

FOXTONS GROUP PLC

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

1. Strategy and management

- 1.1. Responsibility for the overall management of the Group, which is under the leadership of the chief executive officer, and setting the Company's values and standards.
- 1.2. Approval of the Group's strategic aims and objectives and commercial strategy.
- 1.3. Approval of annual operating and capital expenditure budgets and any material changes to them.
- 1.4. Oversight of the Group's operations ensuring:
 - competent and prudent management;
 - sound planning;
 - maintenance of sound management and internal control and risk management systems;
 - adequate accounting and other records; and
 - compliance with statutory and regulatory obligations.
- 1.5. Review of the performance of the Group in the light of the Group's strategic aims, objectives, strategy, business plans and budgets and ensuring that any necessary corrective action is taken.
- 1.6. Material 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.
- 1.8. Responsibility for the consideration and approval or rejection of any expression of interest in the Group or a material part thereof.
- 1.9. Major investments, including the acquisition or disposal of interests of more than 3 per cent. in the voting shares of any company or the making of any takeover offer.

2. Structure and capital

- 2.1. Changes relating to the Group's capital structure including any 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, including acquisitions and disposals of shares which are material relative to the size of the Group (taking into account initial and deferred consideration).
- 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 publicly traded company.
- 2.5. Incorporation of a new group entity or change in trading status of an existing group entity.

3. Financial reporting and controls

- 3.1. Approval of the half-yearly report, interim management statements and any preliminary announcement of the final results.
- 3.2. Approval of the annual report and accounts, including the corporate governance statement and directors' remuneration report.
- 3.3. Approval of the Company's dividend policy.
- 3.4. Declaration of any interim dividend and recommendation of any final dividend (including any special dividend).
- 3.5. Approval of any significant changes in accounting policies or practices.
- 3.6. Approval of finance and treasury policies, including budgeting and forecasting, revenue recognition, goodwill, capital adequacy, capital expenditure, taxation, foreign currency exposure and the use of financial derivatives.
- 3.7. Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).
- 3.8. Approval of any bank facilities or other external loan facilities.

4. Internal controls

- 4.1. Ensuring the maintenance of a sound system of internal control and risk management including:
 - approving the Group's risk appetite statements;
 - receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives;
 - approving procedures for the detection of fraud and the prevention of bribery;
 - undertaking an annual assessment of these processes; and

- approving an appropriate statement for inclusion in the Company's annual report.

4.2. Determining the nature and extent of the significant risks the Group is willing to take in achieving its strategy and objectives.

5. Contracts

5.1. Approval of major capital contracts, projects or expenditure above £10 million per annum.

5.2. Approval of acquisitions or disposals of fixed assets above £5 million.

5.3. Contracts of the Company or any subsidiary not in the ordinary course of business or which are material strategically to the Group.

6. Communication

6.1. Ensuring a satisfactory dialogue with the Company's shareholders.

6.2. Approval of resolutions and corresponding documentation to be put forward to the Company's shareholders at a general meeting.

6.3. Approval of all circulars, prospectuses and listing particulars to be published by the Company.

6.4. Approval of press releases concerning matters decided by the Board.

7. Board membership and other appointments

7.1. Changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee.

7.2. Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the Group and on the Board.

7.3. Appointments to the Board, following recommendations by the Nomination Committee.

7.4. Selection of the chairman of the Board and the chief executive officer of the Company.

7.5. Appointment of the senior independent director.

7.6. Membership and chairmanship of Board committees following recommendations from the Nomination Committee.

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 Company's annual general meeting and otherwise as appropriate.

- 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.
- 7.9. Appointment or removal of the company secretary.
- 7.10. Appointment or removal of the chief operating officer of Foxtons.
- 7.11. Appointment or removal of the chief executive officer of Alexander Hall Associates.
- 7.12. Appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the Audit Committee.
- 7.13. Appointments to boards of the Company's subsidiaries.

8. Remuneration

- 8.1. Determining the remuneration policy for the directors, company secretary and other senior executives of the Group.
- 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 any new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

9. Delegation of authority

- 9.1. The division of responsibilities between the chairman, the chief executive officer and other executive directors, which should be clearly established, set out in writing and agreed by the Board.
- 9.2. Approval of the delegated levels of authority, including the chief executive officer's authority limits.
- 9.3. Establishing Board committees and approving their terms of reference, and approving material changes thereto.
- 9.4. Receiving reports and recommendations from Board committees on their activities.

10. Corporate governance matters

- 10.1. Undertaking a formal and rigorous annual review of the Board's own performance, that of its committees and individual directors, and any division of responsibilities.
- 10.2. Determining the independence of non-executive directors in light of their character, judgment and relationships.

- 10.3. Considering the balance of interests between shareholders, employees, customers and the community.
- 10.4. Reviewing the Group's overall corporate governance arrangements.
- 10.5. Receiving reports on the views of the Company's shareholders.
- 10.6. Authorising any conflicts or potential conflicts of interest of directors where permitted by the Company's articles of association and imposing any limitations, qualifications or restrictions.

11. Policies

Approval of policies, including:

- 11.1. securities dealing code;
- 11.2. bribery prevention policy;
- 11.3. health and safety policy;
- 11.4. human resources policy;
- 11.5. communications policy;
- 11.6. corporate social responsibility policy;
- 11.7. charitable donations policy; and
- 11.8. procedures and controls for the identification, treatment and disclosure of price-sensitive information.

12. Other

- 12.1. Approval of any political donations by the Group.
- 12.2. Approval of the appointment of the Group's principal professional advisers.
- 12.3. Prosecution, commencement, defence or settlement of litigation or alternative dispute proceedings involving a potential liability (including costs) to the Group of more than £1 million or otherwise being material to the interests of the Group, other than in the ordinary course of business.
- 12.4. Approval of the overall levels of insurance for the Group, including directors' and officers' liability insurance.
- 12.5. Major changes to the rules of any pension scheme operated by the Group, or changes of trustees or fund management arrangements.
- 12.6. Any changes to this schedule of matters reserved for the Board.

Matters which 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 which it considers significant to the Group.

This schedule of matters reserved for the Board was approved by the Board on 23 August 2013.