

SEGRO plc

Schedule of Matters Reserved for the Board

Approved by the Board of SEGRO plc on 26 July 2022

1. ROLE

The Board's role is to provide overall leadership of the Company and to promote its long-term sustainable success.

The Board sets the Company's strategic aims and ensures that it operates within a framework of prudent and effective controls which enable risks to be assessed and managed. It makes certain that the necessary financial and human resources are in place for the Company to meet its aims. Further, the Board makes sure that there is effective engagement with shareholders and other key stakeholders in order for the Directors to satisfy their obligations under section 172 of the Companies Act 2006. The work of the Board should compliment, enhance and support the work of the Executive, in particular in respect of the Company's culture, its purpose and values.

2. MATTERS RESERVED

The following matters are reserved for the decision of the Board, some of which may be taken following recommendations by the Audit, Nomination or Remuneration Committees (the Board Committees):

2.1. Strategy, Management and Structure

- 2.1.1. Approval of the Group's overall strategy, annual budget and funding strategy.
- 2.1.2. Approval of significant changes to the Group's corporate structure, the Group's senior management and control structure.
- 2.1.3. Approval of any changes to the Company's listing or status as a public limited company or changes the Company's status as a REIT.
- 2.1.4. Approval of any material changes to the Group's capital structure and the issue of equity or debt securities.
- 2.1.5. Approval of the making of or response to any takeover bid.
- 2.1.6. Review of, at least annually, the Group's portfolio plan (including asset re-cycling and investment plans) and the Medium Term (Financial) Plan.
- 2.1.7. Approval of any property development, refurbishment, acquisition and disposal in excess of £100 million. For joint ventures this limit is calculated by reference to the Company's economic interest, i.e. 'at share' of the gross assets. Extension of the Group's activities into new countries or business areas. Any decision to cease to operate all or any material part of the Group's business.
- 2.1.8. Approval of any non-property related capital expenditure in excess of £5 million.
- 2.1.9. Approval of changes to the Articles of Association to be put to shareholders.
- 2.1.10. Approval of all circulars to shareholders (where Directors expressly accept responsibility for the accuracy / completeness of the contents) and approval of any listing particulars.

2.1.11. Approval of resolutions and any related documentation to be put to shareholders in a general meeting.

2.2. Financial and Reporting

2.2.1. Approval of the Company's Annual Report and Half-Year financial statements and associated results announcements, and any formal announcements relating to the Company's financial performance.

2.2.2. Approval of the dividend policy, the interim dividend and recommendation of the final dividend and any proposal to offer shares instead of a cash dividend.

2.2.3. Approval of any significant changes to accounting policies or practices.

2.2.4. Approval of the treasury policy.

2.2.5. Approval annually of the Group's tax strategy and any significant tax management schemes.

2.3. External and Internal Audit, Internal Controls and Risk

2.3.1. Approval of the Company's risk appetite and risk management policy. Responsibility for monitoring risk management, for ensuring the effectiveness of the risk management process to identify and manage the principal and emerging risks facing the organisation.

2.3.2. Monitor and review the Group's internal control systems.

2.3.3. Appointment, reappointment and removal of external auditor, to be put to shareholders for consideration at the Annual General Meeting.

2.3.4. Appointment, reappointment and removal of internal auditor.

2.4. Board and Committee membership, corporate governance

2.4.1. Appointments to and removals from the Board of the Company, the appointment of the Senior Independent Director and the Chairs of the Board Committees, on the recommendation of the Nomination Committee.

2.4.2. Appointment or removal of the Company Secretary.

2.4.3. Determine the independence of Directors.

2.4.4. Approval of the Terms of Reference, authorities and composition of the Board Committees.

2.4.5. Approval of the division of responsibilities between the Chair, Senior Independent Director and Chief Executive.

2.4.6. Review succession planning for the Board.

2.4.7. Review of the Group's overall corporate governance strategy and structure including the Company's compliance with the UK Corporate Governance Code.

2.4.8. Approval of conflicts of interest notified to the Board by any Director.

2.4.9. Approval of the Board Diversity Policy.

2.4.10. Undertake a formal annual review of Board effectiveness, including that of the Board Committees.

2.5. Remuneration

2.5.1. Approval of the terms of appointment of the Non-Executive Directors and fees.

2.5.2. Approval of the Remuneration Policy and remuneration for Executive Directors and the Chair.

2.5.3. Approval of the Group's framework of workforce remuneration.

2.5.4. Approval of major changes in the Group's employee share plans and approval of all new long-term incentive schemes.

2.6. Policies

2.6.1. Review of the Health and Safety policy, and the Group's overall approach to health and safety matters, the charities policy and the share dealing code.

2.6.2. Approval of any political donations and approval of the political donations policy.

2.6.3. Approval of the Company's Modern Slavery policy.

2.6.4. Review of the Company's compliance with anti-bribery and corruption legislation including procedures for the detection of fraud and the prevention of bribery.

2.7. Other

2.7.1. Appointment and removal of principal advisers including valuers, corporate brokers and lead investment bankers.

2.7.2. Approval of the overall levels of insurance for the Group including Directors' and Officers' liability insurance.

2.7.3. Oversight of any prosecution, defence or settlement of litigation being material to the interests of the Group or outside the ordinary course of business.

2.7.4. Approval of any amendment to or replacement of this Schedule of Matters Reserved for the Board.

2.7.5. Such other matters as the Board may determine from time to time.