

## SCHEDULE OF MATTERS RESERVED TO THE BOARD

The following matters are reserved to the board of Cornish Metals plc (the “**Company**”), for its collective decision:

### 1. Strategic Issues

- (a) To approve the annual budget of the Company and its subsidiaries (the “**Group**”, each a “**Group Company**”).
- (b) To approve annually a strategic plan for the following year for the Group.
- (c) To approve the Group's risk management policies, including any hedging policy.

### 2. Share Capital

- (a) To allot, grant options over, offer or otherwise deal with or dispose of unissued shares in the capital of a Group Company or rights to subscribe for or convert any security into shares in the capital of a Group Company.
- (b) To fix any special rights or restrictions attaching to shares of a Group Company.
- (c) To recommend to shareholders any proposed employees' share scheme or other long-term incentive scheme of the Company or any alteration to an existing scheme and in connection with any such scheme to authorise the issue of invitations for participation, to grant options and to approve other related matters.

### 3. Financial Items

- (a) To approve the Company's annual accounts and reports to be made to shareholders.
- (b) To approve the half-year financial statements of the Company.
- (c) To fix the amount of a dividend to be recommended to shareholders of the Company and to declare and make arrangements for the payment of interim dividends.
- (d) To approve transfers to reserves by the Company.
- (e) To approve delegated financial authorities applicable across the Group.
- (f) To authorise all political donations made by a Group Company
- (g) To authorise charitable contributions made by a Group Company which are not permitted by the approved delegated financial authorities.
- (h) To consider at least once a year proposals for the Group's short-term and long-term financing plans.
- (i) To approve in principle the allotment by a Group Company of any debt securities, delegating authority, as the board considers appropriate, to decide matters of detail.
- (j) Where not permitted by the approved delegated financial authorities, to approve in principle the entering into by a Group Company of loan facilities, debt factoring, sale

and leaseback arrangements, delegating authority, as the board considers appropriate, to decide matters of detail.

- (k) To approve policies on the management of foreign currency, interest rate, currency and credit risks.
- (l) To approve the entering into by a Group Company of a finance or operating lease where entry into such lease is not permitted by the approved delegated financial authorities.
- (m) To approve the giving of all guarantees and letters of comfort by a Group Company if the guarantee or letter of comfort is given in connection with a loan or liability that is owed to a person that is not a Group Company.
- (n) To review at least once a year the effectiveness of the Group's system of internal control. The review should cover all controls, including financial, operational and compliance controls, regulatory, legal and risk management.
- (o) Unless the Articles of Association provide otherwise, to determine the remuneration of the non-executive directors (including members of the remuneration committee), within the limits set in the Articles. Where permitted by the Articles, the board shall delegate responsibility for making a recommendation to the board on such remuneration to the chair of the board and the executive directors.
- (p) To report each year to shareholders on the Company's policy on remuneration, specifying the information required by the QCA.
- (q) To use the remuneration report as the main vehicle through which the Company reports to shareholders on director's remuneration and to ensure that the report forms part of, or is annexed to, the annual report and accounts.
- (r) To present a balanced and understandable assessment of the Company's position and prospects. This duty extends to interim and other price-sensitive public reports and reports to regulators as well as to information required to be presented by statutory requirements.
- (s) To explain the board's responsibility for preparing the accounts.
- (t) To report that the business is a going concern, with supporting assumptions or qualifications as necessary.
- (u) To consider each year whether the circumstances are such that the shareholders should be invited to approve the policy set out in the board's report to shareholders on remuneration. The board should minute its conclusions.

#### **4. Agreements**

- (a) To approve the acquisition by a Group Company in the UK or overseas of an asset, including shares or any other interest in the capital of a body corporate but excluding assets which are covered under the approved delegated financial authorities, where the consideration to be paid exceeds 5% of the Group's net assets.
- (b) To approve the disposal by a Group Company in the UK or overseas of an asset,

including shares or any other interest in the capital of a body corporate but excluding assets which are covered under the approved delegated financial authorities, where the consideration to be received exceeds 5% of the Group's net assets.

- (c) To approve the response to a bid approach.
- (d) To approve any agreement to be entered into by a Group Company which cannot be terminated by the relevant Group Company without cause and has a term of more than one year.
- (e) To approve any agreement to be entered into by a Group Company which is not in the ordinary course of business.

## **5. Administration**

- (a) To authorise the affixing of the common seal of the Company to any document (other than share certificates and certificates issued in respect of debentures), and to decide who will sign any document to which the seal is affixed either generally or in relation to a particular instrument or type of instrument.
- (b) To approve the grant of a power of attorney by the Company.
- (c) To recommend to shareholders the alteration of the memorandum or articles of association of the Company.
- (d) To alter the accounting reference date or registered office of the Company.
- (e) To recommend to shareholders the alteration of the name of the Company.
- (f) To recommend to shareholders the appointment of the external auditors after receiving a recommendation from the audit committee.
- (g) To approve the appointment of key advisers, including brokers and nominated adviser.

## **6. Communications with Shareholders**

- (a) To authorise the convening of and to approve the notice of, and any proxy form relating to, any general meeting of the Company.
- (b) To approve the issue of any circular to shareholders of the Company or of any other company.

## **7. Board Appointments and Arrangements**

- (a) To approve the appointment or removal of directors or the company secretary of the Company and arrangements in connection with those appointments and removals.
- (b) To approve the appointment of directors to specified offices in the Company, including the appointment of the Chairperson and chief executive.
- (c) To approve the terms of any authorisations given to directors or senior managers of a Group Company.

- (d) To approve arrangements relating to the resignation of directors of the Company.
- (e) To approve applications by executive directors of the Company for permission to accept outside appointments.
- (f) To establish committees of the board of the Company, appoint members and chairpersons and set terms of reference.

**8. Miscellaneous**

- (a) To approve any amendments to (i) the terms of the share dealing code which is adopted by the Company from time to time, (ii) the terms of reference of any committee of the board (including the audit and remuneration committees), and/or (iii) the terms of this Schedule.
- (b) To consider and conduct, as it sees fit, any material litigation or litigation of a Group Company with a value of more than £100,000.