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S C H E D U L E O F M A T T E R S R E S E R V E D F O R T H E
B O A R D

LIGHT SCIENCE TECHNOLOGIES HOLDINGS PLC

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

In this document, the "Board" shall mean the board of directors of the Company; the "Company" shall mean Light Science Technologies Holdings plc; and references to the "Group" are to the Company and its subsidiary undertakings.

The matters set out in this schedule are reserved for decision by the Board.

1. STRATEGY AND MANAGEMENT

- 1.1 Responsibility for the overall management of the Company and setting the Company's values and standards.
- 1.2 Approval of the Group's long term objectives and commercial strategy.
- 1.3 Approval of the annual operating and capital expenditure budgets and any material changes to them.
- 1.4 Oversight of the Group's operations ensuring:
 - (A) competent and prudent management;
 - (B) sound planning;
 - (C) maintenance of sound management and internal control systems;
 - (D) adequate accounting and other records; and
 - (E) compliance with legal and regulatory obligations.
- 1.5 Review of performance in the light of the Group's strategic aims, objectives, business plans and budgets with a view to ensuring that shareholder value is protected and enhanced and ensuring that any necessary corrective action is taken.
- 1.6 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.

2. STRUCTURE AND CAPITAL

- 2.1 Changes relating to the capital structure of any member of the Group including reduction of capital, share issues (except under employee share plans), share buy backs (including the use of treasury shares), allotment, calls or forfeiture of shares, capital reorganisations, arrangements and reconstructions.
- 2.2 Major changes to the corporate structure of any member of the Group, including material acquisitions and disposals (taking into account initial and deferred consideration).
- 2.3 Changes to the constitutional documents of any member of the Group.
- 2.4 Changes to the Group's management and control structure.

- 2.5 Any changes to the Company's admission to AIM, any listing on any other market or its status as a listed company.

3. FINANCIAL REPORTING AND CONTROLS

- 3.1 Approval of interim and final results or statements and any preliminary announcement of such results, following the recommendation of the Audit Committee.
- 3.2 Approval of the annual report and accounts and accounting policies, (including the corporate governance statement and remuneration report), following the recommendation of the Audit Committee.
- 3.3 Discussion of any proposed qualification to the annual report and accounts.
- 3.4 Approval of the dividend policy.
- 3.5 Declaration of any interim dividend and recommendation of any final dividend.
- 3.6 Approval of any significant changes in accounting policies or practices following the recommendation of the Audit Committee.
- 3.7 Approval of any major financing facilities for the Group.
- 3.8 Approval of treasury policies (including foreign currency and interest rate exposure and the use of financial derivatives).
- 3.9 To approve the issue to third parties of debenture or loan stocks, bonds and other paper programmes, delegating authority, as appropriate, to finalise details.
- 3.10 To approve guarantees, indemnities and letters of comfort entered into by any member of the Group where the amount of the loan or liability exceeds £250,000 for subsidiaries or £20,000 in respect of third parties.
- 3.11 To approve in principle the granting of security over any asset of any member of the Group, the entering into of loan facilities, debt factoring, sale and leaseback arrangements and contracts for derivatives, in each case with third parties, delegating authority, as appropriate, to finalise details.
- 3.12 To approve at least once each year proposed credit limits for the placing of deposits with individual financial institutions.

4. INTERNAL CONTROLS

- 4.1 Ensuring 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 financial internal controls and internal control and risk management systems (including those procedures relating to the Company's anti-bribery policy and the detection of fraud).
- 4.2 To undertake an annual assessment of the processes and controls referred to in paragraph 4.1.
- 4.3 Approving an appropriate statement for inclusion in the annual report, following the recommendation of the Audit Committee.

- 4.4 To approve the risk management policies including insurance, hedging, borrowing limits and corporate security.
- 4.5 Ensuring avoidance of wrongful or fraudulent trading by the Group.
- 4.6 To receive notification of sales or purchases of shares by directors and senior management of the Company in accordance with the Company's code of dealing for such transactions by directors and senior management.

5. CONTRACTS

- 5.1 To approve the entering into by any member of the Group of:
 - (A) any major capital project or commitment; or
 - (B) any finance or operating lease where the capital value of the asset(s) concerned exceeds £500,000 except any short term finance or operating lease of high value assets where the total sum payable is less than £100,000; or
 - (C) any material foreign currency transaction; or
 - (D) any acquisition or disposal of a company or business; or
 - (E) any major investment or divestment, including the acquisition or disposal of an interest of more than 3 per cent in the voting shares of any company; or
 - (F) any joint venture; or
 - (G) any contract which is outside the ordinary course of business; or
 - (H) any transaction where there may be doubt over propriety.

and approval of the termination of, or the making of any major changes to, any contract, transaction or commitment referred to in this paragraph 5.1.

- 5.2 To receive for post-completion review a report on all capital expenditure projects which it approves.
- 5.3 To approve contracts which are material strategically or material by reason of size or duration, entered into by any member of the Group in the ordinary course of business above £1,000,000 and material acquisitions or disposals of subsidiaries or other fixed assets or liabilities.

6. COMMUNICATION

- 6.1 Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
- 6.2 Approval of the calling of shareholder meetings and the resolutions and corresponding documentation to be put forward at a shareholders' meeting.
- 6.3 Approval of all circulars, prospectuses and/or admission documents.

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

6.5 Approval of any communications with analysts in connection with paragraphs 6.2 and 6.3 above.

7. BOARD MEMBERSHIP AND OTHER APPOINTMENTS

7.1 Approval of 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 Company and on the Board.

7.3 Approval of appointments or removals to the Board, following recommendations by the Nomination Committee.

7.4 Approval of appointments or removals of senior management of the Company.

7.5 Selection of the Chairman of the Board, Senior Independent Director (if any) and the Chief Executive.

7.6 Approval of any applications by executive directors for permission to accept outside appointments.

7.7 Approval of the responsibilities of senior management of the Company and arrangements regarding appropriate training, development, succession and appraisal for the directors and senior management.

7.8 Approval of membership and Chairmanship of Board committees, following recommendations by the Nomination Committee.

7.9 Approval of the 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, following recommendations by the Nomination Committee.

7.10 Approval of the 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, following recommendations by the Nomination Committee.

7.11 Appointment or removal of the Company Secretary.

7.12 Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following recommendations of the Audit Committee.

7.13 Appointment or removal of any person as a director of any of the subsidiaries of the Company.

7.14 Approval of transactions with a director of any member of the Group or any other related parties and approval of the termination of, or the making of any major changes to, any such transaction.

7.15 Disclosure of a director's interest in a transaction.

- 7.16 In accordance with and subject to the Company's articles of association and any statutory requirements, the approval of any authorisation relating to an actual or potential conflict of interest requested by any director.

8. REMUNERATION

- 8.1 Determining the remuneration policy for the directors, Company Secretary and other senior executives, following recommendations of the Remuneration Committee.
- 8.2 Determining the remuneration of the non-executive directors, subject to the Company's articles of association and shareholder approval as appropriate.
- 8.3 Approval of grants of options and incentive arrangements for senior management of the Company.
- 8.4 Determining the remuneration of auditors.
- 8.5 The introduction of new share incentive plans or major changes to existing plans to be put to shareholders for approval, following recommendations of the Remuneration Committee.

9. DELEGATION OF AUTHORITY

- 9.1 The division of responsibilities between the Chairman, the Chief Executive and, if applicable, other executive directors (which should be clearly established, set out in writing and approved by the Board).
- 9.2 Approval of the delegated levels of authority including the limits of the Chief Executive's authority (which must be in writing).
- 9.3 Establishing Board committees and approval of terms of reference of Board committees (and any material changes to those terms of reference).
- 9.4 Receiving reports from Board committees on their activities.
- 9.5 Establishing the managerial authority limit for smaller transactions.

10. CORPORATE GOVERNANCE MATTERS

- 10.1 The undertaking of a formal and rigorous annual review of its own performance, that of its committees and individual directors and the division of responsibilities.
- 10.2 Determining the independence of 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 Review of the Company's overall corporate governance arrangements.
- 10.5 Receiving reports on the views of the Company's shareholders (and ensuring that those views are communicated to the Board as a whole).

11. POLICIES

- 11.1 Approval of policies, including any of the below which may be adopted by the Group from time to time:
- (A) Code of Conduct;
 - (B) Policies in the Employee Handbook;
 - (C) Share dealing code;
 - (D) Health and safety policy;
 - (E) Environmental policy;
 - (F) Communications policy (including procedures for the release of price sensitive information);
 - (G) Corporate social responsibility policy;
 - (H) Whistle blowing policy;
 - (I) Anti-Bribery / Anti-Corruption policy;
 - (J) Charitable donations policy; and
 - (K) Diversification/retrenchment policy.

12. OTHER

- 12.1 Agreement of the Group's codes of ethics and business controls.
- 12.2 The making of political or charitable donations.
- 12.3 Approval of the appointment of the Group's principal professional advisers.
- 12.4 Prosecution, commencement, defence or settlement of litigation or other alternative dispute resolution procedure (being material to the interests of the any member of the Group).
- 12.5 Approval of the overall levels of insurance for the Group including Directors' & Officers' Liability insurance (and indemnification of directors).
- 12.6 Approval of the arrangements related to the Group's pension scheme and appointment of Group nominees as trustees.
- 12.7 Approval of any decision likely to have a material impact on the Company or the Group (including from a financial, operational, strategic or reputational perspective).
- 12.8 This schedule of matters reserved for Board decisions and approval of any changes to this schedule of such matters.