



# LAND SECURITIES GROUP PLC

## MATTERS RESERVED TO THE BOARD

Approved by the Board on 18 March 2020





## LAND SECURITIES GROUP PLC

### SCHEDULE OF MATTERS RESERVED FOR THE BOARD'S DECISION

<b>1.0</b>	<b>Strategy and Management</b>
1.1	Responsibility for the overall leadership, direction and governance of the Group
1.2	Approval of the Group's objectives and commercial strategy, including determination and monitoring of the nature and extent of the principal risks it is willing to take.
1.3	Responsibility for setting the purpose, goal, vision and values of the Group in order to ensure (and monitor) that a strong corporate culture and sound governance behaviours exist across all levels of the organization.
1.4	Oversight of the Group's operations, ensuring: <ul style="list-style-type: none"><li>– competent and prudent management, including succession planning</li><li>– sound planning</li><li>– an adequate system of internal control and risk management</li><li>– adequate accounting and other records</li><li>– compliance with statutory and regulatory requirements</li></ul>
1.5	Half year approval of five-year financial forecasts, operating and capital expenditure budgets and any material changes to them
1.6	Review of performance in light of the Group's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken
1.7	Extension of the Group's activities into new business or geographical areas
1.8	Any decision to cease to operate all or any material part of the Group's business
1.9	Development and protection of the Group's reputation
<b>2.0</b>	<b>Structure and capital</b>
2.1	Changes relating to the Group's capital structure including reductions of capital, share issues (except under employee share plans) and share buy backs (including the use of treasury shares)
2.2	Changes to the Group's management and control structure and any changes to the Company's UK listing or PLC status
<b>3.0</b>	<b>Financial reporting and controls</b>
3.1	Approval of half-yearly and preliminary results and, if deemed appropriate, interim management statements



3.2	Approval of a 'fair, balanced and understandable' Annual Report which provides the necessary information for shareholders to assess the Company's position and performance, business model and strategy, including the Strategic Report, Financial Statements, Statement of Directors' Responsibility and other required reports, statements and disclosures, upon advice received from and the recommendation of the Audit, Remuneration and Nominations Committees, as appropriate
3.3	Approval of dividend policy
3.4	Declaration of interim dividends and recommendation of the final dividend (including whether REIT payable or not), and confirmation of the availability of any scrip dividend or dividend reinvestment plan
3.5	Approval of any material changes in Group accounting policies or practices (upon recommendation of the Audit Committee)
3.6	Annual review of any major changes to funding strategy, long term interest rate risk management strategy, short term liquidity strategy, foreign exchange strategy and tax policy (implementation and other subordinate matters delegated to the Investment Committee)
<b>4.0</b>	<b>Internal controls and risk management</b>
4.1	<p>Ensure the monitoring and maintenance of a sound system of internal controls (including financial, operational and compliance) and risk management, including:</p> <ul style="list-style-type: none"><li>– Receive reports on, and annually review the effectiveness of, the Group's internal controls and risk management systems to support its strategy and objectives</li><li>– Undertaking of an annual assessment of the internal control and risk management systems, including a robust assessment of the emerging and principal risks facing the Company (including those that would threaten the business model, future performance, solvency or liquidity) and how these are being managed and mitigated</li><li>– Taking into account the Group's position and principal risks, undertaking of an annual assessment of the Group's prospects, and its ability to continue in operation and meet its liabilities as they fall due over the appropriate assessment period, particularly in respect of the Company's going concern and longer term viability</li><li>– Approval of auditors' fees (upon recommendation by the Audit Committee)</li><li>– Approval of procedures for the detection of fraud, the prevention of bribery and the safeguarding of the Group's assets</li><li>– Routine review of whistleblowing policies and procedures for the workforce to raise concerns in confidence and anonymously and any resulting reports arising from its operation and ensure appropriate investigation and follow-up action</li><li>– Approval of appropriate disclosure(s) and statement(s) regarding the above for inclusion in the Annual Report</li></ul>



<b>5.0</b>	<b>Contracts and corporate actions</b>
5.1	Any matter concerned with the takeover of, or merger with, another listed company
5.2	Major changes to the Group's corporate structure
5.3	Approval of property developments, refurbishments, acquisitions, disposals and other transactions in excess of £150m or any significant transaction under £150m where the transaction is not in the normal course of the Group's business
5.4	Approval of any new debt facilities upon recommendation of the Investment Committee of over £250m (including LS share of Joint Venture debt facility)
<b>6.0</b>	<b>Communication</b>
6.1	Approval of public announcements required by law or any regulatory authority (in relation to matters decided by the Board) and circulars to shareholders (including resolutions) to be put forward for consideration at a general meeting
6.2	Approval of prospectuses and listing particulars
6.3	Ensuring that a satisfactory relationship and dialogue with shareholders (and other interested external stakeholders) is in place
6.4	Receiving reports on the views of shareholders to ensure a mutual understanding of objectives is shared by the Board as a whole
6.5	Making use of general meetings to communicate with investors and encourage their participation, and have in place a process by which the Company can explain (when announcing the results of voting) what actions it intends to take to understand the reasons behind any significant proportion of votes cast against any particular resolution
<b>7.0</b>	<b>Board membership and related appointments</b>
7.1	Appointment/removal/continuation in office of the Chairman and any Director (upon recommendation of the Nominations Committee) and appointment/removal of the Company Secretary
7.2	Appointment/removal of Directors of Subsidiary Companies involved in the offer of securities to the public
7.3	Appointment of the Senior Independent Director
	Additional external appointments of members of the Board.
7.4	Ensuring adequate succession planning for the Board and senior management upon recommendation and/or input from the Nominations Committee
7.5	Establishing terms of reference for Committees of the Board and, upon recommendation of the Nominations Committee, confirming the appointment of their members/Chairman.



<b>8.0</b>	<b>Remuneration</b>
8.1	Determining the remuneration strategy and framework of the Directors and Officers of the Board and senior management upon recommendation of the Remuneration Committee, subject always to the Company's Articles of Association as applicable
<b>9.0</b>	<b>Corporate governance matters</b>
9.1	Reviewing annually the overall corporate governance structure and its suitability looking forward and identifying any areas for improvement and/or strengthening, and determining the ongoing independence or otherwise of the Non-executive Directors
9.2	Reviewing annually the performance and effectiveness of the Board, its Committees and individual Directors (with external facilitation as appropriate), and the role and responsibilities of the Chairman and Chief Executive, including levels of authority (which must be in writing)
9.3	Considering the balance of interests between shareholders, employees, customers and the community
9.4	Considering and authorising, as appropriate and in consultation with the Nominations Committee, permitted conflicts of interests declared by Directors
<b>10.0</b>	<b>Policies</b>
10.1	Review and approval, as appropriate, of the Group's main policies (and revisions as appropriate), including: <ul style="list-style-type: none"><li>– Health &amp; Safety</li><li>– Sustainability</li><li>– Share Dealing</li><li>– Bribery and Corruption</li><li>– Board Diversity</li></ul>
<b>11.0</b>	<b>Other</b>
11.1	Appointment/reappointment/removal, as appropriate, of the external auditor (upon recommendation of the Audit Committee), valuers, brokers, lead investment bankers and other principal advisers to the Company
11.2	Approval of the overall levels of insurance for the Group including Directors' and Officers' liability insurance and indemnification of Directors