

# **Gartmore Fledgling Trust plc**

## **Schedule of Matters Reserved for Decision by the Board**

### **1. Strategy, Management and Structure**

- 1.1 Approval of the Company's investment policy, long-term objectives and commercial strategy.
- 1.2 Review of performance in relation to the Company's investment policy, long-term objectives and commercial strategy.
- 1.3 Changes to the Company's capital structure or its status as an investment trust company and plc.
- 1.4 Changes to the Company's management and control structure.
- 1.5 Oversight of the Company's operations, including monthly review of reports submitted by the Manager.
  - Valuations;
  - Changes in investment;
  - Performance statistics;
  - Revenue forecasts.
- 1.6 Delegation of Authority:
  - Approval of Terms of Reference of Board Committees;
  - Approval of authorised signatories on the Company's bank and custody mandates and as witnesses to the affixing of the Company's seal;
  - Authority for Company Secretary to release routine regulatory and net asset value announcements without recourse to the Board.
- 1.7 Periodic review and approval of third party service providers, including the Investment Manager, the Custodian and the Registrar (following Management Engagement Committee recommendation).
- 1.8 Setting of investment restrictions and guidelines and of gearing and liquidity parameters.

### **2. Financial Reporting and Other Communications**

- 2.1 Approval of interim and final financial statements (following Audit Committee recommendation).
- 2.2 Approval of quarterly and interim dividends and recommendation of the final dividend.
- 2.3 Approval of any significant changes in accounting policies or practices (following Audit Committee recommendation).
- 2.4 Approval of resolutions and any associated documentation to be put to shareholders at a General Meeting.
- 2.5 Approval of all circulars and listing particulars.
- 2.6 Approval of non-routine Company announcements.
- 2.7 Approval of press releases concerning matters decided by the Board.

### **3. Board Membership and Other Appointments**

- 3.1 Board appointments and removals and any special terms and conditions attached to the appointments (following Nomination Committee recommendation).
- 3.2 Terms of reference and conditions of service for the Chairman and Directors.
- 3.3 Membership of Board Committees (following Nomination Committee recommendation).
- 3.4 Ensuring adequate succession planning.
- 3.5 Recommendations to shareholders for the continuation in office of Directors due for re-election (following Nomination Committee recommendation).
- 3.6 Appointment or removal of the Company Secretary.
- 3.7 Appointments and removals (and any special terms and conditions attached to the appointment) to boards of subsidiaries.

- 3.8 Appointment or removal of the Investment Manager and other third party service providers.
- 3.9 Appointment or removal of external Auditors and approval of their remuneration (following recommendations of the Audit Committee).
- 3.10 Appointment of the Company's principal professional advisers.

#### **4. Contracts**

- 4.1 Contracts of the Company, and any subsidiary, which are material, either by reason of size or strategically, e.g. bank borrowings/gearing arrangements; acquisition or disposal of fixed assets.
- 4.2 Contracts of the Company, and any subsidiary, not in the ordinary course of business, e.g. loans and repayments; foreign currency transactions; major acquisitions or disposals.
- 4.3 Major investments including the acquisition or disposal of interests of more than 5 per cent. in the voting shares of any company or the making of any takeover bid.
- 4.4 Continued approval of the Investment Management Agreement (following Management Engagement periodic review).
- 4.5 Continued approval of the Company Secretarial and Administration Agreement (following Management Engagement periodic review).
- 4.6 Continued approval of the Custody Agreement (following Management Engagement periodic review).

#### **5. Internal Control and Corporate Governance**

- 5.1 Annual review of the performance of the Board, its Committees and individual Board members.
- 5.2 Determining the independence of Directors.
- 5.3 Review of the Company's overall corporate governance arrangements.
- 5.4 Monitoring compliance with statutory and regulatory obligations.
- 5.5 Ensuring maintenance of a sound system of internal control and risk management.
- 5.6 Review of the Company's overall internal control arrangements.
- 5.7 Monitoring shareholders' views.
- 5.8 Approve Directors' situational conflicts.

#### **6. Miscellaneous**

- 6.1 Remuneration of the Board (following Remuneration Committee recommendation).
- 6.2 Formulation of policy regarding charitable donations.
- 6.3 Formulation of policy regarding political donations.
- 6.4 Prosecution, defence or settlement of litigation.
- 6.5 Directors' & Officers' liability insurance.
- 6.6 Environmental and social responsibility policy.
- 6.7 Approval of dealing by Directors and connected persons.
- 6.8 Electronic voting procedures.
- 6.9 This schedule of matters reserved for Board decisions.