



Leeds Building Society

SCHEDULE OF MATTERS RESERVED FOR DECISION BY THE FULL BOARD

Overall Functions

1. Monitor progress by Management in delivering the Society's strategy.
2. Review business performance.
3. Monitor and review all emerging and principal risks to the business of the Society.
4. Ensure that the Society operates within its Memorandum and Rules (as amended from time to time), applicable laws and regulations, including Prudential Regulation Authority (PRA) and Financial Conduct Authority (FCA) Principles and Rules, the FCA's Consumer Duty, the UK Listing Authority's Listing Rules and Disclosure Guidance and Transparency Rules, the Building Societies Act 1986 and recommendations of the UK Corporate Governance Code, as appropriate.
5. Monitor the Society's culture to ensure behaviours are demonstrated in line with the Society's purpose / blueprint.
6. Establishment of and changes to the Society's Strategy.
7. Approval of the Corporate Plan and forecast updates.

Stakeholder Considerations

8. Ensure the Society considers current and future members in its decision making and planning and takes into account other stakeholders (for example, colleagues, suppliers, investors, community, the environment and the Society's regulators) and ensure a summary of the Society's approach to stakeholders is contained within the Society's annual report and accounts.
9. Approval of particularly significant communications with members and the resolutions to be put to members at general meetings.
10. Approval of a Non-Executive Director (NED) to be appointed as (a) the designated NED for colleague engagement; and (b) Consumer Duty Champion.

Governance Matters

11. Proposals for the appointment, re-appointment or removal of external auditors after recommendation of the Audit Committee.
12. Annual review and oversight of the Society's operations ensuring: maintenance of adequate systems of sound management and internal control, prudent management; proper accounting and other records; and, compliance with laws and regulations.
13. Approval on the recommendation of the Nominations Committee of all appointments to the Board including the appointment or removal of the Society Secretary.
14. Continuation in office of Directors at the end of their term of office, following recommendations from the Nominations Committee.
15. Appointment, on the recommendation of the Nominations Committee, of the Senior Independent Director to provide a sounding board for the Chair and to serve as intermediary for the other Directors when necessary.
16. Approval of the documented division of responsibilities between the Chair, the Chief Executive Officer and the Senior Independent Director.
17. Approval of changes to the size (in accordance with the Society's Rules) and composition of the Board on the recommendation of the Nominations Committee and oversee the development of a diverse pipeline for succession.
18. Establishment of the framework for Directors' remuneration and the fees paid to Non-Executive Directors.
19. Identify, manage and approve any potential, perceived or actual conflict of interest of any Director, which could include being appointed as a Director of a third party company or other incorporated, or unincorporated entity and ensure that third party influence does not compromise or override independent judgement. An annual review of declared conflicts to be considered by the Board to determine if they remain appropriate.

20. Manage actual or potential conflicts which may arise between short-term interests and decisions and the longer-term impacts of those decisions.
21. Authorisation of any benefits or loans offered to any Director.
22. Establishment of the pension policy for the Society, including new pension arrangements and major changes to the contribution and benefit structures of existing pension arrangements on the recommendation of the Remuneration Committee.
23. Appointment of any Committees of the Board and their terms of reference (including any subsequent substantial changes).
24. Approval of and changes to the corporate governance framework for the Society, as recommended by the Nominations Committee.
25. Undertaking a rigorous and formal review annually of its own performance, that of its Committees and individual Directors.
26. Annual review and approval of this Schedule of Matters Reserved for Decision by the Full Board.
27. Annual approval of appropriate level one policies in accordance with the agreed Level 1 Policy and Governance Map.
28. Annual approval of the Society's Whistleblowing (Speak Up) arrangements.
29. Annual approval of the Society's Consumer Duty Report.

Financial Reporting

30. Material and/or sensitive departures from the Corporate Plan.
31. Any transaction that has the potential to impact adversely by £5,000,000 or more on the Society's regulatory capital or which would cause the Group's capital adequacy ratio to fall below the minimum level agreed with the PRA.
32. Approval of the Group's annual (or more frequent if necessary) ICAAP, ILAAP and RRP.
33. Prior approval of any capital expenditure in aggregate in excess of that authorised in the Corporate Plan.
34. Approval of capital initiatives, including technology initiatives, whose total development cost development hardware and software exceeds £3,000,000 (excluding VAT, if applicable, and internal costs).
35. Approval of any significant changes to accounting policy or practice.
36. Approval and final sign off of the Society's annual report and accounts and the interim financial report and approval of the announcement of the results.
37. Approval of the annual Capital Requirements Pillar 3 Disclosures.
38. Approval of the levels of Directors and Officers cover.
39. Approval of the Group's wholesale funding programmes and planned issuance.

Risk Management

40. Annual approval of the Society's risk appetite.
41. Ensuring a sound system of internal control and risk management is in place with appropriate oversight.
42. The Board may delegate certain responsibilities for oversight or approval of matters relating to risk management to any of the Board Sub-Committees.
43. The Board Sub-Committees will advise the Board on risk matters and highlight significant risks identified through the Society's risk reporting framework for oversight, discussion and if appropriate, approval.
44. Approval of an appropriate statement in the Society's annual report & accounts which details of the Society's risk management framework and its effectiveness.

Authority for large initiatives

45. Acquisitions or disposals by the Society of any entity (including another Building Society).

46. Acquisitions and disposals of mortgage portfolios in excess of £100m, or outside Board approved risk appetite.
47. Acquisitions and disposals of premises with a value in excess of £3,000,000 (excluding VAT, if applicable).
48. Approval for contract expenditure where the consideration (or aggregate consideration over the contract term) exceeds £3,000,000 (excluding VAT, if applicable). This excludes provision of standard services required to fulfil operational requirements, individual lending, savings or financial crime decisions, specifically postal or printing services, credit bureau, valuation services (including Alternative Valuation Models), electronic customer ID, conveyancing services (including legal and panel appointments). Expenditure relating to zero value contracts (including for example, contracts relating to the payment of procurement fees) are also excluded.

Approved by the Board: November 2024