

JKX Oil & Gas plc

**SCHEDULE OF MATTERS RESERVED FOR THE BOARD
(approved by the Board on 31st January 2023)**

1.0	Strategy and Management
1.1	Responsibility for the overall leadership, direction and governance of the Group
1.2	Approval of the Group's objectives and commercial strategy, including determination and monitoring of the nature and extent of the principal risks it is willing to take
1.3	Responsibility for setting the purpose, goal, vision and values of the Group in order to ensure (and monitor) that a strong corporate culture and sound governance behaviour exists across all levels of the Group
1.4	Oversight of the Group's operations, ensuring: <ul style="list-style-type: none">• competent and prudent management, including succession planning• sound planning• an adequate system of internal control and risk management• adequate accounting and other records• compliance with statutory and regulatory requirements
1.5	Annual approval of three/five year financial forecasts, operating and capital expenditure budgets and any material changes to them
1.6	Review of performance in light of the Group's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken
1.7	Extension of the Group's activities into new business or geographical areas
1.8	Any decision to cease to operate all or any material part of the Group's business
1.9	Development and protection of the Group's reputation
1.10	Setting of KPIs for CEO and General Managers

2.0	Structure and capital
2.1	Changes relating to the Group's capital structure including reductions of capital, share issues (except under employee share plans) and share buy backs (including the use of treasury shares)
2.2	Changes to the Group's management and control structure and any changes to the Company's UK listing or PLC status.
3.0	Financial reporting and controls
3.1	Approval of half-yearly and preliminary results and, if deemed appropriate, trading updates.
3.2	Approval of a 'fair, balanced and understandable' Annual Report which provides the necessary information for shareholders and other stakeholders to assess the Company's position and performance, business model and strategy, including the Strategic Report, Financial Statements, Statement of Directors' Responsibility and the half year report and any other required reports, statements and disclosures, upon advice received from and the recommendation of the Audit, Remuneration and Nominations Committees, as appropriate
3.3	Approval of dividend policy
3.4	Declaration of interim dividends and recommendation of the final dividend, and confirmation of the availability of any scrip dividend or dividend reinvestment plan
3.5	Approval of any material changes in Group accounting policies or practices (upon recommendation of the Audit Committee)
3.6	Annual review of any major changes to funding strategy, long term interest rate risk management strategy, short term liquidity strategy, foreign exchange strategy and tax policy
3.7	Approval of initiation, settlement and adoption of a strategy in respect of claims with significant reputational risk or a value of over \$ 50 000 (including both likely legal fees and any award) made against or on behalf of any Group Company

4.0 Internal controls and risk management

4.1 Ensure the monitoring and maintenance of a sound system of internal controls (including financial, operational and compliance) and risk management, including:

- Receive reports on, and annually review the effectiveness of, the Group's internal controls and risk management systems to support its strategy and objectives
- Undertaking of an annual assessment of the internal control and risk management systems, including a robust assessment of the principal risks facing the Company (including those that would threaten the business model, future performance, solvency or liquidity) and how these are being managed and mitigated
- Taking into account the Group's position and principal risks, undertaking of an annual assessment of the Group's prospects, and its ability to continue in operation and meet its liabilities as they fall due over the appropriate assessment period, particularly in respect of the Company's going concern and longer term viability
- Approval of auditors' fees (upon recommendation by the Audit Committee)
- Approval of procedures for the detection of fraud, the prevention of bribery and the safeguarding of the Group's assets
- Approval of appropriate disclosure(s) and statement(s) regarding the above for inclusion in the Annual Report

5.0	Contracts and corporate actions
5.1	Any matter concerned with corporate reorganizations (takeovers, mergers, splits, spin-offs etc.) and liquidation of the Group's entities
5.2	Major changes to the Group's corporate structure
5.3	Establishment by any of the Group's entities of any legal entity or participation in the existing legal entities, including establishment of or participation in joint ventures with any third parties, charter capital increases by any of the Group's entities for the benefit of any third parties
5.4	Approval of contracts/transactions related to property developments, refurbishments, acquisitions, disposals in excess of \$ 100 000
5.5	Approval of any new debt facilities
5.6	Approval of any transaction (other than intragroup transactions) on receipt of external debt financing in the amount over \$ 50 000
5.7	Approval of any transactions (regardless of the amount) on granting security and/or guarantees to third parties related to external debt financing
5.8	Approval of any investment project with total estimated budget over \$ 100 000
5.9	Approval of any contract/transaction to be entered into by any of the Group's entities for the amount over \$ 100 000. For the purpose of this clause, the value of a long-term contract shall be the expected cost or receipt during the following 12 months; for framework contracts, call-of contracts, master service agreements, contracts based on day rates or other contracts where the aggregate value is not specifically mentioned, such value must be estimated by the budget holder. For the purpose of contracts/transactions related to gas and liquids sales and capital expenditures of the Group production entities (PPC, YGE, Riverside) this amount should be deemed as \$ 500 000 and over
5.10	Approval of all contracts and transactions out of ordinary course of business irrespective of their amount (including but not limited to purchase of legal and other consulting services)
5.11	Approval of all purchase contracts over \$ 100 000 implying prepayment over 50% of the contract's value
5.12	Approval of an annual charitable (social) program of the Group (any actions to grant charitable contributions or other types of non-refundable financial assistance to third parties) and provision of any financial assistance (loans and other types of borrowing to third parties); approval of any charitable contributions or financial assistance not provided for in the annual program
5.13	Approval of any unbudgeted expenditure in excess of \$ 30 000 not included in the approved annual work program and budget.

6.0	Communication
6.1	Approval of public announcements required by law or any regulatory authority (in relation to matters decided by the Board) and circulars to shareholders (including resolutions) to be put forward for consideration at a general meeting
6.2	Approval of prospectuses and listing particulars
6.3	Ensuring that a satisfactory relationship and dialogue with shareholders (and other interested external stakeholders) is in place
6.4	Receiving reports on the views of shareholders to ensure a mutual understanding of objectives is shared by the Board as a whole
6.5	Making use of general meetings to communicate with investors and encourage their participation, and have in place a process by which the Company can explain (when announcing the results of voting) what actions it intends to take to understand the reasons behind any significant proportion of votes cast against any particular resolution
7.0	Board membership and related appointments
7.1	Appointment/removal/continuation in office of the Chairman and any Director (upon recommendation of the Nominations Committee) and appointment/removal of the Company Secretary
7.2	Appointment/removal of Directors of Subsidiary Companies involved in the offer of securities to the public
7.3	Appointment of the Senior Independent Director
7.4	Ensuring adequate succession planning for the Board and senior management upon recommendation and/or input from the Nominations Committee
7.5	Establishing terms of reference for Committees of the Board and, upon recommendation of the Nominations Committee, confirming the appointment of their members/Chairman.

8.0	Remuneration
8.1	Determining the remuneration strategy and framework of the Directors and Officers of the Board and senior management upon recommendation of the Remuneration Committee, subject always to the Company's Articles of Association as applicable
9.0	Corporate governance matters
9.1	Reviewing annually the overall corporate governance structure and its suitability looking forward and identifying any areas for improvement and/or strengthening, and determining the ongoing independence or otherwise of the Non-executive Directors
9.2	Reviewing annually the performance and effectiveness of the Board, its Committees and individual Directors (with external facilitation as appropriate), and the role and responsibilities of the Chairman and Chief Executive, including levels of authority (which must be in writing)
9.3	Considering the balance of interests between shareholders, employees, customers and the community
9.4	Considering and authorising, as appropriate, and in consultation with the Nominations Committee, permitted conflicts of interests declared by Directors
10.0	Policies
10.1	Review and approval, as appropriate, of the Group's main policies (and revisions as appropriate), including: <ul style="list-style-type: none"> • Health & Safety • Sustainability • Share Dealing • Bribery and Corruption
11.0	Other
11.1	Appointment/reappointment/removal, as appropriate, of the external auditor (upon recommendation of the Audit Committee),brokers, investment bankers and other principal advisers to the Company
11.2	Approval of the overall levels of insurance for the Group including Directors' and Officers' liability insurance and indemnification of Directors