or other assets or liabilities over 10% of net assets/profits

11.3 Approval for the commencement or settlement of legal proceedings (whether as claimant or defendant) arising other than in the ordinary course of business or which are otherwise reasonably likely to have a material impact on the company or Group.

11.4 Transactions with directors or other related parties

11.5 Disclosure of directors' interests

11.6 Approving amendments to this document of Matters Reserved for The Board

11.7 Approval of the policy for political and charitable donations.

11.8 Approval of the Group's Health and Safety Policy.

11.9 Approval of strategic or important policies, that are the responsibility of the Board.