

MATTERS RESERVED FOR THE BOARD

as adopted 23 March 2021

The following schedule, approved by the Board on 23 March 2021, identifies those matters which, unless otherwise determined by the Board, are reserved to the Board. The Board may delegate any specific authorities to committees or individual directors or nominated employees.

STRATEGY AND MANAGEMENT

- Oversight of the overall management of the Group and establishing the Group's purpose, values, culture, diversity and inclusion.
- Approval of the Group's long term objectives and commercial strategy.
- Approval of the annual operating and capital expenditure budgets and any material changes to them.
- Oversight of the Group's operations and review of performance in the light of the Group's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- Material changes to the Group's overall management and control structure.
- Any significant changes to the Group's overall strategic direction, including the extension of the Group's activities into new business or geographic areas.
- Any decision to cease to operate all or any material part of the Group's business.
- Approval of the Group's sustainability strategy and targets.

STRUCTURE AND CAPITAL

- Changes relating to the Company's share capital structure.
- Material changes to the Group's capital structure (other than share capital).
- Major changes to the Group's corporate structure.
- Any changes to the Company's stock exchange listing or its status as a plc.

FINANCIAL REPORTING AND CONTROLS

- Approval of preliminary announcements of final results and any unscheduled financial statements or announcements as may be required.
- Approval of the annual report and accounts and half-yearly financial reports.
- Approval of the dividend policy, declaration of the interim dividend and recommendation of the final dividend.
- Approval of any significant changes in accounting policies or practices.
- Tax and treasury oversight.
- Approval of any share buyback policy.
- Approval of the giving of any external guarantee, whether of debt securities (including

debentures, bonds, loan notes and other debt instruments) or otherwise, whereby the Group's potential indebtedness is increased by more than US\$10 million.

- Assessment of the Group's viability and ability to continue as a going concern.

RISK MANAGEMENT INTERNAL CONTROLS

- Ensuring a risk management framework and an effective system of internal control is in place.
- Approval of the nature and extent of the principal risks that the Board is willing to take to implement its strategy.
- Approval of the Group's risk management policy and framework and annual review of the Group's risk appetite.

CONTRACTS/MERGERS AND ACQUISITIONS

- Approval of major capital projects (in excess of US\$10 million).
- Approval of material contracts of the Company not in the ordinary course of business, for example loan agreements or investment banking mandates.
- Approval of (a) any Class 1 or 2 transaction or related party transactions, as defined by the Euronext Dublin or London Stock Exchange Listing Rules; and (b) any takeover offer for another company within the City Code on Takeovers and Mergers or the Irish Takeover Rules.
- Making of a recommendation to accept any takeover or merger offer.
- Approval of all material joint ventures and material non-routine arrangements with customers or suppliers.
- Approval of any acquisition or disposal (whether in a single transaction or series of transactions) not within the City Code on Takeovers and Mergers or the Irish Takeover Rules by any member of the Group of: (a) any business (or any material part of any business) with a value in excess of US\$10 million; (b) any shares in any company with a value in excess of US\$10 million, and (c) any asset with a value in excess of US\$10 million.
- Approval of contracts in which any Director or other related party is interested.

COMMUNICATIONS

- Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- Approval of all circulars to shareholders and listing particulars.
- Approval of press releases concerning matters decided by the Board.
- Approval of appointment or removal of Brokers.

BOARD MEMBERSHIP AND OTHER APPOINTMENTS

- Approval of any changes to the overall structure, size and composition of the Board, following recommendations from the Nomination Committee.
- Ensuring adequate succession planning for the Board and senior management, so as to

maintain an appropriate balance and diversity of background, skills and experience on the Board.

- Appointments to and removals from the Board, having considered recommendations by the Nomination Committee.
- Appointment of the Chairman of the Board and the Managing Director having considered recommendations of the Nomination Committee.
- Appointment of the Senior Independent Director.
- Approval of membership and Chairmanship of Board committees, on the recommendation of the Nomination Committee.
- 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, on the recommendation of the Nomination Committee.
- 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, on the recommendation of the Nomination Committee.
- Appointment or removal of the Company Secretary.
- Appointment, re-appointment or removal of the external auditor to be put to shareholders for approval, having considered recommendations of the Audit & Risk Committee.

REMUNERATION

- Approval of the remuneration policy for the Directors, Company Secretary and other senior executives, having considered recommendations of the Remuneration Committee.
- Determining the remuneration of the non-executive Directors, subject to the articles of association.
- The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval, on the recommendation of the Remuneration Committee.

DELEGATION OF AUTHORITY

- The division of responsibilities between the Chairman, the Managing Director (and other executive Directors), which should be in writing.
- Approval of terms of reference of Board committees.
- Receiving reports from Board committees on their activities.

CORPORATE GOVERNANCE MATTERS

- Undertaking an annual formal review of its own performance and composition; the performance and composition of its committees; and the performance of individual Directors.
- Determining the independence of Directors.

- Review of the Group’s overall corporate governance arrangements.
- Receiving reports on the views of the Company’s shareholders.
- Ensuring effective engagement with, and considering the balance of interests between, shareholders, employees, customers, the community and the environment.
- Ensuring arrangements are in place for the workforce to raise any matters of concern and routinely reviewing such arrangements and reports arising from its operation.
- Authorisation of Director conflicts of interest as appropriate and review of the conflicts register on an annual basis.

POLICIES

- Ensuring workforce policies, practices and behaviours are consistent with the Company's values and support its long-term sustainable success.
- Approval of policies, including:
 - Health & Safety Policy
 - Human Rights Policy
 - Business Ethics Policy
 - Anti-Bribery policy
 - Whistleblowing Policy
 - Employment Policy
 - Diversity & Inclusion Policy
 - Freedom of Association Policy
 - Community Engagement and Investment Policy
 - Stakeholder Policy
 - Share dealing Policy & Code

OTHER

- The making of political donations.
- Settlement of litigation, involving amounts above US\$5 million or being otherwise material to the interests of the Group.
- Approval of Directors’ & Officers’ liability insurance.
- Amendment of this schedule of Matters Reserved For The Board.
- Approval of the long-term strategy for and any major changes to the Group's pensions arrangements.