



Schedule of Matters Reserved for the Board

Purpose of the Board

The role of the Board of Directors (“Board”) is to provide entrepreneurial leadership of M&G plc (“Company”) and its subsidiaries (together, the “Group”) within a framework of prudent and effective controls which enables risks to be assessed and managed. The Board is collectively responsible for the long-term success of the Company and the Group and delivery of sustainable value to shareholders.

The Board is responsible for the overall strategy and risk appetite for the Company and the Group. It approves the business plans and budgets for the achievement of the strategic objectives it has set for the Group. Implementation of the strategy established and approved by the Board and day-to-day running of the Group is delegated to the Group Chief Executive Officer (the “Group CEO”). Reporting should focus on supporting the Board in its decision making, evidencing assurance around the operation and effectiveness of the Group’s risk management and internal control frameworks, and providing clear visibility on outcomes in the context of the Group’s strategy and overall business objectives.

The Board is responsible for managing the business of the Company and, in doing so, may exercise all the powers of the Company, subject to any relevant laws and regulations and to the Articles of Association (“Articles”).

To ensure the Board remains effective, the Board undertakes an annual evaluation of its performance.

Delegation of Authority

The Board has delegated all of the powers, authorities and discretions of the Board in so far as they concern the management and day-to-day running of the Group to the Group CEO subject to the matters reserved to the Board as set out below. Any decision that is above the levels of authority delegated from time to time to the Group CEO must be escalated for approval to the Board. Further, and notwithstanding that delegation, any proposal which involves the assumption of material new risks which are outside the risk appetite set by the Board and which have not already been expressly approved by the Board (for example, as part of the business planning process) must be escalated for approval by the Board.

The Board may establish Board Committees to oversee and, where appropriate, approve on its behalf, certain activities and decisions. These matters are set out in each Committee’s terms of reference, which are agreed and approved by the Board, including any material changes thereto. The Board has also established a Standing Committee to make decisions on matters for the Board with the full power and authority of the Board.

In addition, the Board may from time to time delegate, by power of attorney or otherwise, any of its powers, authorities and discretions (including the power to sub-delegate) to any Director, person or persons for such time and on such terms as it thinks fit.

Matters Reserved for the Board

The following matters are reserved for the Board:

1. Culture

- Establishing, and approving any changes to, the Group’s purpose, strategic drivers, behaviours and values
- Promoting and providing oversight of the Group’s culture which is aligned with the Group’s purpose, strategic drivers, behaviours and values



- Providing oversight of the customer agenda across the Group, ensuring alignment with the Group’s purpose, culture, values, strategy and business plans
- Acting as an escalation point from relevant subsidiary boards for matters that may present potential conflicts of interest if otherwise addressed within the standard governance framework

2. Strategy

- Approval of the overall strategic aims and objectives for the Group, as proposed by the Group CEO
- Approval of M&A transactions, joint ventures or strategic partnerships (including both acquisition and disposal) in excess of £25 million
- Approval of changes to the Group’s capital structure (including any share transfer, issue, reduction or other capital restructuring), listed structure, or any significant change to its corporate structure
- Approving any contract over £50 million in value annually or over the committed period of the contract (including material outsourcing contracts, e.g. business services involving customer operations)
- Extension, cessation or discontinuation from any of the Group’s activities (into or from), including new form of business, material new product launches, new markets and or/ geographic region(s) (details to be included in the annual business plan)

3. Finance and Capital

- Approving the annual business plan for the Group and any material amendment (for variance in spend above £50m in aggregate or above £25m for individual items)
- Approving allocation and reallocation of any capital generated or released within the Group
- Approving dividend policy, declaring interim dividends and recommending the final dividend
- Approving financial and non-financial targets and KPIs that are publicly disclosed
- Approval of debt issues, capital raising and Group banking arrangements
- Approving any guarantee, indemnity, undertaking or other contingent liability outside the ordinary course of business with a value in excess of £25 million
- Any other decision that might materially impact the strategy or business plan

4. Risk Appetite

- Approval of the risk appetite framework and statement for the Group and setting a consistent approach to tolerance for risks running temporarily outside appetite
- Approval of any proposal which involves the assumption of material new risks which are outside the risk appetite set by M&G plc Board, and which have not already been expressly approved by the M&G plc board (including as part of the business planning process)
- Approval of the insurance arrangements for the Group, including D&O
- Approval of commencing or threatening litigation, or settling any claim, in each case in excess of £25 million

5. Risk Management, Internal Control and Policy Framework

- Approving the Policy Governance Framework
- Approving the Group Risk Management Framework and other key Groupwide frameworks including Conflicts of Interest and Financial Crime [FCC]
- Monitoring the performance of the Group within a framework of effective controls that enable risks to be effectively assessed and managed
- Approving the Delegation of Authority to the Group CEO
- Approving the Group Code of Conduct



6. Stakeholders

- Approving circulars and prospectuses for the Company and for [any member of the Group]
- Approving AGM (and any GM) notices and the proposed resolutions

7. Composition, Succession and Appointments

- Approving changes to the structure, size and composition of, and appointment/removal of Directors of the Company and its Committees and their continuation in office via re-election at the AGM1
- Approving the appointment/removal of the Group CEO, Group CFO, Company Secretary, Group Chief Risk & Compliance Officer and Chief Auditor
- Determining the independence of non-executive directors of the Company
- Ensuring an effective succession plan for the board and senior management is maintained
- Approving appointments of the PAC and MGG Chairs

8. People (including performance and reward)

- Approving the framework for fees for the Company’s Non-executive Directors

9. Financial Reporting and Market Announcements

- Approving Group statutory reporting, including the Annual Report and Accounts
- Approving the appointment of the external auditor
- Approving results announcements
- Approving material regulatory and other substantiative stock market announcements

10. Regulatory Engagement

- Approving SFCR report, Group ORSA document and other required Group-level regulatory reporting

11. Sustainability

- Approving the Group sustainability strategy
- Approving sustainability-related metrics and targets for the Group that are publicly disclosed

12. Corporate Governance

- Approval of the Directors’ Conflicts of Interests Policy and authorise any potential or actual conflicts of interest relation to Directors of the Company
- Approval of any proposed indemnification of officers
- Approval of the terms of reference of the Board’s committees.

Approved by the Board on 12 December 2024