

GROUP BOARD RESERVED MATTERS

Adopted: 30/09/2026

This document sets down those powers reserved for the full board of directors of the Company (the "**Board**") and not delegated to the Company's executive directors. It applies to the Company and each of its subsidiaries (if any, from time to time) (together, the "**Group**"), such that the directors of all of the Company's subsidiaries are on notice that the following powers may not be exercised by them without the specific authority of the Board.

The Board will focus on the following key areas:

- Strategy and leadership including the Group purpose, values and culture;
- Emerging and strategic risks that may affect the Group's business model or strategy;
- Financial oversight;
- Remuneration of senior executives; and
- Corporate governance arrangements.

In order to allow the Board to perform these functions, the day-to-day operation of the business will be delegated to the Executive Committee/Directors.

Certain matters reserved to the Board may be referred to a Board Committee for detailed review and consideration before being presented to the Board. Unless expressly provided otherwise, such delegation shall be limited to review and recommendation and shall not relieve the Board of its collective responsibility for the oversight, direction and approval of those matters.

Where a matter has been delegated, the Board's consideration shall take account of the recommendations of the relevant Committee and shall remain subject to the Company's Articles of Association and any applicable legal or regulatory requirements. Matters not expressly identified as capable of delegation are either non-delegable as a matter of law or regulation, or have been retained by the Board in accordance with its governance framework and good corporate governance practice – these are noted below as "N/A" under the delegation section.

	Matter		Delegation
1.	Constitution		
	1.1	All matters concerning the determination and general operation of DFCH Articles of Association, in particular to the Shareholders Agreement, and these Reserved Matters	N/A
2.	Strategy and Management		
	2.1	Establish a purpose, strategy and business model which promote long-term value for shareholders.	N/A
	2.2	Responsibility for the overall management of the Group and setting the company's values and standards.	N/A
	2.3	Approval of the Group's strategic business plan on an annual basis.	N/A
	2.4	Receive and approve at least annually a regular review of the long-term objectives and strategic direction of the overall business.	N/A
	2.5	Oversight of the Group's operations ensuring: • competent and prudent management; and • sound planning.	N/A

		As part of this, the Board will have oversight of the following matters delegated to the relevant Board Committee: • maintenance of sound management and internal control systems; • adequate accounting and other records; and • compliance with statutory and regulatory obligations.	BRC BAC All
	2.5	Oversight of the Group's operations ensuring: • maintenance of sound management and internal control systems; • adequate accounting and other records; and • compliance with statutory and regulatory obligations.	BRC
	2.6	Review of performance in the light of the group's strategic aims, objectives, business plans and budgets and oversight of any necessary corrective action that is taken.	N/A
	2.7	Approval of the commencement of any major new business activity which is materially different from that being undertaken by an existing part of the Group's business.	N/A
	2.8	Approval of any expansion or diversification into any new geographic area where business is not currently undertaken so as to create a physical presence or establishment there and/or any activity which requires a change to regulatory permissions, in either case in so far as the same is not approved by way of the strategic business plan	N/A
	2.9	Approval of any decision to cease to operate all or any material part of the Group's business.	N/A
3.	Structure and Capital		
	3.1	Changes relating to DFCH capital structure, including reduction of capital, share issues (except the issue of shares under employee share plans), share buy backs including the use of treasury shares, calls on, or forfeiture of, shares in any member of the Group.	N/A
	3.2	Approval of any major changes to the Group's corporate structure, including, but not limited to the making or receiving of any takeover bid or similar corporate transaction.	N/A
	3.3	Changes to the Group's management and control structure	N/A
	3.4	Any change to the DFCH's listing or its status as a plc.	N/A
	3.5	Approval of the Internal Capital Adequacy Assessment Process (ICAAP), the Individual Liquidity Adequacy Assessment Process (ILAAP), Recovery Plan and Resolution Pack, and Solvent Exit Analysis.	N/A
	3.6	Approval of the formation, acquisition, divestment, liquidation or the cessation of operations of a company (including a joint venture company) or other assets or liabilities where such transaction constitutes either a substantial transaction or a reverse takeover for the purposes of the AIM Rules.	
	3.7	Authorise transfers to reserves and appropriations of profit by the Group.	N/A
	3.8	Approve any own purchases or redemptions of shares or any reductions of capital by any member of the Group including the use of treasury shares.	N/A

4.	Financial Reporting and Controls		
	4.1	Approval of the half-yearly report, interim management statements and any preliminary announcement of the final results and any trading updates issued from time to time.	BAC → Board
	4.2	Approval of the annual report and accounts, including the strategic report, directors' report, corporate governance statement and directors' remuneration report)	BAC → Board
	4.3	Approval of the Distribution/Dividend Policy.	N/A
	4.4	Declaration of the interim dividend and recommendation of final dividend to the shareholders	N/A
	4.5	Approval of the accounting policies, standards and practices (including any significant changes thereto) to be applied and adopted in the preparation of the Group's financial statements, to receive any proposed qualification to the accounts.	BAC
	4.6	Approval of the recommendations of the Audit and/or Risk Committee, including: (a) the remuneration of the Company's external auditors; (b) the appointment, re-appointment or removal of the Company's external auditors to be put to shareholder approval; and (c) other matters escalated for approval by the Committees.	N/A
	4.7	To receive and review the reports of the Audit and/or Risk Committee.	N/A
5.	Internal Controls		
	5.1	REVIEW OF THE COMPANY RISK PROFILE, INCLUDING THE NATURE AND EXTENT OF THE SIGNIFICANT RISKS THE GROUP IS EXPOSED TO AND IS WILLING TO TAKE IN ACHIEVING ITS STRATEGIC OBJECTIVES.	BRC
	5.2	REVIEW OF EMERGING AND POTENTIAL RISKS AND EXTERNAL DEVELOPMENTS THAT MAY AFFECT THE GROUP'S STRATEGY, BUSINESS MODEL OR RISK PROFILE AND TO CONSIDER THESE ON A PROPORTIONATE AND MATERIAL BASIS, INCLUDING THOSE RELATING TO SUSTAINABILITY AND CLIMATE CHANGE.	BRC
	5.3	Ensuring maintenance of a sound system of internal control and risk management including: • Approving the Group's risk appetite statements; • Receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives; • Approving procedures for the detection of fraud and the prevention of bribery; • Undertaking an annual assessment of these processes; and	BRC

		Approving an appropriate statement for inclusion in the annual report.	
	5.4	Approval of the Operational Resilience Framework including Critical Business Services and Impact Tolerances.	BRC
	5.5	Review of the Cyber Security Framework and material cyber security incidents.	BRC
6.	Contracts		
	6.1	Approval of major investments, capital projects or any other transactions in each case where such transaction constitutes either a substantial transaction or a reverse takeover for the purposes of the AIM Rules.	N/A
	6.2	Approval of contracts above executive level delegation contained within the Outsourcing and TPRM Policy summarised as follows. Executive level delegation = All contracts with financial value up to £200,000 per annum and/or total term of up to 5 years and an aggregate term value of £1,000,000, but not exceeding £200,000 average per annum	N/A
	6.3	Approval of all business acquisitions including the making of any takeover offer, disposals, investments (other than day to day operation of the Treasury portfolio) and all funding arrangements.	N/A
	6.4	Approval of guarantees or other commitments for Subsidiaries, when applicable (other than working capital overdraft facilities within delegated lending limits)	BAC
	6.5	Approval of material outsourcing relationships (including the outsourcing of services to any other bank).	BRC
7.	Communication		
	7.1	Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives and receiving any reports on the views of the shareholders to ensure they are communicated to the Board as a whole.	N/A
	7.2	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.	N/A
	7.3	Approval of all circulars, prospectuses or other issue documents (as required).	N/A
	7.4	Approval of regulatory announcements concerning matters decided by the Board.	N/A
8.	Board Membership and Other Appointments		
	8.1	Changes to the structure, size and composition of the Board.	RemCo → Board
	8.2	Approval of adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the company and on the board.	RemCo → Board
	8.3	Appointments to the Board.	RemCo → Board
	8.4	Selection of the Chair of the Board and the CEO.	RemCo → Board

	8.5	Appointment of the Senior Independent Director to provide a sounding board for the chair and to serve as intermediary for the other directors when necessary.	RemCo → Board
	8.6	Membership and chair of board committees.	RemCo → Board
	8.7	Continuation in office of directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate.	RemCo → Board
	8.8	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, subject to the law and their service contract.	RemCo → Board
	8.9	Appointment and removal of the Company Secretary	RemCo → Board
	8.10	Appointments to boards of subsidiaries.	RemCo → Board
9.	Remuneration		
	9.1	Determining the remuneration policy for the directors, company secretary and other senior executives.	RemCo → Board
	9.2	Determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.	RemCo → Board
	9.3	The introduction of new share incentive plans or material changes to existing plans, to be put to shareholders for approval if required.	RemCo → Board
10.	Delegation of Authority		
	10.2	Approval of the delegated levels of authority, including the CEO's authority limits	N/A
	10.3	Establishing Board committees, approving their terms of reference and approving material changes thereto	N/A
	10.4	Receiving reports (written or verbal) from board committees on their activities.	N/A
	10.5	Approval of Executive Directors' authority in relation to Treasury assets and capital expenditure aligned to the TOR of ALCo limits	N/A
11.	Corporate Governance and Compliance Matters		
	11.1	Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.	RemCo
	11.2	Determining the independence of non-executive directors in light of their character, judgment and relationships.	RemCo
	11.3	Considering the balance of interests between shareholders, employees, customers and the community.	N/A
	11.4	Review of the Group's overall corporate governance arrangements.	N/A
	11.5	Receiving reports on the views of DFCH shareholders to ensure that they are communicated to the Board as a whole.	N/A
	11.6	Authorising conflicts of interest where permitted by the DFCH articles of association.	N/A

12.	Other	
	12.1 Approval of key policies as determined by the Board at least annually: • Corporate Governance Framework • Risk Management Framework • Risk Appetite Framework • Equality Diversity and Inclusion Policy • Code of Ethics	N/A
	12.3 Approval of the annual Consumer Duty assessment and consideration of whether the Group is delivering good outcomes for retail customers.	BRC
	12.4 The making of political donations.	N/A
	12.5 Approval of the appointment of DFCH NOMAD and financial advisers.	N/A
	12.5 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism (involving above £250,000 or being otherwise material to the interests of the group) where such matters relate to a strategic or non-BAU activity of the Company.	N/A
	12.6 Approval of the overall levels of insurance for the group where such insurance is deemed to be material or of a strategic nature including directors' & officers' liability insurance (and indemnification of directors).	N/A
	12.7 Approval of major changes to the rules of the Group's pension scheme, or changes of trustees or (when this is subject to the approval of the company) changes in the fund management arrangements.	RemCo
	12.8 Any decision likely to have a material impact on the Group from any perspective, including, but not limited to, financial, operational, strategic or reputational.	N/A
	12.9 This schedule of matters reserved for Group Board decisions. Any authorities not delegated by the Group Board to the CEO, ManCo, or to Committees of the Board, should be considered by the Group Board only.	N/A