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**SCHEDULE OF MATTERS RESERVED  
FOR DECISION BY THE BOARD**

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**Worldwide Healthcare Trust PLC**

| Last Reviewed May 202~~3~~<sup>2</sup>

| Revised May 202~~3~~<sup>2</sup>

Adopted by the Board 19 May 2011

## **Worldwide Healthcare Trust PLC (the “Company”)**

### **Schedule of matters reserved for decision by the Board as a whole**

#### **1. The Companies Act 2006 Requirements**

- Approval of half-year and annual financial statements (following review and recommendations from the Audit & Risk Committee);
- Approval and declaration to London Stock Exchange of the interim dividends and recommendation of the final dividend;
- Approval of any significant change in accounting policies or practices;
- Appointment or removal of the Company Secretary;
- Recommendations for the appointment or removal of Auditor (following recommendations from the Audit & Risk Committee); and
- Allotment of the Company's shares.

#### **2. The Bribery Act 2010, the Criminal Finances Act 2017 and the Company's Policy regarding Gifts, Hospitality and Entertainment**

- Formulate and review on an annual basis the Company's policy on bribery and corruption (following a recommendation from the Audit & Risk Committee)
- Formulate and review on an annual basis the Company's policy on the prevention of the facilitation of tax evasion (following a recommendation from the Audit & Risk Committee).
- Formulate and review on an annual basis the Company's policy regarding gifts, hospitality and entertainment (following a recommendation from the Audit & Risk Committee)

#### **3. Stock Exchange, Internal Controls and Corporate Governance**

- Approval of all circulars and listing particulars;
- Approval of Company announcements (announcements made in the ordinary course of business are delegated to the Company Secretary);
- Approval of press releases concerning matters decided by the Board;
- Receiving reports on, and reviewing, the effectiveness of the Company's risk and control processes;
- Undertaking an annual, and periodic as required, reassessment of internal controls;
- Approval of an appropriate internal controls statement for the annual report;
- Undertaking a formal and rigorous review of the Company's performance, that of its Committees and the individual Directors;
- Determining the independence of Directors;
- Review of the Company's overall corporate governance policy and procedures;
- Authorisation to purchase the Company's own shares for treasury;
- Authorisation for the issue of new shares and/or the sale of treasury shares; and
- Approval to renew the Directors' & Officers' Liability insurance cover.

#### **4. Strategy and Management**

- Responsibility for the overall management of the Company;
- Approval of the Company's long-term objectives and commercial strategy;
- Setting and reviewing the Company's discount/premium management policy;

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- Appointment or removal of the Alternative Investment Fund Manager (AIFM) and/or the Portfolio Manager and also any amendments to their fees, following a recommendation from the Management Engagement & Remuneration Committee;
- Review of Investment Policy (material changes require shareholder approval);
- Review of reports submitted by the AIFM and Portfolio Manager, and in particular;
- Valuations;
- Changes of investment;
- Revenue and expenses forecasts;
- Performance statistics;
- Annual approval of the Company's budget;
- Approval of the Company's revenue estimates;
- Material and/or sensitive departures from the budgets;
- Changes relating to the Company's capital structure or its status as an investment trust company;
- Consideration of unquoted valuations;
- Purchase of any unquoted investments, except where guidelines are set;
- Authorisation of signatories on the Company's bank mandate and as witness to the Company's seal;
- Delegation of expenditure sign-off levels to the AIFM;
- Borrowing and setting of maximum borrowing limits;
- Approval of political or charitable donations;
- Consideration of key risks (the review of the Company's key risks is delegated to the Audit & Risk Committee); and
- Oversight and regular review of the custody of the Company's assets (including the performance of the Depositary)

#### **5. Board Membership and Board Committees**

- Appointment of members to the Audit & Risk, Nominations and Management Engagement & Remuneration Committees (following recommendations from the Nominations Committee);
- Terms of Reference and membership of Board committees;
- Board appointments and removals (following recommendations from the Nominations Committee);
- Terms and conditions of Directors' service including remuneration removals (following recommendations from the Management Engagement & Remuneration Committee);
- Appointment of the Chairman and the Senior Independent Director where applicable (following a recommendation from the Nominations Committee); and
- Determining the remuneration of Company officers (following recommendations from the Management Engagement Remuneration Committee).

#### **6. Professional Advisers**

- Approval of proposals for the appointment of professional advisers (e.g. Merchant banks, stockbrokers, solicitors, financial public relations advisers), of their fees and their removal.

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Matters delegated to the Board Committees are detailed in each Committees Terms of Reference.

Various other matters may be delegated to individuals or groups within the management structure from time to time, such delegated matters shall be detailed in the Board minutes to the meeting at which delegation is given.