

Schedule of Matters Reserved for the Board

The Board of Taylor Wimpey plc will monitor the effectiveness of this Policy and will review the Policy on a regular basis and annually as a minimum.

Approved by:	The Board	Last reviewed	25 February 2019

In the following Schedule items marked * are not considered suitable for delegation to a committee of the Board because, for example, of Companies Act requirements or because, under the recommendations of the UK Corporate Governance Code, they are the responsibility of an audit, nomination or remuneration committee, with the final decision required to be taken by the Board as a whole.

- CA refers to the Companies Act 2006
- GC refers to the 2018 UK Corporate Governance Code
- LR refers to the FCA Listing Rules
- PR refers to the FCA's Prospectus Rules
- References to Audit, Nomination or Remuneration refer to the Board committee that will consider the item and make recommendations to the Board for its final decision.

1. Strategy and Management	1.1 Responsibility for the overall management of the Group.	GC 1.A
	1.2 Approval of the group's long term objectives and commercial strategy.	GC 1.A
	1.3 Approval of the annual operating and capital expenditure budgets and any material changes to them.	
	1.4 Oversight of the Group's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management • sound planning • an adequate system of internal control • adequate accounting and other records • compliance with statutory and regulatory obligations 	
	1.5 Review of performance in the light of the Group's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.	GC 1.A
	1.6 Extension of the Group's activities into new business or geographic areas.	
	1.7 Any decision to cease to operate all or any material part of the Group's business.	
2. Structure and Capital	2.1 Changes relating to the Group's capital structure including reduction of capital, share issues (except under employee share plans), share buy backs including the use of treasury shares.	
	2.2 Major changes to the Group's corporate structure.	
	2.3 Changes to the Group's management and control structure.	
	2.4 Any changes to the Company's listing or its status as a plc.	

3. Financial reporting and controls	<p>3.1 *Approval of preliminary announcements of interim and final results.</p> <p>3.2 *Approval of the Annual Report and Accounts, including the corporate governance statement and remuneration report.</p> <p>Note 1 These items are often considered by the whole Board but with the final formal decision being delegated to a Committee (set up solely for that purpose). This allows time for any changes requested at the Board meeting to be incorporated into the final document before publication.</p> <p>3.3 *Approval of the dividend policy.</p> <p>3.4 *Declaration of the interim dividend and recommendation of the final dividend and any special dividend.</p> <p>3.5 *Approval of any significant changes in accounting policies or practices.</p> <p>3.6 Approval of treasury policies including foreign currency exposure and the use of financial derivatives – subject to any delegation to the Treasury Committee from time to time.</p>	<p>GC 4.M Audit CA s394, s399, s420, s414A, s415 GC 4.M Audit</p>
4. Internal Controls	<p>4.1 Ensuring maintenance of a sound system of internal control and risk management including:</p> <ul style="list-style-type: none"> • receiving reports on, and reviewing the effectiveness of, the group’s risk; and control processes to support its strategy and objectives; • undertaking an annual assessment of these processes; • approving an appropriate statement for inclusion in the Annual Report. 	<p>GC 4.0 GC 4.25 GC 4.26 GC 4.28 Audit</p>
5. Contracts	<p>5.1 Major Capital Projects</p> <p>5.2 Contracts which are material strategically or by reason of size, entered into by the company or any subsidiary in the ordinary course of business, including:</p> <ul style="list-style-type: none"> • purchase, disposal, swaps of land or other land transactions for development above £50 million; • acquisitions or disposals of fixed assets above £20 million; • arranging borrowing facilities or financings in excess of £50 million. <p>5.3 Contracts of the Company or any subsidiary not in the ordinary course of business, major acquisitions or disposals on non-contested terms with an acquisition cost, including the assumption of debt, exceeding £20 million.</p> <p>5.4 Major investments including the acquisition or disposal of interests of more than 5 percent in the voting shares of any company or the making of any takeover offer.</p>	

6. Communication	6.1 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.	
	6.2 Where 20 per cent. or more of votes were cast against the Board’s recommendation for any resolution, oversee the consultation process with shareholders to understand the reasons behind the result and approve the update to be sent to shareholders within 6 months of any shareholder meeting and the final summary in the annual report.	GC 1.D.4
	6.3 * Approval of all circulars and listing particulars (approval of routine documents such as periodic circulars about scrip dividend procedures or exercise of conversion rights could be delegated to a committee).	LR 4.2.12 PR 5.5.3
	6.4 * Approval of press releases concerning matters decided by the Board except where delegated to a Committee of the Board or required urgently and/or judged to be in the ordinary course of business.	
7. Board membership and other appointments	7.1 * Changes to the structure, size and composition of the Board, following recommendations from the nomination committee.	Nomination
	7.2 * Ensuring adequate succession planning for the Board and senior management.	GC 3.J.17
	7.3 * Appointments to the Board, following recommendations by the Nomination Committee.	CA s282 Nomination
	7.4 * Selection of the Chair of the Board and the Chief Executive.	Nomination
	7.5 * Appointment of the Senior Independent Director.	GC 2.12 Nomination
	7.6 * Membership and Chairing of Board committees.	Nomination
	7.7 * 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.	Nomination
	7.8 * 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.	Nomination
	7.9 Approval of Directors additional external appointments and approval of the reasoning for permitting significant appointments included in the Annual Report.	Nomination
	7.10 * Appointment or removal of the Company Secretary.	
	7.11 * Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the	CA s489, s510 GC 4.M.25 Audit

audit committee. Agreement of fees payable to the company's auditors, subject to shareholders' delegation

7.12 Appointments to boards of subsidiaries (this matter is delegated to the Chief Executive and/or the Company Secretary).

8. Remuneration

8.1 *Determining the remuneration policy for the Directors, Company Secretary and other designated senior management. Remuneration

8.2 Determining the remuneration of the Non Executive Directors, subject to the articles of association and shareholder approval as appropriate.

8.3 *The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval. Remuneration

9. Delegation of authority

9.1 * The division of responsibilities between the Chair and the Chief Executive, which should be in writing. GC 2.9, 2.14

9.2 * Approval of terms of reference of Board Committees. GC 3.17, 4.24, 5.32

9.3 *Receiving reports from Board Committees on their activities. Remuneration

10. Corporate governance matters

10.1 *Undertaking a formal and rigorous review of its own performance, that of its Committees and individual directors. GC 3.21

10.2 *Determining the independence of Non Executive Directors. GC 2.G.9

10.3 *Considering the balance of interests between shareholders, employees, customers and the community and have due regard to s.172 of the Companies Act and the requirements of UK Governance Code in operation from time to time.

10.4 *Review of the group's overall corporate governance arrangements.

10.5 *Ensure effective engagement with, and encourage participation from shareholders and stakeholders. GC 1.D.5

10.6 Oversight of the formal workforce advisory panel. GC 1.D.5

10.7 *Assess and monitor culture and ensure that management take corrective action where Company policy, practice or behaviour is not aligned with the Company's purpose, values and strategy. GC 1.B.2

10.8 Whistleblowing: Review arrangements by which the Company may be made aware, in confidence, of concerns about possible improprieties in matters of financial reporting or other matters, ensuring that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action. GC 1.E.6

11. *Policies

11.1 Approval of all board-mandated policies, including:

GC 1.C

- Corporate Governance
- Corporate Vision, Values and Principles
 - This Schedule of Matters Reserved for the Board
 - Delegated Authorities
 - Accounting and Treasury Policies
 - Capitalisation policy
 - Risk Management and Internal Control
 - Remuneration and Rewards
 - Business Continuity
 - Strategy and Planning
- Operational Policy
 - Legal Compliance
 - Health and Safety
 - Data Protection
- Compliance Policy
 - Corporate Social Responsibility, including:
 - Ethics
 - Biodiversity
 - Community
 - Donations
 - Employees and Employment Practices, including:
 - Equal Opportunities
 - Diversity
 - Grievance and Harassment
 - Fraud and Whistleblowing (as noted above)
 - Supply Chain
 - Customer Relations
 - Media and Investor Relations, including:
 - Share dealing code
 - Communications policy including procedures for the release of price sensitive information.

12. Other

- 12.1 The making of political donations
- 12.2 Approval of the appointment of the group's principal professional advisers.
- 12.3 Commencement, prosecution, defence or settlement of litigation involving above £25 million or being otherwise material to the interests of the group.
- 12.4 Except where delegated to the Treasury Committee or other Board Committee, approval of the overall levels of insurance for the group including directors' and officers' liability insurance and indemnification of directors.
- 12.5 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.
- 12.6 Substantial property or related transactions with directors of the company including purchasing of homes from the company. CA 190

Matters that the Board considers suitable for delegation 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 matter that it considers significant to the Group.

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