

Oxford Metrics plc
(the **Company**)

SCHEDULE OF MATTERS RESERVED FOR THE BOARD
(adopted on 3 September 2025)

The following are the matters which are reserved for the Board of Directors of the Company (the **Board**).

In this schedule, **Group** means the Company and its subsidiaries and affiliates.

1.	LEADERSHIP, STRATEGY, BUDGETS AND MANAGEMENT	
	1.1.	Providing leadership and setting the purpose, values and standards of the Company and the Group.
	1.2.	Approving the Group's business strategy and objectives, budget and forecasts and any material changes to them. The Group's executive management shall be responsible for the management of the Group and developing the Group's business strategy, objectives, annual budget and forecasts and, once approved by the Board, ensuring their successful implementation and execution.
	1.3.	Monitoring the delivery of the Group's business strategy and objectives and ensuring that necessary corrective action is taken.
	1.4.	Overseeing the Group's operations, ensuring competent and prudent management, sound planning, maintenance of appropriate management and internal control systems, adequate accounting and other records and compliance with statutory and regulatory obligations.
	1.5.	Approving any material extension of the Group's activities into new business or geographic areas and any decision to cease to operate all or any material part of the Group's business or make any material changes thereto.
	1.6.	Assessment and monitoring of the culture within the Group to ensure consistency with the Company's purpose and values in (among other things) ensuring compliance with the requirements of the Quoted Companies Alliance Corporate Governance Code (2023) (the Code).
2.	CORPORATE AND CAPITAL STRUCTURE	
	2.1.	Approving changes to the Company's capital structure including any reduction of capital, share buybacks (save for buybacks under employee share plans) and the issue of shares or other securities.
	2.2.	Approving any issue of securities of a company in the Group to a person who is not a member of a Group, where this is material in the context of the Group.
	2.3.	Approving any proposed amendment or alteration to the articles of association of the Company (the Articles) and the tabling thereof for approval by shareholders.
	2.4.	Approving any changes to the Company's listing or the markets on which its securities are traded or the markets on which any member of the Group may be listed.
	2.5.	Approving any major restructuring or reorganisation of the Group, including any acquisitions or disposals which are material relative to the size of the Group.
	2.6.	Approving any major changes to the Group's management or control structures.

	2.7.	Approving any borrowings by the Group above £1m, excluding any overdraft or working capital facilities which have been made available to the Group in the ordinary course of business.
	2.8.	Approving any termination, renewal or other changes to limits or terms of any material borrowing facility which may be made available to the Group from time to time.
	2.9.	Approving guarantees or indemnities given by the Group for amounts above £1m.
3.	FINANCIAL REPORTING AND CONTROLS	
	3.1.	Approving the half-yearly report, interim management statements and all announcements of financial or operational results.
	3.2.	Approving the annual report and accounts including the Corporate Governance Statement, Directors' Remuneration Report and section 172 statement.
	3.3.	Approving the dividend policy, determination of any interim dividend and the recommendation (subject to the approval of shareholders in general meeting) of any final dividend to be paid by the Company or of any other distributions by the Company.
	3.4.	Approving any treasury policies including with respect to foreign exchange, hedging or use of financial derivatives.
	3.5.	Approving any material changes in accounting policies and practices.
	3.6.	Approving any expenditure not in the Group's approved business plan and beyond any authority delegated to the Chief Executive Officer (the CEO).
4.	RISK MANAGEMENT AND INTERNAL CONTROLS	
	4.1.	Ensuring the Group has effective systems of internal control and risk management in place, including approving the Group's risk appetite and related disclosure in the annual report along with its procedures for the detection of fraud and the prevention of bribery.
	4.2.	Undertaking an annual review of the Group's systems of control and risk management.
	4.3.	Making any major decision relating to the conduct (or settlement) of any material legal proceedings to which the Company or another member of the Group is a party where the potential liability or claim exceeds £1m.
5.	CONTRACTS AND EXPENDITURE	
	5.1.	Approving any major capital project, corporate action or investment by the Company or another member of the Group unless specifically included in the annual budget of the Group.
	5.2.	Approving any anticipated increases in expenditures on major capital projects, corporate actions or investments by the Company or another member of the Group, regardless of whether it is included in the annual budget of the Group, where such anticipated increased expenditures, individually or in the aggregate, is forecast to exceed the greater of 10% of the originally budgeted amount, or GBP 2,000,000.
	5.3.	Approving any contract entered into by the Company or any member of the Group in the ordinary course of business which:
	(a)	is material, strategically or by reason of size; and/or

		(b)	exposes the Group to uncapped legal liability.
	5.4.	Approving any significant transaction or related party transaction, as defined by the AIM Rules.	
	5.5.	Approving any takeover offer for another company subject to the City Code on Takeovers and Mergers.	
	5.6.	Making of a recommendation to accept any incoming takeover or merger offer.	
	5.7.	Approving any joint ventures and arrangements with suppliers which in either case is material in the context of the Group as whole or which involve transactions with related parties.	
6.	COMMUNICATIONS		
	6.1.	Convening general meetings of the Company and ensuring effective engagement with shareholders and other stakeholders, including employees, suppliers and customers.	
	6.2.	Approving notices of general meetings of the Company and all related documents to be sent to shareholders.	
	6.3.	Approving any prospectuses, circulars to holders of the Company's securities and recommendations in respect of any matters or notices which may be submitted to holders of the Company's securities in accordance with statutory requirements or requirements of the Financial Conduct Authority or London Stock Exchange or the Company's articles of association.	
	6.4.	Approving press releases concerning matters decided by the Board.	
	6.5.	Receiving reports from the Disclosure Committee on compliance with the Company's continuing disclosure obligations and the Market Abuse Regulation	
7.	BOARD MEMBERSHIP AND OTHER APPOINTMENTS		
	7.1.	Changing the structure, size and composition of the Board.	
	7.2.	Ensuring adequate succession planning for the Board and senior management of the Group to maintain an appropriate balance of skills, experience knowledge and diversity.	
	7.3.	Making appointments to the Board.	
	7.4.	Selecting and appointing the CEO and the Chair of the Board.	
	7.5.	Appointing the Senior Independent Director, who will provide a sounding board for the Chair and serve as an intermediary for the other Directors when necessary.	
	7.6.	Determining the membership and composition of Board Committees and approving any amendments thereto.	
	7.7.	Making decisions about the continuation in office of a director at the end of his or her term of office.	
	7.8.	Making decisions about the continuation in office of a director at any time, including suspending or terminating the service of an executive director as an employee, subject to the law and his or her service contract.	

	7.9.	Making recommendations to shareholders about the appointment, re-appointment or removal of the Group’s external auditors.	
	7.10.	Approval of additional external appointments of Directors and authorisation of conflicts of interest, where permitted by the Company’s Articles.	
8.	CORPORATE GOVERNANCE		
	8.1.	Formally reviewing the performance of the Board and its Committees, individual Directors and the Group’s overall corporate governance framework.	
	8.2.	Determining whether a director is independent.	
	8.3.	Considering the balance of interests between shareholders, employees, customers and the community in decision-making, with each director complying with their duties under section 172 of the Companies Act.	
	8.4.	Establishing an effective method for gathering the views of the Company’s workforce.	
	8.5.	Oversight of the whistleblowing policy and ensuring individuals are encouraged to raise concerns as part of an ethical and supportive business culture.	
9.	REMUNERATION		
	9.1.	Determining and agreeing with the Remuneration Committee the policy for the remuneration of the Chair, executive directors and members of the senior management.	
	9.2.	Introducing share incentive plans or making material changes to existing plans, and, where required, submitting the foregoing to shareholders for approval.	
	9.3.	Determining the remuneration of Non-Executive Directors of the Company, subject to the Articles.	
10.	DELEGATION OF AUTHORITY		
	10.1.	Establishing and determining the terms of reference of Board Committees and approving any amendments thereto and receiving reports and recommendations from such Committees.	
	10.2.	Approving the limits of the authority to approve expenditure, investments and such other matters as the Board may determine, delegated to the CEO, Chief Financial Officer and other Directors and senior managers.	
	10.3.	Approving the statement of responsibilities of the Senior Independent Director.	
	10.4.	Granting powers of attorney to undertake actions for and on behalf of the Company which are outside the ordinary course of business.	
11.	OTHER MATTERS		
	11.1.	Approval and monitoring of all significant group policies including:	
		(a)	Dealing Policy;
		(b)	Policy on Disclosure and Dissemination of Inside Information to the Market;

		(c)	Employee Data Processing Policy;
		(d)	Data Protection Policy;
		(e)	Equal Opportunities Policy;
		(f)	Corruption and Anti-bribery Policy;
		(g)	Harassment and Bullying Policy;
		(h)	Code of Conduct Policy;
		(i)	Business Gifts Policy;
		(j)	Diversity Policy;
		(k)	Risk management processes and framework;
		(l)	Whistleblowing Policy;
		(m)	Modern Slavery Policy; and
		(n)	Use of Artificial Intelligence Policy.
	11.2.	Appointment of the Company's principal financial and professional advisers, including its Nominated Adviser.	
	11.3.	Approval of any proposal for prosecution, defence or settlement of litigation or other dispute resolution material to the interests and reputation of the Group.	
	11.4.	Approving policies on the making of political donations (subject to shareholder approval in a general meeting) and charitable donations.	
	11.5.	Material interaction with regulators, including during any investigations.	
	11.6.	Approving the Group's levels of insurance, including directors' and officers' liability insurance.	
	11.7.	Approving directors' indemnities.	
	11.8.	Approving the introduction, or any material changes to the rules, or changes in the trustees, of any pension plan or scheme.	
	11.9.	Approving any other matters which are reserved for decision by the Board in accordance with the requirements of applicable law, regulation or pursuant to accepted best practice or under the articles of association of the Company.	
	11.10.	Any decision likely to have a material impact on the Company or the Group from any perspective, including financial, operational, strategic, regulatory or reputational.	
	11.11.	Review of this schedule of matters reserved for the Board (at least annually) and approval of any changes to the schedule.	