

SECURE TRUST BANK PLC

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

In this document, the Company means Secure Trust Bank PLC, the Board means the board of directors of the Company and STB Group means the Company and its subsidiaries.

1. Strategy and Oversight	
1.1.	Responsibility for the overall leadership of the Company and establishing its purpose, vision, values and strategy (including its Environment, Social and Governance (ESG) and responsible business aspects).
1.2.	Approval annually of the STB Group rolling five year strategic plan and annual budget, and any material changes to them. .
1.3.	Approving procedures designed to uphold sanctions as well as preventing fraud, money laundering, financial crime, terrorism financing, bribery and corruption
1.4.	Approval of the extension of the STB Group's activities into new types of business or outside the UK.
1.5.	Any decision to cease any material type of business within the STB Group.
1.6.	Oversight of the STB Group's operations for: <ul style="list-style-type: none"> • competent and prudent management; • sound planning; • adequate accounting and other records; and • compliance with statutory and regulatory obligations.
2. Risk and Control	
2.1.	Approval of the STB Group's risk appetite statement.
2.2.	Establishing a framework of prudent and effective controls enabling risk to be assessed and managed, including: <ul style="list-style-type: none"> • receiving reports on and reviewing the effectiveness of the STB Group's risk and control processes to support its strategy; and • approving policies and procedures designed to prevent financial crime.
3. Accounting/Financial Matters	
3.1.	Approval of the half yearly report and any preliminary announcement of the final results.
3.2.	Approval of the Annual Report and Accounts, including the strategic and other reports, and the Pillar 3 disclosures.
3.3.	Approval of the dividend policy.
3.4.	Declaration of the interim dividend and any special dividend and recommendation of the final dividend.
3.5.	Approval of any significant changes in accounting policies or practices.
3.6.	Approval of treasury policies.
3.7.	Approval of any borrowing strategy, including any securitisation.
4. Structure and Capital	
4.1.	Changes relating to the STB Group's capital structure, including reduction of capital, share issues (except under employee share plans), share buy-backs, and the use of treasury shares and refinancing/issuing subordinated debt.
4.2.	Major changes to the STB Group's corporate structure, including acquisitions and disposals, other than debt sales in the ordinary course of business.
4.3.	Any changes to the Company's listing or its status as a PLC or any market where its securities are traded.

5. Regulatory	
5.1.	Approval of the ICAAP, ILAAP, Recovery Plan and Resolution Plan.
5.2.	Approval of all material engagements with regulators.
5.3.	Approval of any applications for new, or withdrawal of existing, regulatory authorisations.
6. Governance	
6.1.	Undertaking an annual review of the performance of the Board, the Chairman, the Board committees and individual directors.
6.2.	Deciding who the Board considers to be independent non-executive directors (NEDs) in light of their character, judgement and relationships.
6.3.	Approving the Board's policy on, and the STB Group's approach to, diversity and inclusion.
6.4.	Overseeing the STB Group's overall governance arrangements.
6.5.	Authorising conflicts of interest where permitted by the Company's Articles.
6.6.	Approving the division of responsibilities between the Chairman, Chief Executive Officer (CEO) and other executive directors.
6.7.	Approval of the delegated levels of authority, including authority limits for the CEO and Chief Financial Officer (CFO).
6.8.	Establishing Board committees and approving their terms of reference and material changes to them.
7. Audit	
7.1.	Approving the annual audit plan, its objectives and its implementation
8. Communication	
8.1.	Approval of resolutions put to shareholders at a general meeting.
8.2.	Approval of all circulars, prospectuses and listing particulars.
9. Board Membership and Other Appointments	
9.1.	Changes to the structure, size and composition of the Board.
9.2.	Approval of any related party transactions under the Listing Rules (subject where relevant to shareholder approval).
9.3.	Maintaining effective succession planning for the Board and senior management so as to maintain an appropriate balance of skills, experience and knowledge within the Company and on the Board.
9.4.	Appointments to the Board, following recommendations by the Nomination Committee.
9.5.	Selection of the Chairman, the CEO and CFO of the Company.
9.6.	Membership and chairs of Board committees, following recommendations from the Nomination Committee.
9.7.	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.
9.8.	Appointment or removal of the Company Secretary.
9.9.	Appointment, re-appointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the audit committee.
9.10.	Appointments of NEDs on the Board of the Company to boards of its subsidiaries.
9.11.	Appointment of a Consumer Duty champion from among the Board
10. HR and Remuneration	
10.1.	Authorising remuneration outcomes and deciding through the Remuneration Committee the remuneration policy for the directors, Executive Committee members, the Company Secretary and Material Risk Takers.
10.2.	Deciding the remuneration of the NEDs, subject to the Articles, the remuneration policy and shareholder approval as appropriate.
10.3.	Introducing new share incentive plans or material changes to existing plans, whether or not needing shareholder approval.
10.4.	The introduction of any new pension scheme or any material pension scheme change.,
11. Whistleblowing	
11.1.	Reviewing the STB Group's arrangements for its workforce to raise any concerns in confidence and, if they wish, anonymously, reports arising from such whistleblowing arrangements, and the effectiveness of these arrangements.

11.2.	Appointment of a whistleblowers' champion from among the Board to oversee the integrity, independence and effectiveness of the STB Group's whistleblowing arrangements.
12. Policies	
12.1.	Approval through the Board Risk Committee of policy governance, including deciding which policies (or tiers within policies) require Board approval and the schedule which reflects this.
13. Other	
13.1.	Change in the registered office of the Company.
13.2.	The grant of any power of attorney outside the course of ordinary business.
13.3.	Approval of expenditure (not in a budget already approved by the Board) of more than £1m.
13.4.	Contracts entered into by the Company or a subsidiary in the ordinary course of business, above £1 million, but excluding lending and debt sales.
13.5.	Contracts of the Company or any subsidiary outside the ordinary course of business.
13.6.	The acquisition or disposal of an interest in 3% or more in the voting shares of any company or the making of any takeover offer.
13.7.	Making political donations.
13.8.	Approval of the appointment of the STB Group's principal professional advisers, and its sponsor and corporate brokers and any changes to them.
13.9.	Prosecution, commencement, defence or settlement of litigation or any alternative dispute resolution mechanism involving above £500,000 or otherwise material to the STB Group (but excluding debt collection and non-material disputes in the ordinary course of business).
13.10.	Approval of the overall levels of insurance for the STB Group, including directors' and officers' liability insurance, and indemnification of directors.
13.11.	Any decision likely to have a material impact on the Company or STB Group from any perspective, including but not limited to, financial, operational, strategic or reputational.
13.12.	This schedule of matters reserved for Board decisions.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees or through other delegated authorities, including in the roles of senior managers.

The Board will receive reports and recommendations from time to time on any matter which it considers significant to the STB Group.