

Schedule 4 Scheme of Delegation

| Reference | Description | Activity | Council | Council's Representative | Board of Directors (whether of Exeter City Group or any Subsidiary) |
|-----------|---------------|---|-----------|--|---|
| 1. | Business Plan | Adopting the Group Business Plan and each Subsidiaries' Business Plan in respect of each Financial Year. | Approval. | Recommendation following review of the draft Group Business Plan and each Subsidiaries' Business Plan and an ongoing obligation to monitor the delivery of the Group Business Plan and each Subsidiaries' Business Plan. | Responsible for creating, drafting and delivering the Group Business Plan and each Subsidiaries' Business Plan. |
| 2. | Business Plan | Amending the Group Business Plan and/or each Subsidiaries' Business Plan to change the priority of projects or reallocate approved funding to new or alternative opportunities. | | Approval. | Responsible for drafting and proposing any amendments to the Group Business Plan and/or each Subsidiaries' Business Plan. |

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| 3. | Business Plan | Incurring any item or series of capital expenditure of, or making any investment of, or committing any funding of more than five hundred thousand pounds (£500,000) which has not been previously approved in ECL's Subsidiary Business Plan. | Approval. | | |
| 4. | Business Plan | Incurring any item or series of capital expenditure of, or making any investment of, or committing any funding of up to four hundred and ninety nine thousand nine hundred and ninety nine pounds (£499,999.00) in respect of ECL which has not been previously approved in the ECL's Subsidiary Business Plan. | | Approval. | |
| 5. | Business Plan | ECG, ECH and ECLPC incurring any item or series of capital expenditure of, or making any investment of, or committing any funding outside of the Group Business Plan and/or the relevant Subsidiary's Business Plan. | Approval. | | |
| 6. | Business Plan | Decision regarding the allocation and use of any end of year profit which is above the amount estimated in the Group Business Plan and/or each Subsidiaries' Business Plan | | Approval. | |

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| 7. | Business Plan | Applying for in order to secure funding opportunities and (if successful) entering into funding agreements which have not been approved in the Group Business Plan or the Subsidiary Business Plan provided that neither the application nor the entry into any funding agreement has a material impact on the Council. | | | Approval. |
| 8. | Shareholdings | Permitting or refusing the registration (upon subscription or transfer) of any person as a Shareholder. | Approval. | | |
| 9. | Shareholdings | Increasing the amount of any of the Companies' share capital, granting any option or other interest (in the form of convertible securities or in any other form) over or in its share capital, redeeming or purchasing any of its own Shares or effecting any other reorganisation of its share capital. | Approval. | | |
| 10. | Shareholdings | Issuing any loan capital or entering into any commitment with any person with respect to the issue of any loan capital. | Approval. | | |
| 11. | Loans and Financing | Creating or granting any Encumbrance over the whole or any part of the business, undertaking or assets of any of the Companies or agreeing to do | Approval. | | |

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| | | so, other than liens arising in the ordinary course of business or any charge arising by operation or purported operation of title retention clauses in the ordinary course of business. | | | |
| 12. | Loans and Financing | Making any loan (otherwise than by way of deposit with a bank or other institution the normal business of which includes the acceptance of deposits or in the ordinary course of business) or granting any credit (other than in the normal course of trading) or giving any guarantee (other than in the normal course of trading) surety or indemnity. | Approval. | | |
| 13. | Loans and Financing | The implementation of loans or financing arrangements up to the value agreed in the Group Business Plan and/or each Subsidiaries' Business Plan. | | | Approval. |
| 14. | Insolvency | Making any petition or passing any resolution to wind up any of the Companies or making any application for an administration or winding up order or any order having similar effect in a different jurisdiction in relation to any of the Companies or giving notice of intention to appoint an administrator or file a notice of appointment of an administrator unless in any case the Company in question is at the relevant time insolvent and the | Approval. | | Recommendation. |

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| | | Directors reasonably consider (taking into account their fiduciary duties) that it ought to be wound up or that an administrator ought to be appointed to it. | | | |
| 15. | Entry into contracts | Entering into a contract which has the potential to compromise the status of any of the Companies as Teckal compliant companies. | Approval. | | |
| 16. | Entry into contracts | Any variation to the terms of business in respect of any contract which could have the potential to compromise the status of any of the Companies as Teckal compliant companies. | Approval. | | |
| 17. | Entry into contracts | Executing contracts approved by the Council in the Group Business Plan and/or each Subsidiaries' Business Plan. | | | Approval. |
| 18. | Entry into contracts | Entering into a contract which the Directors consider carries high or unusual risks for the Companies. | | Approval. | Recommendation. |
| 19. | Entry into contracts | Entering into any arrangement, contract or transaction outside the normal course of Business or otherwise than on arm's length terms. | | Approval. | Recommendation. |

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| 20. | Tendering | Tendering for the award of a contract to any of the Companies which has been approved by the Council as part of the Group Business Plan and/or each Subsidiaries' Business Plan. | | | Approval. |
| 21. | Tendering | Tendering for the award of a contract which has the potential to compromise the Teckal status of any of the Companies. | | Approval. | Recommendation. |
| 22. | Tendering | Tendering for the award of a contract which the Directors consider carries a high or unusual risk. | | Approval. | Recommendation. |
| 23. | Corporate Matters | Amending any of the Companies' constitutional documents. | Approval. | | |
| 24. | Corporate Matters | Changing the nature of any of the Companies' Business or commencing any new business by any of the Companies which is not ancillary or incidental to the Business. | Approval. | | |
| 25. | Corporate Matters | Forming any subsidiary or acquiring shares in any other company or participating in any partnership or profit sharing or joint venture arrangement (whether incorporated or not). | Approval. | | |

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| 26. | Corporate Matters | Amalgamating or merging with any other company, association, partnership or legal entity or acquiring any business or undertaking of any other person. | Approval. | | |
| 27. | Corporate Matters | Changing the names of any of the Companies. | Approval. | | |
| 28. | Corporate Matters | Making or permitting to be made any change in the accounting policies and principles adopted by the Company in the preparation of its audited and management accounts except as may be required to ensure compliance with relevant accounting standards under the Act or any other generally accepted accounting principles in the United Kingdom. | | Approval. | |
| 29. | Corporate Matters | Granting any licence of intellectual property other than in the ordinary course of business. | | Approval. | |
| 30. | Corporate Matters | Appointing or removing external auditors. | | Approval. | |
| 31. | Corporate Matters | Paying any dividend and approving the financial regulation of the Companies. | | Approval. | |

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| 32. | Corporate Matters | Any future appointment of a Director to the position of chairperson after the first chairperson has ceased to hold the position. | | Approval. | |
| 33. | Corporate Matters | Altering the registered office of any of the Companies. | | | Approval. |
| 34. | Personnel Matters | Dismissing any company secretary, Director, employee or consultant of any of the Companies in circumstances in which any of the Companies incurs or agrees to bear redundancy or other costs in excess of one hundred thousand pounds (£100,000) in total. | Approval. | | |
| 35. | Personnel Matters | Determining the remuneration package and terms and conditions of employment for all Directors of each of the Companies. | | Approval. | |
| 36. | Personnel Matters | Appointing a person to the office of interim managing director and permanent managing director of each of the Companies. | | Approval. | |
| 37. | Personnel Matters | Appointing the Directors. | | Approval. | |

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| 38. | Personnel Matters | Removal of any Director. | | Approval. | |
| 39. | Personnel Matters | Establishing or amending any profit-sharing, share (or other security) option, bonus or other incentive scheme of any nature for the Directors. | | Approval. | |
| 40. | Personnel Matters | Making changes to any of the Companies' senior management and board structure | | Approval. | |
| 41. | Personnel Matters | Determining the salary and remuneration package of employees of any of the Companies. | | | Approval. |
| 42. | Personnel Matters | Determining the terms and conditions of employment for all employees, including annual leave entitlement, working hours and flexible working time entitlement. | | | Approval. |
| 43. | Personnel Matters | Determining that an employee of any of the Companies should be offered membership of the Local Government Pension Scheme as part of their package. | Approval if recommended by the Directors. | | Recommendation. |
| 44. | Personnel Matters | Establishing or amending any bonus or other incentive for the employees of any of the | | | Approval. |

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| | | Companies. | | | |
| 45. | Personnel Matters | Determining performance targets and KPIs for employees seconded from the Council. | | | Approval. |
| 46. | Personnel Matters | Managing workload and working hours for employees seconded from the Council. | | | Approval. |
| 47. | Personnel Matters | Procuring consultants to deliver Group Business Plan and/or each Subsidiaries' Business Plan. | | | Approval. |
| 48. | Personnel Matters | Signing contracts and commission agreements with consultants in accordance with Group Business Plan and/or each Subsidiaries' Business Plan. | | | Approval. |
| 49. | Personnel Matters | Ensuring that consultants have suitable and appropriate insurance. | | | Approval. |
| 50. | Personnel Matters | Managing the performance and outcomes delivered by consultants. | | | Approval. |
| 51. | Personnel Matters | Termination of consultant's appointment. | | | Approval. |

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| 52. | Acquisition or disposals | The acquisition or disposal by any of the Companies of any material asset, real property or any interest in real property which has not been approved by the Council in Group Business Plan and/or each Subsidiaries' Business Plan. | Approval. | | |
| 53. | Acquisition or disposals | The acquisition or disposal by any of the Companies of any material asset, real property or any interest in real property as approved in Group Business Plan and/or each Subsidiaries' Business Plan. | | | Approval. |
| 54. | Litigation | Initiating, discontinuing or settling any actual or threatened litigation or arbitration or compromise agreements other than for the recovery of debts in the ordinary course of business, initiating litigation or arbitration where the Directors reasonably believe that a delay would be detrimental to the Exeter City Group or an action in respect of which the Directors have received written costs estimates from the relevant Company's legal advisers of less than forty nine thousand nine hundred and ninety nine pounds (£49,999). | | | Approval. |