



DWF GROUP PLC
(the Company)

MATTERS RESERVED FOR THE BOARD

(Approved at a meeting of the Board of Directors of the Company held on 29 March 2022)

The Board of Directors of DWF Group plc (the **Board**) has collective responsibility to promote the long-term sustainable success of the Company, generate value for shareholders and contribute to wider society. An effective Board develops its collective vision of the values, culture and behaviours to promote across the Company and its subsidiary undertakings (the **Group**) to achieve the strategic objectives it sets.

Delegation of Authority

The Board may delegate specific authorities to Committees of the Board, but such delegation and their terms of reference must be approved by the Board.

The day to day responsibility for operation of the Group, not specifically reserved to the Board or delegated to a Committee of the Board, is delegated to the Executive Board of DWF Law LLP (the **Executive Board**) in accordance with terms of reference of the Executive Board, the Delegated Authority Policy and such other policies and directions as the Board determines appropriate.

Professional Duties Prevail

In fulfilling its purpose, the Board:

1. acknowledges that each lawyer of the Group has professional duties as a member of the legal profession in the jurisdiction (or jurisdictions) where he or she is entitled to practise law;
2. acknowledges that all decisions made by the Board and all directions given by it in respect of the Group's lawyers will be made having regard, and will be subject, to the requirement that the professional duties of members of the legal profession within the Group prevail over the decisions and directions of the Board; and
3. agrees that, to the extent that any lawyer of the Group experiences a conflict or potential conflict between the matters referred to in paragraph 2 above, then, to the extent of the conflict or potential conflict, that lawyer's professional duties shall prevail.

Schedule of Matters Reserved to the Board

The Schedule of Matters Reserved to the Board is set out below.

Strategy

1. Responsibility for the overall leadership of the Group and setting the Group's vision, purpose, values and standards, satisfying itself that these align with the Group's culture.
2. Assessing and monitoring culture and, where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the Group's purpose, values and strategy, seek assurance from management that corrective action has been taken.
3. Approval of the strategic aims of the Group and its long-term objectives.
4. Ensure that the necessary resources are in place for the company to meet its objectives and measure performance against them.
5. Approval of the annual operating budgets and any material changes to them.
6. Oversight of the Group's operations ensuring:
 - 6.1 competent and prudent management;
 - 6.2 sound planning;
 - 6.3 a framework of prudent and effective controls, which enable risk to be assessed and managed;
 - 6.4 adequate accounting and other records;
 - 6.5 compliance with statutory and regulatory obligations (including the professional duties of the Group's lawyers).
7. Review of performance in light of the Group's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
8. Extension of the Group's activities into new business or new geographic areas which have different regulatory legislation from that presently applying to the Group or any part thereof. This does not include entry into association agreements (which will be approved by the Executive Board).
9. Any decision to cease to operate all or any material part of the Group's business, or in any geographic area. This does not include terminating association arrangements or agreements (which will be approved by the Executive Board).

Capital and Structure

10. Changes to the Group's capital structure (including reductions of capital, share buy backs and share issues (except under employee share plans)).
11. Major changes to the Group's corporate structure (including material contractual corporate structure arrangements of, or between, members of the Group).
12. Changes to the Company's listing arrangements or its status as a public limited company.
13. Changes to the Group's management and control structure (including material contractual governance arrangements of, or between, members of the Group).

Board, Committee and other Appointments

14. Changes to the structure, size and composition of the Board, including the appointment, re-appointment or removal of a Director on the recommendation of the Nomination Committee.
15. Appointment of one of the Independent Non-Executive Directors to be the Senior Independent Non-Executive Director.
16. Succession planning for appointments to the Board and to senior management so as to maintain an appropriate balance of skills and experience within the Group and on the Board and to promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
17. Appointment and removal of the Company Secretary.
18. Setting or variation of senior management authority levels including any provisions of the Delegation of Authority Policy which apply to senior management.
19. Determining the membership and chairs of the Committees of the Board, on the recommendation of the Nomination Committee.
20. Appointment, re-appointment or removal of the external auditors, subject to shareholder approval, on recommendation of the Audit Committee.
21. Appointments to, and removals from, the Executive Board
22. Approval of Directors' external appointments.

Remuneration

23. Determining the overall remuneration policy for the Independent Non-Executive Directors, the Company Secretary and senior management, in the case of the policy for Directors, subject to shareholder approval. The overall remuneration policy for the Chair, the Chief Executive Officer/Managing Partner, the Chief Operating Officer, the Chief Financial Officer, the Partner Directors and senior management shall be delegated to the Remuneration Committee.
24. Setting the remuneration of the Independent Non-Executive Directors, subject to the articles of association and shareholder approval. Remuneration of the Chair, the Chief Executive Officer/Managing Partner, the Chief Operating Officer, the Chief Financial Officer, the Partner Directors and senior management shall be set by the Remuneration Committee.
25. The introduction of, or amendment (or recommendations for amendment) to the Group's share plans and equity incentive plans, to be put to shareholders for approval or (if subject to the approval of the Company) changes of trustees in respect of the plans.
26. A material amendment of any pension scheme(s) of the Group, changes of trustees or (if subject to the approval of the Company) changes in the fund management arrangements.

Financial and Annual Reporting

27. Explanation of the Group's business model and strategy for delivering the objectives of the Group.

28. Approval of statements containing financial information, including any half-yearly report and any preliminary announcement of final results.
29. Approval of the annual report and accounts, including the corporate governance statement and directors' remuneration report, satisfying itself on the integrity of financial and narrative statements in accordance with the Companies Act 2006, the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules.
30. Approval of annual and interim accounts of the Group.
31. Approval of the annual budget, capital expenditure, estimates and forecasts, including profit, dividend or other forecasts made public.
32. Approval of material unbudgeted capital or operating expenditure (outside pre-determined tolerances).
33. Approval of the dividend policy.
34. The declaration of interim dividends, the recommendation of final dividends and the making of any other distributions.
35. Approval of any significant changes in accounting policies or practices.
36. Approval of any alteration of the Company's accounting reference date.

Contracts

37. Transactions of any member of the Group that are material strategically or by reason of size. For these purposes, material means transactions which fall into the following categories, including as defined in the Listing Rules.
 - 37.1 reverse takeovers;
 - 37.2 class 1 transaction;
 - 37.3 class 2 transaction;
 - 37.4 related party transactions;
 - 37.5 the issue of shares or any class of listed security (excluding share options);
 - 37.6 any transaction involving an activity of a type not previously carried on by the Group; and
 - 37.7 a takeover bid subject to the Takeover Code.
38. Investments and capital projects exceeding £1 million (per annum) and £10 million (in aggregate).
39. The entering into or any amendments of any indemnities or guarantees where the maximum amounts payable would exceed the coverage of any insurance held by the Group which would cover that guarantee or indemnity, or has not been approved by the Executive Risk Committee of the Executive Board. In relation to parent company guarantees, the entering into parent company guarantees where the underlying facility exceeds £10m in the aggregate

or £1m per annum.

40. Any banking facilities in excess of £10 million (including any facilities in substitution for or renewal of existing arrangements).
41. 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 any member of the Group, or any part thereof, exceeding £1 million in value.
42. The issue of any debt instruments for amounts in excess of £1 million including bond issues, debenture issues and loan stock instruments.

Corporate Governance

43. Review of corporate governance arrangements of the Group (including material contractual governance arrangements of, or between, members of the Group).
44. Undertaking formal and rigorous annual review of the Board, the Committees of the Board and individual Directors, and the division of responsibilities, including an external evaluation every three years.
45. Determining whether each Independent 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.
46. Considering the balance of interests between shareholders, employees, clients, customers and the communities in which it operates, and always having regard to the professional duties of the lawyers of the Group.
47. Undertaking appropriate engagement to ensure a clear understanding on the views of the Company's shareholders, the Group's employees and other stakeholders.
48. Authorising conflicts of interest where permitted by the Company's articles of association.

Risk Management and Internal Control

49. Determining the nature and extent of the significant risks it 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.
50. Approving the Group's risk appetite statements.
51. Overseeing the Group's management systems and arrangements to ensure that they are adequate to comply with the regulatory requirements of each of the Group's legal professional regulators.
52. Approving procedures for the detection of fraud and the prevention of bribery.

53. 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.
54. Approving the statement, for inclusion in the annual report, in relation to risk management and internal control.

Delegation of authority

55. Establishing Committees of the Board and approving their terms of reference, and any changes thereto, at least annually.
56. Determining the division of responsibilities between the Chair and the Chief Executive Officer/Managing Partner, which should be set out in writing.
57. Receiving reports from the Committees of the Board on their activities.
58. Approval of and amendments to the terms of reference of the Executive Board.

Partner Matters

59. Approval of any lateral hire with associated costs of more than £1 million.
60. Approval of the expulsion of any partner of the Group.
61. Determining the leaver status of any partner of the Group and determining the leaver status of any employee who is also a member of the Executive Board.

Policies

62. Approval of any new key policies for the Group, or material amendment to existing key policies, including:
 - 62.1 Market Abuse Regulation compliance manual (including Disclosure Policy, Group-wide Share Dealing Policy, Share Dealing Code and Handling Client Inside Information Policy);
 - 62.2 Anti-Bribery and Corruption Policy;
 - 62.3 Speak-up Policy;
 - 62.4 DWF Code of Conduct (including in relation to the professional duties of lawyers and others in the Group);
 - 62.5 environment, social and governance policies;
 - 62.6 Health and Safety Policy and Policy Statement;
 - 62.7 human resources policies relating to partners and employees;
 - 62.8 Anti-Money Laundering Policy
 - 62.9 Communications Policy; and
 - 62.10 treasury policies (including foreign exchange exposure).

Other

63. The making of any political donations by the Group.
64. Approval of the appointment of the Group's principal professional advisers.
65. Approving insurance cover for the Group, including directors' and officers' liability insurance, indemnification of directors, and professional indemnity insurance for the legal practices of the Group in each jurisdiction.
66. Any decision in relation to the entering into, or settlement, of, litigation or arbitration proceedings involving above £1 million or otherwise being material to the interests of the Group.
67. Any decision likely to have a material impact on the Group from any perspective.
68. Recommendations for the alteration of the articles of association of the Company.
69. Recommendations for the alteration of the registered office and the name of the Company.
70. Approval of all resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
71. Approval of all circulars, prospectuses and listing particulars.
72. 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.
73. Approval of press releases concerning matters decided by the Board.
74. Amendments to these Matters Reserved for the Board.