



SCHEDULE OF MATTERS EXPRESSLY RESERVED FOR THE COLLECTIVE DECISION OF THE BOARD OF DIRECTORS OF DS SMITH PLC ("the Company")

The Board approved this Schedule of Matters Reserved for the Board of Directors in April 2020.

Items marked * are not considered suitable for delegation to a committee of the Board because, for example, of Companies Act requirements or because under recommendations of the FRC 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.

1. Strategy and Management

- 1.1 Responsibility for the overall leadership of the Group.
- 1.2 Approval of the Group's long term objectives, strategic direction and strategic plan.
- 1.3 Approval of the annual operating and capital expenditure budgets and any material changes to them.
- 1.4 Changes to the Group's top management and control structure.
- 1.5 Material extension of the Group's activities into new business or geographic areas.
- 1.6 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) and share buy-backs including the use of treasury shares.
- 2.2 Major changes to the Group's corporate structure.
- 2.3 Any changes to the Company's listing or its status as a Plc.

3. Financial Reporting and Controls

- 3.1 * Approval of announcements of interim results and preliminary final results and any trading updates.
- 3.2 * Approval of the annual report and accounts, including the corporate governance statement and remuneration report.
- 3.3 * Approval of the dividend policy.
- 3.4 * Declaration of the interim dividend and recommendation of the final dividend.
- 3.5 * Approval of any significant changes in accounting policies or practices.

4. Internal Controls

- 4.1 Ensuring maintenance of a sound system of internal control and risk management including:
- discussion of Group's key risks and mitigation plans;
 - 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.

5. Contracts

- 5.1 Capital expenditure in excess of £35m.
- 5.2 Acquisitions or disposals of businesses with an acquisition cost, including assumption of debt, exceeding £100m.
- 5.3 Business closures or reorganisations resulting in an adjusting item in excess of £20m in total.
- 5.4 Other material contracts not in the ordinary course of business, or in the ordinary course of business which bear a disproportionately high level of risk to the Company.
- 5.5 Approval of any transaction which falls within the definition of 'material related party transaction' in the Financial Conduct Authority's Disclosure Guidance and Transparency Rule 7.3

6. Treasury matters

- 6.1 Changes to the list of Authority Category 1 and 2a items of the DS Smith Plc Group Treasury Delegated Authorities document.
- 6.2 Changes to the Treasury Risk Management Policy.
- 6.3 New Group external committed debt funding or receivables financing facilities in excess of £150m or with a duration of over 5 years.
- 6.4 Leasing commitments in excess of £150m.
- 6.5 New Subsidiary committed external debt funding in excess of £150m .
- 6.6 Bank guarantees, letters of credit or other binding assurances in excess of £150m or any items where the total aggregate approved to one counterparty in one financial year would exceed £150m.
- 6.7 New single or linked derivative transactions with a principal notional value in excess of £500m or with a duration of over 5 years for commodities OR over 10 years for foreign exchange/interest rates or when acquired for speculative purposes regardless of size/duration.
- 6.8 The making of loans and provision of guarantees to third parties or partly-owned Group companies in excess of £25m.

7. Communication

- 7.1 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.

- 7.2 * Approval of all circulars and listing particulars
- 7.3 * Approval of press releases concerning matters decided by the Board.

8. Board Membership and Other Appointments

- 8.1 *Changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee.
- 8.2 * Ensuring adequate succession planning for the Board and senior management.
- 8.3 *Appointments to the Board, following recommendations by the Nomination Committee.
- 8.4 * Selection of the Chairman of the Board and the Group Chief Executive.
- 8.5 *Appointment of the Senior Independent Director.
- 8.6 * Membership and Chairmanships of Board committees.
- 8.7 *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.
- 8.8 *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.
- 8.9 *Appointment or removal of the Group Company Secretary.
- 8.10 *Appointments, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the Audit Committee.

9. Remuneration

- 9.1 *On the recommendation of the Remuneration Committee, approving the remuneration policy to be put to shareholders for approval
- 9.2 Determining the remuneration of the non-Executive Directors, subject to the articles of association and shareholder approval as appropriate.
- 9.3 * On the recommendation of the Remuneration Committee, approving the introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

10. Delegation of Authority

- 10.1 *The division of responsibilities between the Chairman and the Group Chief Executive, which should be in writing.
- 10.2 * Approval of terms of reference of Board committees.
- 10.3 * Receiving reports from Board Committees on their activities.

11. Corporate Governance Matters

- 11.1 * Undertaking a formal and rigorous review annually of its own performance, that of its committees and individual Directors.
- 11.2 * Determining the independence of Directors.
- 11.3 * Considering the balance of interests between shareholders, employees, customers and the community.
- 11.4 * Review of the Group's overall corporate governance including compliance with the UK Code on Corporate Governance.

11.5 * Receiving reports on the views of the Company's shareholders.

11.6 Authorising conflicts of interest of a Director where permitted by the Company's articles of association.

12. * Policies

Approval of all Board-mandated policies, including:

- Health & Safety Policy
- Sustainability Policy
- Share Dealing Code
- Code of Conduct
- Anti-Bribery and Anti-Corruption Policy
- Competition Law Compliance
- Gifts & Hospitality Policy
- Board Diversity Policy
- Modern Slavery and Human Trafficking Statement
- Policies on corporate responsibility, charitable and political donations

13. Other

13.1 The making of political donations.

13.2 Approval of the appointment of the Group's principal professional advisers.

13.3 Commencement, prosecution, defence or settlement of litigation involving above £15 million or being otherwise material to the interests of the Group.

13.4 Approval of the overall levels of insurance for the Group including Directors' and Officers' Liability insurance and indemnification of Directors.

13.5 Pension strategy and major changes to the rules of the Group's pension schemes and consultation with trustees on investment strategy.

13.6 This Schedule of Matters Reserved for the Board.

In addition, the Board will receive reports and recommendations from time-to-time on any matter which it considers significant to the Group.

May 2020