

Brady plc

Matters Reserved for the Board

The Board has delegated the day to day management of Brady Plc to the Chief Executive and the Executive management. This Schedule sets out the list of matters which are required to be or, in the interests of the Group, should only be decided by the Board of Directors as a whole.

Matters in the Schedule which the Board considers suitable for delegation to its committees are contained in the terms of reference of its committees. In addition, the Board will receive reports and recommendations from time to time on any matters which are significant to the Group or which the Board requests due to the significance of such matters to the Group.

The Board Reserves to Itself: -

Strategy and Management

- Approve the Group' Strategy and Long Term Objectives
- Approve the Annual Financial budgets including capital expenditure budgets

Structure and Capital

- Agree any changes to the Group's management and control structure
- Approve changes relating to the Group's capital structure including reduction of capital and matters relating to shares
- Approve acquisition and disposals of businesses
- Approve major changes to the Group's corporate structure

Financial Reporting and Controls

- Approve the Annual Report and Accounts, including the Corporate Governance statement and Remuneration report
- Approve the Interim Report, all circulars, prospectuses and similar documents for shareholders and all listing particulars
- Recommend Interim and Final dividends
- Receive recommendations from the Audit Committee in relation to the appointment of the external auditors and to the audit fee
- Approve any significant changes in accounting policies or practices
- Approve treasury policies
- Ensuring maintenance of a sound system of internal control and risk management including; receiving reports on and reviewing the effectiveness of the Group's risk and control processes; undertaking an annual assessment of these processes and; approving an appropriate statement in the annual report

Board Membership and Remuneration

- Approve changes to the structure, size and composition of the Board, following recommendations from the Remuneration and Nomination Committee

- Approve appointments to the Board, following recommendations by the Remunerations and Nomination Committee
- Agree terms of reference of the Chairman, Chief Executive and other Executive Directors
- Agree with the Remuneration Committee the policy for the remuneration of the Chief Executive, Chairman and other executive Directors
- Agree the terms of reference of Board Committees
- Appoint and remove the Company Secretary

Other

- Approval of the appointment of the Group's principal professional advisors
- Approval of prosecution, defence or settlement of material litigation
- Approval of changes to this schedule of matters reserved for the Board