TRUSTPILOT GROUP PLC
(the "Company", and together with its subsidiaries, the "Group")

SCHEDULE OF MATTERS RESERVED FOR THE BOARD

Approved by the Board on 21 June 2022, amended and restated on 21 October 2026

1. BACKGROUND

1.1 This schedule was approved by the Company's board of directors (the "**Board**") on 21 June 2022, amended and restated on 21 October 2026, and may be amended from time to time by resolution of theBoard.

1.2 In relation to matters reserved for the Board which need to be dealt with urgently between regular Board meetings, a telephone or video conference meeting should be held in which as many directors as possible participate, in order to allow directors the opportunity to discuss the matter and ask questions. Any director who cannot attend should be sent the relevant papers and have the opportunity to give their views to the chair, another director or the company secretary before the meeting. If the matter is routine and discussion is not necessary the approval of all the directors may be obtained by means of a written resolution, subject to the requirements of the Company's articles of association from time to time. The Board should seek to balance the need for urgency with the overriding principle that each director should be given as much information as possible, the time to consider it properly and an opportunity to discuss the matter prior to the commitment of the Company.

1.3 For the avoidance of doubt, and without limitation, the Board may delegate any matter set out in this schedule to a committee of the Board, but such delegation and any terms of reference of such committee must be approved by the Board.

1.4 Where referred to in this schedule and where relevant, "**material**" shall include activities representing more than 1% of revenue of the Group as shown in the Company's most recent audited consolidated accounts.

2. STRATEGY AND MANAGEMENT

2.1 Responsibility for the overall leadership of the Company and establishing and monitoring the Company's purpose, values and strategy, and ensuring that these and the Company's culture are aligned.

2.2 Approval of the Group's strategic aims and objectives.

2.3 Oversight of the Group's operations ensuring:

2.3.1 competent and prudent management;

2.3.2 sound planning;

2.3.3 maintenance of sound management and internal control systems;

2.3.4 adequate accounting and other records; and

2.3.5 compliance with statutory and regulatory obligations.

2.4 Approvals of the annual operating and capital expenditure budgets and any material changes to them.

2.5 Review of performance in the light of the Group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.

2.6 Extension of the Group's activities into a new business or geographic area or withdrawing from a business or geographic area.

2.7 Any decision to cease to operate all or any material part of the Group's business.

3. STRUCTURE AND CAPITAL

3.1 Changes relating to the Group's capital structure including reduction of capital, share issues (except under employee share plans), share buy backs (including the use of treasury shares).

3.2 Material changes to the Group's corporate structure, including, but not limited to acquisitions and disposals of shares which are material relative to the size of the Group (taking into account initial and deferred consideration).

3.3 The incorporation, dissolution or transfer of a subsidiary, joint venture or subsidiary entity within the Group.

3.4 Material changes to the Group's management and control structure.

3.5 Any changes to the Company's listing or its status as a public limited company.

3.6 Recommendations for the alteration of the articles of association, registered office and/or the name of the Company.

4. FINANCIAL REPORTING AND CONTROLS

4.1 Approval of the annual report and accounts of the Group, the interim accounts and the half-yearly report, any preliminary announcement of the final results and any trading updates.

4.2 Approval of the strategic report including any non-financial information statement, the directors' report and the corporate governance statement in accordance with all applicable legislation, regulations and rules.

4.3 Approval of the directors' remuneration report in accordance with all applicable legislation, regulations and rules.

4.4 Approval of the annual budget, capital expenditure, estimates and forecasts, including profit, dividend or other forecasts made public.

4.5 Approval of any material unbudgeted capital or operating expenditure (outside pre-determined tolerances).

4.6 Approval of the dividend policy.

4.7 Declaration of the interim dividend and recommendation of the final dividend and the making of any other distributions.

4.8 Approval of any significant changes in accounting policies or practices, including any off-balance sheet structures.

4.9 Approval of changes to the Company's accounting reference date.

4.10 Making material tax elections or the entry into any material agreement, compromise or accommodation with HM Revenue and Customs or any other tax authority.

4.11 In relation to the Group's tax affairs, approving any tax policy or strategy decision that may materially affect the Group's public reputation or relationship with any tax authority.

5. INTERNAL CONTROLS

5.1 Ensuring maintenance of a sound system of internal control and risk management including:

5.1.1 approving the Company/Group's risk appetite statements;

5.1.2 receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives;

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

5.1.4 monitoring the Company's risk management and internal control framework, including all material controls, and at least annually, carrying out a review of its effectiveness; and

5.1.5 approving the declaration on the effectiveness of material controls as at the balance sheet date, for inclusion in the annual report.

6. CONTRACTS

6.1 Approval of material capital projects and oversight over execution and delivery.

6.2 Contracts entered into by the Company, or any member of the Group, in the ordinary course of business, which involve a value of more than $2 million (whether in terms of revenue, expenditure (including capex), investment, liability or otherwise) or are otherwise material strategically or by reason of size.

6.3 Contracts of the Company, or any other member of the Group, not in the ordinary course of business, including loans and repayments; foreign currency transactions; acquisitions or disposals.

6.4 Material investments including the acquisition or disposal of interests of more than three percent in the voting shares of any company or the making of any takeover offer.

7. COMMUNICATION

7.1 Ensuring effective engagement with, and encouragement of participation from, the Group's shareholders and stakeholders, including the workforce. Regular review of engagement mechanisms to ensure they are effective.

7.2 Understanding the views of the Company's key stakeholders and describing in the Company's annual report how their interests, and the matters set out in section 172 of the Companies Act 2006, have been considered in discussions and decision-making.

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

7.4 Approval of all circulars, prospectuses and other offering or listing documents.

7.5 Approval of press releases concerning matters decided by the Board.

8. BOARD, COMMITTEE AND OTHER APPOINTMENTS

8.1 Approving changes to the structure, size and composition of the Board and its committees, following recommendations from the nomination committee.

8.2 Ensuring effective 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 and, within this context, promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.

8.3 Appointments to the Board, including the chair, and selection of the chief executive officer, following recommendations by the nomination committee.

8.4 Appointment of the senior independent director to provide a sounding Board for the chair and to serve as intermediary for the other directors and shareholders as necessary.

8.5 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 following recommendations by the nomination committee.

8.6 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.

8.7 Approval of the terms of engagement of non-executive directors, including determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.

8.8 Appointment and removal of the Company secretary.

8.9 Appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the audit & risk committee.

8.10 Appointments to Boards of principal subsidiaries.

9. REMUNERATION

9.1 Consideration and approval of the remuneration policy for the directors and other senior executives.

9.2 Approval of the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.

9.3 The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

9.4 Decisions regarding proposed large-scale redundancies.

10. DELEGATION OF AUTHORITY

10.1 The division of responsibilities between the chair, the chief executive, senior independent director, Board and committees which should be set out inwriting, agreed by the Board and made publicly available.

10.2 Approval in writing of the delegated levels of authority, including limits of the authority to approve expenditure, investments and such other matters as the Board may determine, delegated to the Chief Executive Officer, Chief Financial Officer and other directors and senior managers.

10.3 Establishing remuneration, nomination, audit & risk, disclosure, trust and transparency and any other Board committees, approving their terms of reference and any material changes thereto and determining the membership and chairship of such committees following recommendation of the nomination committee (in consultation with the chair of the relevant committee where applicable).

10.4 Receiving reports from Board committees on their activities.

11. CORPORATE GOVERNANCE MATTERS

11.1 Undertaking a formal and rigorous annual review of its own performance, that of its committees, the chair and individual directors, and the division of responsibilities.

11.2 Determining the independence of non-executive directors in light of their character, judgment, shareholding and relationships.

11.3 Considering the balance of interests between shareholders, employees, customers and the community.

11.4 Review of the Group’s overall corporate governance arrangements.

11.5 Receiving reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.

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

12. POLICIES

Consider and, where deemed appropriate, approve material policies and procedures of the Group, ensuring that policies and practices are consistent with Company's values and support its long-term sustainable success, including:

12.1 treasury policies (including foreign exchange exposure and the use of financial derivatives);

12.2 a share dealing code;

12.3 a related party transactions policy;

12.4 a significant transactions policy;

12.5 a disclosure policy;

12.6 a conflict of interest policy;

12.7 an anti-bribery and anti-corruption policy;

12.8 a sanctions compliance policy;

12.9 a fraud management policy;

12.10 a whistle blower policy;

12.11 a data protection policy;

12.12 a risk management policy; and

12.13 a health and safety and environment policy.

13. OTHER

13.1 The making of political donations.

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

13.3 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism involving above USD1.25 million or being otherwise material to the interests of the Group.

13.4 Approval of recommendation to shareholders of entering a liability limitation agreement between the Company and its auditors.

13.5 Granting powers of attorney to undertake actions for and on behalf of the Company which are outside the ordinary course of business.

13.6 Approval of (i) insurance cover with an individual annual premium cost in excess of £50,000 (or local currency equivalent) excluding taxes; (ii) any General Liability insurance; and (iii) any directors' and officers' liability insurance and indemnification of directors.

13.7 Major changes to the Group's current pension arrangements.

13.8 Any decision likely to have a material impact on the Company or Group from any perspective, including, but not limited to, financial, operational, strategic or reputational.

13.9 This schedule of matters reserved for Board decisions.