

Dunelm Group plc (the 'Company' and 'Group')

Schedule of matters reserved

1. Strategy and management

- 1.1 Responsibility for the overall management of the Group, setting the Company's purpose, values and standards and satisfying itself that these are aligned with its culture.
- 1.2 Approval of the Group's strategy and multi-year strategic plan.
- 1.3 Approval of the annual budgets and any material changes.
- 1.4 Oversight of the Group's operations ensuring:
 - competent and prudent management;
 - sound planning;
 - necessary resources, policies and practices are in place for the Company to meet its objectives;
 - an adequate system of risk management and internal control;
 - appropriate focus on the Company's sustainability strategy;
 - adequate accounting and other records; and
 - compliance with statutory and regulatory obligations.
- 1.5 Review of performance in the context of long-term strategic objectives and annual operating budgets 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 Decisions to withdraw from any significant part of the Group's business.
- 1.8 Ensure that workforce policies and practices are consistent with the Group's values and support its long-term sustainable success.

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 Changes to the Group's management and control structure.
- 2.4 Changes in the Memorandum and Articles of Association or name of Dunelm Group plc.
- 2.5 Any changes to the Company's listing or its status as a plc.

3. Financial reporting and controls

- 3.1 Approval of the half-yearly report, trading statements and any preliminary announcements of the final results of Dunelm Group plc.
- 3.2 Approval of the annual report and accounts of Dunelm Group plc including the strategic report, directors' report corporate governance statements and remuneration report.
- 3.3 Approval of the capital and dividend policy.
- 3.4 Declaration of any interim dividend (including any special dividend or other distribution to shareholders), and recommendation of the final dividend of Dunelm Group plc.
- 3.5 Significant changes in accounting policy or practice of Dunelm Group plc (on the recommendation of the Audit and Risk Committee).
- 3.6 Approval of treasury policies for financing, investing and risk management (e.g. foreign exchange and interest risk management).

4. Risk management and internal controls

- 4.1 Establishing and maintaining an effective framework and approach to risk management and internal controls, including:
 - approving the Group's risk appetite statement;
 - determining the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives;
 - monitoring and reviewing the Group's risk management and internal control systems, and satisfying itself that they are functioning effectively, and that corrective action is being taken where necessary; and
 - carrying out a robust assessment of the Group's emerging and principal risks.
- 4.2 Approving appropriate statements for inclusion in the annual report.

5. Commitments (by any Group company)

- 5.1 Board approval must be obtained before committing to any of the following:
 - Any commitment above £10,000,000.
 - All costs being committed should be amalgamated to see whether the £10,000,000 threshold is reached; in the case of commitments to long-term leases (e.g. for property), the full value of lease payments up to the Group's first opportunity to break the lease should be taken into account.
 - Any contract to be entered into by the Company or one of its subsidiaries, which is not in the normal course of business.
 - Any contract to be entered into by the Company or any of its subsidiaries in the normal course of business which entails a commitment for bank or other borrowings in excess of £5,000,000; or which commits the Company or one of its subsidiaries to future cash outflows in excess of £10,000,000 (e.g. foreign exchange contracts).

- Any new bank facility agreement (the Board to be notified of any new bank accounts including changes to the bank mandates or on the facility).
- Any investment or disposal of interests of more than 3% in the voting shares of any company, and the making of any takeover offer.
- Any amendment to any of the above which potentially increases the Group's commitment by more than 10% also requires Board approval.

6. 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, notices, prospectuses and listing particulars to shareholders.
- 6.3 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 Group Board following recommendations from the Nomination Committee.
- 7.2 Ensuring adequate succession planning for the Board and senior management.
- 7.3 Appointments to the Group Board, following recommendations from the Nomination Committee.
- 7.4 Selection of the Chair of the Board and the CEO, following a recommendation from the Nomination Committee.
- 7.5 Appointment of the Senior Independent Director.
- 7.6 Membership and Chairship and terms of reference of Group Board Committees.
- 7.7 Appointment and removal of the Company Secretary to the Company.
- 7.8 Appointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the Audit and Risk Committee.
- 7.9 Continuation in office of Directors at the end of their term of office, when due to be re-elected by shareholders at the AGM and otherwise as appropriate – on the recommendation of the Nomination Committee.
- 7.10 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, on the recommendation of the Nomination Committee, and subject to the law and their service contract.

8. Remuneration

- 8.1 Determining the remuneration of the Non-Executive Directors, subject to the Articles of Association and shareholder approval.
- 8.2 Determining matters recommended by the Remuneration Committee:
the Remuneration Policy for the Executive Directors;
- Remuneration for Executive Directors, General Counsel and Company Secretary and other members of the Executive Team; and
 - the introduction of 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 Chair, Deputy Chair and the CEO and other Executive Directors which should be in writing and agreed by the Board.
- 9.2 Establishing Board Committees and approving their terms of reference, and any material changes to the same.
- 9.3 Receiving reports from Board Committees on their activities.
- 9.4 Approval of the Group's Delegation of Authority policy.

10. Corporate governance matters

- 10.1 Undertaking a formal and rigorous annual review of the performance of the Board and its Committees and individual Directors.
- 10.2 Assessing the independence of Non-Executive Directors.
- 10.3 Review of the Group's overall corporate governance arrangements.
- 10.4 Considering the balance of interests between the various stakeholders of the Group, including shareholders, colleagues, customers, suppliers and the community.
- 10.5 Receiving reports on the views of the Company's shareholders.
- 10.6 Authorising conflicts of interest where permitted by the Company's articles of association.

11. Policies and publications

- 11.1 Approval of the following policies:
- Code of business conduct
 - Share dealing policy
 - Health and Safety policy
 - Modern Slavery Act statement
 - Sustainability policy
 - Treasury policy
 - Tax strategy
 - Gender pay report

- Whistleblowing policy

12. Other

- 12.1 The making of political donations.
- 12.2 Approval of the appointment or removal of the Group's principal professional advisers.
- 12.3 Prosecution, defence or settlement of litigation involving risks/costs above £1,000,000.
- 12.4 Approval of the overall levels of insurance for the Group including Directors' & Officers' liability insurance.
- 12.5 This schedule of matters reserved for Board decisions.

Matters that the Board considers suitable for delegation to the Board Committees are contained in the terms of reference of each such Committee.

Approved by the Board on 12 June 2025