

MOONPIG GROUP PLC

(the “Company”)

SCHEDULE OF MATTERS RESERVED TO BOARD

(Approved at a meeting of the board of directors of the Company held on 27 June 2022)

The UK Corporate Governance Code (the **Code**) states that every company should be led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to a wider society. Among other things, a company’s board should establish a company’s purpose, values and strategy and satisfy itself that these and its culture are aligned.

All Directors shall have regard to the duty to promote the long-term success of the Company (together with its subsidiaries, the **Group**) for the benefit of its members as a whole, and in doing so, to have regard (amongst other matters) to:

- the likely consequences of any decision in the long term;
- the interests of the Group’s employees;
- the need to foster the Group’s business relationships with suppliers, customers and others;
- the impact of the Group’s operations on the community and the environment;
- the desirability of the Group maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

The Board of Directors (the **Board**) has reserved the following matters for its direct stewardship and decision making in conjunction with the Audit, Remuneration and Nomination committees and any other committee appointed by the Board.

1. STRATEGY CULTURE AND MANAGEMENT

- 1.1 Responsibility for the overall management, and oversight of operations, of the Group, ensuring:
- (a) competent, prudent and effective management;
 - (b) sound planning;
 - (c) an adequate system of internal control;
 - (d) adequate accounting and other records; and
 - (e) compliance with statutory and regulatory obligations.
- 1.2 Setting the Group’s purpose and values, and strategic aims, long-term objectives and commercial strategy.
- 1.3 Review of the strategic aims of the Group and its business plan, and the Group’s performance in light of each of these.
- 1.4 Approval of the extension of the Group's activities into new business or geographic areas.

- 1.5 Any decision to cease to operate all or any material part of the Group's business. For these purposes, “**material**” shall include where the relevant activities represent more than 5% of consolidated turnover of the Group as shown in the Company’s most recent audited consolidated accounts.
- 1.6 Any decision to restructure or reorganise the Group (including the winding-up of a material subsidiary undertaking).

2. CAPITAL AND STRUCTURE

- 2.1 Changes to the Group's share capital structure (including reduction of capital, share issues (except under employee share plans) and share buy backs (including use of treasury shares)) and any conversion of outstanding convertible instruments.
- 2.2 Approval of material changes to the Group's corporate structure, including, but not limited to, acquisitions and disposals of shares, undertakings, businesses, assets or properties which are material relative to the size of the Group (taking into account initial and deferred consideration).
- 2.3 Approval of material changes to the Company's listing or its status as a public limited company (plc).
- 2.4 Approval of material changes to the Group's management and control structure.
- 2.5 Recommendations for the alteration of the articles of association, registered office and the name of the Company.

3. BOARD, COMMITTEE AND OTHER APPOINTMENTS

- 3.1 Approval of changes to the structure, size and composition of the board following recommendations from the nomination committee.
- 3.2 Appointments to the board, including the chair and the senior independent director, and selection of the Chief Executive Officer and the Chief Financial Officer, following recommendations by the nomination committee.
- 3.3 Approval of additional external appointments proposed to be undertaken by members of the board.
- 3.4 Determining the division of responsibilities between the chair of the board and the Chief Executive Officer, which should be set out in writing.
- 3.5 Establishing remuneration, nomination, audit and any other board committees and determining the terms of reference, membership and chairmanship of such committees on the recommendation of the nomination committee.
- 3.6 Ensuring adequate succession planning for appointments to the board and to senior management so as to maintain an appropriate balance of skills and experience within the Company and on the board.
- 3.7 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.

- 3.8 The suspension or termination of service of an executive director as an employee of the Company, subject to the law and their service contract.
- 3.9 Appointment and removal of the company secretary,
- 3.10 Decisions as to the appointment, re-appointment and removal of external auditors before such proposals are put to the shareholders for approval in general meeting, following the recommendation of the audit committee.
- 3.11 Approval of the limits of the authority to approve expenditure, investments and such other matters as the board may determine, delegated to the Chief Executive Officer, Chief Financial Officer and other directors and senior managers.
- 3.12 Receiving reports from board committees on their activities.
- 3.13 Appointments to the boards of principal operating subsidiaries.
- 3.14 Approval of the terms of engagement of non-executive directors, including determining their remuneration, subject to the articles of association and shareholder approval, as appropriate.

4. REMUNERATION

- 4.1 Overseeing the remuneration committee, which is responsible for determining the policy for executive director remuneration and setting remuneration for the chair, executive directors and senior management.
- 4.2 Consideration and approval of the remuneration policy for the directors and other senior executives.
- 4.3 Determining the remuneration of the Non-Executive directors (excluding the chair), within the limits set in the articles of association.
- 4.4 Material amendments (or recommendations for the amendment) to:
 - (a) the share option and employee share schemes of the Company or Group; or
 - (b) any pension scheme(s) of the Group, or changes of trustees or, when this is subject to the approval of the Company, changes in the fund management arrangements.
- 4.5 Decisions regarding proposed large-scale redundancies.
- 4.6 Reporting each year to shareholders on the Company's policy on remuneration, the information required by the UK Listing Rules and the Remuneration section to the UK Corporate Governance Code.

5. FINANCIAL AND ANNUAL REPORTING

- 5.1 Approval of the annual report and accounts of the Group, the interim accounts and half-yearly report, any quarterly reports or trading statements and any preliminary announcement of the final results.
- 5.2 Preparation and approval of the strategic report including any non-financial information statement, the directors' report and the corporate governance statement in accordance with all applicable legislation, regulations and rules.

- 5.3 Preparation and approval of the directors' remuneration report in accordance with all applicable legislation, regulations and rules.
- 5.4 Approval of the Company's climate-related financial disclosures in accordance with all applicable legislation, regulations and rules.
- 5.5 Approval of the annual budget, capital expenditure, estimates and forecasts, including profit, dividend or other forecasts made public.
- 5.6 Approval of any material unbudgeted capital or operating expenditure (outside pre-determined tolerances).
- 5.7 Determining and approving the Company's dividend policy, and any changes to the dividend policy
- 5.8 The declaration of interim dividends, the recommendation of final dividends and the making of any other distributions.
- 5.9 Approval of accounting policies and practices and any significant changes in accounting policies or practices, including any off-balance sheet structures.
- 5.10 Approval of changes to the Company's accounting reference date
- 5.11 Making material tax elections or the entry into any material agreement, compromise or accommodation with HM Revenue and Customs or any other tax authority.
- 5.12 In relation to the Group's tax affairs, approving any tax policy or strategy decision that may materially affect the Group's public reputation or relationship with any tax authority.

6. COMMUNICATION TO SHAREHOLDERS / STAKEHOLDERS

- 6.1 Ensuring effective engagement with, and encouragement of participation from, the group's shareholders and stakeholders, including the workforce. Regular review of engagement mechanisms to ensure they are effective.
- 6.2 Understanding the views of the Company's key stakeholders and describing in the Company's annual report how their interests, and the matters set out in section 172 of the Companies Act 2006, have been considered in discussions and decision-making.
- 6.3 Approving the convening of any general meeting and approving the resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 6.4 Approval of all circulars and prospectuses and listing particulars sent to shareholders of the Company (unless delegated to a committee).
- 6.5 Approval of all press releases and announcements concerning matters decided by the board.

7. CONTRACTS

7.1 Transactions of the Company or its subsidiaries that are material strategically or by reason of size. For these purposes “**material**” means transactions which fall into the following categories. In the case of items (a) to (d) the terms are as defined in the Listing Rules issued by the Financial Conduct Authority.

- (a) reverse takeovers;
- (b) class 1 transaction;
- (c) class 2 transaction;
- (d) related party transactions;
- (e) the issue of shares or any class of listed security, excluding share options;
- (f) any transaction involving an activity of a type not previously carried on by the Company other than anything ancillary or complementary to, or in connection with, any activity currently being carried on;
- (g) a takeover bid subject to the Takeover Code; and
- (h) entering into, terminating, assigning, novating, enforcing, or waiving any rights under a contract with a value greater than £10 million.

7.2 Commitments or arrangements (or a series of related commitments or arrangements) which could involve the payment or receipt by the Group of in excess of £10 million in aggregate value (whether in cash or otherwise).

7.3 Any proposed acquisition or disposal of shares in a listed company.

7.4 Any binding commitment to enter into a material strategic alliance, joint venture, partnership or profit sharing arrangement.

7.5 Approval of any change or material amendment of existing contractual terms relating to business critical systems (including but not limited to information technology networks and systems), accounting, auditing and controlling of the Group.

8. CAPITAL EXPENDITURE AND FINANCING

8.1 Approval of investments and capital projects exceeding £10 million, and oversight over the project’s execution and delivery.

8.2 Approval of any borrowings by the group in excess of £10 million.

8.3 The entering into of any indemnities or guarantees where the maximum amounts payable could exceed £10 million other than indemnities and guarantees given in respect of the Company's products or services or any banking facilities (including any indemnities, guarantees or facilities in substitution for or renewal of existing arrangements).

8.4 The creation of any mortgage, charge (fixed or floating), pledge, hypothecation or other encumbrance of a similar nature over all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company.

8.5 Issue by any member of the Group of any debt instruments for amounts in excess of £10 million including bond issues, debenture issues and loan stock instruments.

9. CORPORATE GOVERNANCE

9.1 Overall review of corporate governance arrangements of the Group.

9.2 Undertaking formal and rigorous review of the Company's corporate governance arrangements, including evaluation of the performance of the board, its committees, the chair and individual directors and the division of responsibilities.

9.3 Determining whether each non-executive director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could affect, the director's judgement.

9.4 Considering the balance of interests between shareholders, employees, customers and the community, to create an ethical and supportive business culture.

9.5 Receiving reports on the views of the Company's shareholders and ensuring that they are communicated to the board as a whole.

9.6 Identifying potential conflicts of interest, and authorising these where permitted by the Company's articles of association.

9.7 Regularly assessing and monitoring the culture of the Group and where it is not satisfied that policy, practices or behaviour are aligned with the Company's purpose, values and strategy, seeking assurance that management has taken corrective action.

9.8 Ensuring that there are adequate means for the workforce to raise concerns in confidence and routinely reviewing reports arising from its operation.

10. INTERNAL CONTROL

10.1 Consideration and approval of the nature and extent of the significant risks the Group is willing to take in achieving its strategic objectives and setting and maintaining appropriate policies on risk management and internal control so as to ensure the effectiveness of the Group's systems of risk management and internal control. "Internal control" shall comprise all material controls, including financial, operational and compliance controls and risk management systems and procedures for the detection of fraud and the prevention of bribery.

10.2 Monitoring, receiving reports on, and, at least annually, reviewing the effectiveness of the Group's system of internal control to support its strategy and objectives.

10.3 Reviewing and approving the statements to be included in the annual report concerning internal control, risk management, including the assessment of principal risks and emerging risks, and the viability statement.

10.4 Considering and reporting on whether it is appropriate to adopt the going concern basis of accounting in preparing the annual and half yearly financial statements and identifying any material uncertainties to the Company's ability to do so over a period of at least 12 months from the date of approval of the financial statements.

11. POLICIES

11.1 Adopting and maintaining material policies and procedures of the Group, including:

- (a) related party transactions policy;
- (b) significant transactions policy;
- (c) conflict of interest policy;
- (d) anti-bribery and corruption policy;
- (e) anti-money laundering policy;
- (f) anti-slavery and human rights policy;
- (g) code of conduct;
- (h) whistleblowing policy;
- (i) market abuse manual/code for share dealing
- (j) risk management policy;
- (k) group finance manual;
- (l) IFRS manual;
- (m) budgeting and forecasting policy;
- (n) procurement policy;
- (o) strategic projects policy;
- (p) tax policy;
- (q) tax strategy;
- (r) business continuity plan; and
- (s) delegation of authority matrix,

and reviewing any other Group policies as required.

12. OTHER

12.1 Approval of the Group's policy on the making of any political donations and charitable donations.

12.2 Approval of the Company's slavery and human trafficking statement under the Modern Slavery Act 2015 and any other statement required by law to be approved by the board.

12.3 Approval of the appointment of the Group's principal professional advisers.

- 12.4 Approval of overall levels of insurance cover, including directors' and officers' liability insurance and indemnification of directors or any other member of the Group.
- 12.5 Making any major decision relating to the conduct (or settlement) of any litigation or arbitration proceedings involving above £10 million or otherwise being material to the interests of the Group (not including any debt collection and recoveries activity carried out in the ordinary course of the Group's business).
- 12.6 Approval of recommendation to shareholders of entering a liability limitation agreement between the Company and its auditors.
- 12.7 Granting powers of attorney to undertake actions for and on behalf of the Company which are outside the ordinary course of business.
- 12.8 Amendments to this schedule of matters reserved for board decisions.
- 12.9 Approval of any other matters that are reserved for decision by the board in accordance with applicable law or regulation, or pursuant to accepted best practice, or under the articles of association of the Company.
- 12.10 Any other decision likely to have a material impact on the Group from any perspective.
- 12.11 Any other matter requiring the convening of a general meeting of shareholders or any class of shareholders, including, but not limited to, financial, operational, strategic or reputational.

Once a decision in principle has been taken by the board on any matter referred to in this Schedule, the board shall identify any documents relating to such matter which will require multiple board signatures, and shall agree the procedure to be followed when any decisions are required between board meetings. Subject to these issues, implementation of the matter can be delegated to a committee of the board.

13. VERSION HISTORY

Issue No.	Version No.	Issue Date	Summary of Changes
1	1.0	January 2021	Initial Document
2	2.0	November 2021	New introduction and minor amendments
3	2.1	June 2022	No change – annual review