Adopted by the board at its meeting on 26 September 2024

__Vertu Motors plc__

Schedule of matters reserved for decision by the board to be reviewed and renewed at least annually

1. Company strategy will be initiated and developed by the Chief Executive Officer and Executive Managers for discussion and agreement by the board. Matters that have been approved as part of the monthly executive reports considered by the board will not need further approval unless there is material alteration (although the board should be kept up to date on progress on implementation at following meetings).

Transactions

2. The acquisition or disposal of any subsidiary company.

3. The decision to deliberately close any dealership site.

4. The complete termination of any franchise relationship held in the group so that the group ceases to operate in that franchise.

5. The addition of any material business activity to the group that is of a new type of business or in a non-UK geographical area.

6. The acquisition of dealership or other property assets where;

6.1 The value of the assets acquired exceeds £1.0m or
The profit or loss, measured at the Group contribution level, expected to be incurred by the dealership is its first full year of operation, exceeds £0.3m

6.2 Goodwill in excess of £0.3m is payable; or
The acquisition includes the assumption of leasehold commitments for a period of more than 10 years without a break clause within that period exercisable by the company or an annual rental in excess of £0.2m.

Any decision taken under this authority to acquire assets beneath the above thresholds shall be reported to the next following board meeting.

7. The linked disposal of assets for a value in excess of £1.5m or for £0.5m less than the book value Any decision taken under this authority to dispose of a dealership outside of this threshold shall be reported to the next following board meeting.

8. Guarantees to be given by the Company, other than guarantees of obligations of non-dormant subsidiaries of the Company as follows:

8.1 in relation to acquisitions/disposals in respect of typical obligations of the buying/selling entity (such as payment of consideration or compliance with the purchase or sale agreement);

8.2 in relation to lease assignments where a subsidiary is assigning a lease that it already has, to guarantee the obligations of the assignee to the landlord;

8.3 in relation to lease assignments or new leases where a subsidiary is taking on a new lease, to guarantee the obligations of the Vertu subsidiary to the landlord;

8.4 to manufacturers or manufacturer finance partners to guarantee facilities provided in respect of vehicle stocks; or

8.5 where the maximum liability of the Company is below or equal to £250,000.

9. Any significant corporate transactions such as private equity investment or mergers.

10. Any transaction between the Company or any member of its group and any director or a connected party of a director (other than remuneration or employment contract changes that have been approved by the duly appointed Board committee or transactions between group companies).

Finance

11. The annual approval of a Revenue Budget for the Company provided that any increase of 10% or more in the year requires board approval.

12. The annual approval of a Capital Budget for the Company including specific projects and costs provided that;

12.1 the Chief Executive Officer shall have authority to authorise increased capital expenditure on approved projects up to a further £200,000 with any increases of 10% or more reported to the next Board meeting;

12.2 the Chief Executive Officer shall have authority to authorise new capital expenditure projects up to £1,000,000 each with any new project reported to the next Board meeting;

12.3 Board approval will be required for any increase in capital expenditure of £200,000 or more on an approved project and for any new project of £1,000,000 or over; and

12.4 it is noted that all capital expenditure over £5,000 will require the approval of the Chief Executive Officer or the Chief Financial Officer or the Chief Operations Officer.

13. Approval of any contracts with a committed spend of over £1m in a calendar year that are outside of the approved budget, or are being entered into in advance of the approved budget.

14. The grant of formal security by any member of the group, other than to the group's agreed retail banking partners.

15. Material alteration to, or replacement of, the group's retail banking facilities

16. The Chief Executive Officer and the Chief Financial Officer (as a committee of the Board), shall have authority to invest funds of the Company in any one or more of the following ways:

16.1 Barclays Bank plc; and

16.2 any bank or building society, with a double A rating with Standard and Poors;

16.3 purchase of sterling certificates of deposit for any amount drawn on any of the above institutions; and

16.4 invest any amount of money in Government gilt-edged securities.

Share capital and structure

17. The issue of dividends or other distributions by the Company unless in accordance with an agreed dividend policy.

18. The issue of shares by the Company or the alteration of any of the Company's shares or share rights (other than in accordance with previously approved option schemes where authority is given to the executive directors to issue shares).

19. Any issue of loan stock or other debt instruments in the group.

20. Any share buybacks by the Company outside of a board approved share buyback programme.

21. Any changes to the Company's listing status.

22. Any offer to issue shares or the grant of any option for shares in the Company other than those approved by the remuneration committee in accordance with its terms.

Communication

23. The resolutions to be included in notices of the Company's general meetings.
24. All circulars and prospectuses.
25. Drafts of the Statements to be made by the Company and/or the Chairman as to the interim and final results of the Company and any other trading statements.
26. The annual accounts and associated reports.
27. Any other shareholder announcements or communications to be issued by the Company that are not legally required to be issued.

Governance

28. Appointments to the board, following recommendations from the Nominations Committee.
29. The establishment of board committees and their terms of reference.
30. The suspension or termination of service of an executive director.
31. Appointment or removal of the Company secretary.
32. Any authorisation of conflicts of interest or potential conflicts of interest of the Company's directors.
33. Alteration of the Company's memorandum or articles of association.
34. Change of the Company's name or accounting reference date.
35. Appointment of the senior independent director.
36. Approval of any changes to the Company's code of conduct on share dealings.
37. Approval of the Company's modern slavery statement before first publication and then annually.

Other

38. Any speculation in futures for the supply of goods to the Company other than goods specifically required for the Company's own products or utilities contracts not exceeding 3 years in duration, although normal buying forward is permitted.
39. Any contract which involves a currency exchange risk relating to more than £0.3m.
40. Any major change in the pension's policies of the group or the pension scheme rules or any change in the trustees.
41. Any redundancy proposals relating to more than 50 full-time employees.
42. The appointment of auditors following recommendation from the audit committee.
43. The prosecution, defence or settlement of material litigation involving potential liability or claims of £500,000 or more.

At least once in every financial year, the insurances in force for the Company and the levels thereof shall be reported to the Board.

Ultimate responsibility for the process by which risk in the business is managed rests with the Board. If any major risk materialises, the Chief Executive Officer shall discuss this with the Chairman in order to decide whether the Board should be convened to consider it. The board shall review reports from the compliance committee and the other internal risk functions to retain oversight of its control systems and compliance with statute and regulation.

If a decision is required as a matter of urgency between Board Meetings, any three Directors (including the Chairman, when available) may act as a Committee of the Board, if necessary by telephone, to make a decision but any such decision shall be reported to the next following Board Meeting.