Archie Homes

Matters Reserved for the Board

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Document checklist	
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The matters referred to in this document are subject to the specific matters set out at Schedule 4 of the Ringfencing Agreement dated 17th April 2026 which require the approval of the board of Archie Homes' parent company, Falcon Carrick Bidco Limited. A copy of the Ringfencing Agreement is available directly from Archie Homes.

The board of Archie Homes (the Board) is responsible for governing Archie Homes in the interests of residents, regulatory stakeholders and its shareholders. This document sets out the key matters reserved to the Board.

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1.0 Strategy, Leadership and Purpose

1.1 Responsibility for the overall leadership of Archie Homes and setting Archie Homes' purpose, values and strategy for the long-term sustainable success of Archie Homes.

1.2 Ensuring culture (including policies and practices relating to colleagues) aligns with Archie Homes' purpose, values and strategy.

1.3 Approval of Archie Homes' long-term objectives and commercial strategy and assessing the basis on which Archie Homes generates and preserves long-term value for the benefit of all stakeholders, including its investors and the wider community.

1.4 Responsibility for the consideration and approval or rejection of any expression of interest in or offer for Archie Homes or a material part thereof.

1.5 Approval of the annual business plan, operating and capital expenditure budgets, acquisition strategy, operational framework and any material changes to them and reviewing their ongoing performance in light of Archie Homes' strategy and objectives, ensuring that all necessary corrective action is taken.

1.6 Ensuring effective engagement with all stakeholders.

1.7 Oversight of Archie Homes' operations ensuring:

1.7.1 competent and prudent management;

1.7.2 sound planning;

1.7.3 effective system of risk management and adequate systems of internal control;

1.7.4 adequate accounting and other records; and

1.7.5 compliance with statutory and regulatory obligations.

1.8 Extension of Archie Homes' activities into new business or geographic areas.

1.9 Any decision to cease to operate all or any material part of Archie Homes' business.

2.0 Structure and Capital

2.1 Approval of material changes relating to Archie Homes' capital structure, including reduction of capital, share issues (except under employee share plans in accordance with policies approved by the Board), issuing or purchasing securities and share buybacks, including the use of treasury shares.

2.2 Approval of major changes to Archie Homes' corporate structure.

2.3 Approval of any changes to Archie Homes' management and control structure.

2.4 Approval of any changes to Archie Homes' listing or its status as a public listed company.

2.5 Approval of any guarantee, indemnity or surety or provision of security for the obligations of a third party.

3.0 Financial Reporting and Controls

3.1 Approval of annual budgets and financial plans including the half-yearly report, interim management statements and any preliminary announcements of interim and final results.

3.2 Approval of the annual report and accounts, including the corporate governance statement, remuneration report, directors report and statement of directors' responsibilities as well as consideration of the matters set out in s172 of the Companies Act 2006.

3.3 Approval of dividend policy, declaration of the interim dividend and recommendation to shareholders of the final dividend.

3.4 Approval of any significant changes in accounting policies or practices.

3.5 Approval of bank facilities over £10 million and annually the treasury policy.

3.6 Monitoring performance metrics, stress testing outcomes and key financial risks.

3.7 Oversight of financial reporting and audit processes.

3.8 Approval of material unbudgeted capital or operating expenditures and approving any significant financial commitments outside of any delegated authority limits in place from time to time.

3.9 Changing the accounting reference date, auditors and/or registered office.

3.10 Ensuring compliance with Archie Homes' funding arrangements.

4.0 Internal Controls

4.1 Ensuring maintenance of an effective system of internal control and risk management including:

4.1.1 approving Archie Homes' risk management framework, risk thresholds and risk appetite statements;

4.1.2 receiving reports on, and reviewing the effectiveness of Archie Homes' risk and control processes to support its strategy and objectives;

4.1.3 approving procedures for the detection of fraud and the prevention of bribery;

4.1.4 undertaking an annual assessment of these processes; and

4.1.5 approving an appropriate statement for inclusion in the annual report.

5.0 Contracts

5.1 Approval of material capital projects with a value of over £20 million and acquisitions or disposals of shares, businesses or assets over £20 million.

5.2 Approval of contracts which are material strategically or by reason of size, entered into by Archie Homes or any subsidiary in the ordinary course of business, for example, acquisitions or disposals of fixed assets above £20 million.

5.3 Approval of material investments with a value of over £20 million.

5.4 Approval and monitoring of any major legal or regulatory proceedings.

5.5 Approving and monitoring property management arrangements.

6.0 Communication

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

6.2 Approval of all circulars and listing particulars required by law or any regulatory authority other than routine documents such as periodic circulars, which may be delegated to a committee.

6.3 Approval of press releases concerning matters decided by the Board or which may be sensitive.

7.0 Board Membership and Other Appointments

7.1 Approval of changes to the structure, size and composition of and appointments to the Board of Archie Homes.

7.2 Appointment and removal of the Chair of the Board, Independent Directors, the Chief Executive Officer, other Executive Directors and the Company Secretary.

7.3 Approval of the composition, including membership and chairmanship, of the Board Committees.

7.4 Ensuring adequate succession planning for senior management positions so as to maintain an appropriate balance of skills, experience, and a diverse pipeline within Archie Homes.

7.5 Reviewing 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 Annual General Meeting and otherwise as appropriate.

7.6 Reviewing continuation in office of any director at any time, including the suspension or termination of service of an Executive Director as an employee of Archie Homes, subject to the law and their service contract.

7.7 Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the Finance, Audit and Risk Committee.

7.8 Appointments to boards of subsidiaries and joint ventures.

8.0 Remuneration

8.1 Approval of the remuneration policy for the Executive Directors and setting the remuneration for the Chair, Executive Directors, the Company Secretary and other members of the Executive Leadership Team.

8.2 Determining the terms of appointment and remuneration of the Non-executive Directors, subject to the articles of association and shareholder approval, as appropriate.

9.0 Delegation of Authority

9.1 The clear division of responsibilities between the Chair and the Chief Executive Officer which should be clearly established, set out in writing and agreed by the Board.

9.2 Approval of terms of reference of Board committees (and material changes thereto).

9.3 Receiving reports from Board committees on their activities.

10.0 Corporate Governance Matters

10.1 Undertaking a formal and rigorous review, on an annual basis, of its own performance, that of its committees, the Chair and individual directors.

10.2 Determining the independence of directors.

10.3 Considering the balance of interests between key stakeholders of Archie Homes, including customers, colleagues, society and shareholders.

10.4 Review of Archie Homes' overall corporate governance arrangements including, at least annually, a review of its constitution and terms of reference.

10.5 Receiving reports on the views of Archie Homes' shareholders.

10.6 Identifying and managing conflicts of interest and authorising conflicts of interest where permitted by Archie Homes' Articles of Association.

10.7 Ensuring that the Board as a whole has a clear understanding of the views of the shareholders and investors and their views on governance and performance against Archie Homes' strategy.

11.0 Compliance

11.1 Review reports from the Group's data protection officer regarding Archie Homes' compliance with data protection regulation and any instances of non-compliance, including data breaches, and the actions taken as a consequence.

11.2 Ensuring compliance with Regulator of Social Housing's standards, including the Governance & Financial Viability Standard and Consumer Standards.

11.3 Approval of statutory and regulatory filings, including annual reports to the Regulator of Social Housing.

12.0 Resident Services

12.1 Setting and overseeing standards for building safety and resident safeguarding.

12.2 Approval of policies related to tenant satisfaction, health and safety, customer service and complaints handling.

12.3 Ensuring the provision of safe, well-managed housing and services in line with agreed standards.

12.4 Overseeing performance against Tenant Satisfaction Measures set by the RSH.

12.5 Oversight of property management performance, including assurance over health and safety compliance, service delivery and KPIs.

13.0 Policies

13.1 Approval of policies, including those set out below and other policies reserved to the Board from time to time:

13.1.1 Code of Conduct;

13.1.2 Share Dealing Code;

13.1.3 Anti-Bribery and Corruption Policy;

13.1.4 Whistleblowing Policy;

13.1.5 Health and Safety Policy;

13.1.6 Environmental Policy;

13.1.7 External Communication Policy, including procedures for the release of price-sensitive information;

13.1.8 Sanctions Policy;

13.1.9 Sustainability Policy; and

13.1.10 Board Diversity, Equity and Inclusion Policy.

14.0 Other

14.1 The making of political donations.

14.2 Approval of the appointment of Archie Homes' principal professional advisers and review (at least annually).

14.3 Prosecution, defence or settlement of material litigation.

14.4 Approval and review of the overall levels of insurance for the Group, including Directors' & Officers' liability insurance (at least annually).

14.5 The introduction of or any major changes to the rules of the Group's pension scheme.

14.6 This schedule of Matters Reserved to the Board.

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

Approval

Approved by the Board: 4th June 2026

Signed by the Chair of the Archie Homes Board

Lord Ian Austin

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