**Date Approved: 6 October 2026**

**YouGov PLC**
(the "Company")

**Matters Reserved**

The Board of Directors of YouGov plc (the "Board") operates both formally, through Board and Committee meetings, and informally, through regular contact amongst Directors. Certain high-level decisions are reserved for Board or Committees only. This document outlines which matters are reserved, and which group can make decisions on them.

## Board of Directors

### Strategy
- Overall direction and strategy of the Company
- Major changes in organisation structure
- New country and business entries
- Material acquisition and/or disposal of interests
- Approval of M&A
- Decision to cease to operate any material part of the Company's business

### Financial Performance & Budget
- Significant changes in accounting policies
- Assessment of performance against budget and market expectations
- Group budget
- Group reforecasts

### Capital Expenditure
- Changes to capital structure
- Approval of material unbudgeted capital and/or operating expenditures
- Approval of dividend policy and recommendation to pay dividends
- Commencement, renewal or cancellation of share buy-back programme
- The introduction of new share incentive plans or material changes to existing plans

### Risk Management
- Reviewing high impact risks and approving risk mitigation strategies
- Approval of principal risks to be presented in the Annual Report & Accounts
- Monitoring effectiveness of internal control systems including finance, operations, H&S and asset management
- Monitoring effectiveness of information security and data protection systems and practices

### Corporate Governance
- Establishing the Company's policy in respect of corporate governance (including the choice of corporate governance code to adopt) and monitoring compliance.
- Changes to the Company's Articles of Association
- Establishment of Board Committees
- Determining the independence of Directors
- Considering and authorising any conflicts or potential conflicts of Directors
- The making of political donations
- This schedule of matters reserved for the Board and Committees
- Decision on the format of the annual board effectiveness evaluation (in-house or externally facilitated)

**Investor relations**

- Approval of Half-Year and Full-Year Results Announcements and Trading Updates
- Management of relationship and dialogue with shareholders
- Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting
- Decision on external auditors' appointment and remuneration (to be put forward to shareholders at the next annual general meeting)
- Final approval of the Annual Report & Accounts

**Succession planning and appointments**

- Changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee
- Appointment and removal of Directors and the Company Secretary
- Appointment and removal of the Company's brokers and NOMAD
- The remuneration of the Non-Executive Directors

**Legal & Compliance**

- Matters of regulatory non-compliance in relation to Stock Market Listing
- Material litigation
- Any changes to the company's listing on AIM or its status as a plc
- Approval of key Company policies
- Appointment of corporate legal advisors
- Appointment of M&A advisors

**Delegated matters**

- The Board may delegate matters at its discretion. Matters which the Board has delegated to the Board Committees are summarised overleaf and contained in detail in the terms of reference of its committees

## Audit & Risk Committee

The Audit & Risk Committee operates under Terms of Reference agreed by the Board.

The Board has delegated the following matters to the Audit & Risk Committee:

**Accounting and financial reporting**

- Ensuring the financial performance of the Group is properly monitored and reported
- Reviewing formal announcements relating to financial performance.
- Approval of material treasury policies and the Group tax strategy
- Approval of the Annual Report & Accounts as fair, balanced and understandable

**Relationship with external auditors**

- Reviewing their independence
- Agreeing audit strategy and assessing the effectiveness of the external audit process
- Reviewing reports from the external auditors and management relating to the financial statements and internal control systems
- Making recommendations to the Board in respect of the external auditors' appointment and remuneration

**Systems of internal control and risk management**

- Reviewing effectiveness of YouGov's internal control processes
- Oversight and scrutiny of the Risk Management Policy and Group Risk Register
- Reviewing the output from the biannual risk management process and ensuring mitigating actions are implemented
- Assessment of need for internal audit or assurance function and agreement of internal audit plan
- Overseeing the relationship with any outsourced provider of assurance services
- Reporting on YouGov Board's identification, assessment and management of risk, both current and emerging, and assurance processes

**Legal & Compliance**

- Reviewing matters of fraud
- Approval of Company policies including, but not limited to:
    - Anti-bribery and corruption policy
    - Anti-facilitation of tax evasion policy
    - whistleblowing policy

**Advisors**

- Making recommendations to the Board for the appointment or removal of the external auditor
- Making recommendations to the Board for the appointment or removal of the external assurance provider

## Remuneration Committee

The Remuneration Committee operates under Terms of Reference agreed by the Board.

The Board has delegated the following matters to the Remuneration Committee:

- Setting the strategy, structure and levels of remuneration for the Executive Directors
- Setting the remuneration for the Steering Team and selected senior management
- Reviewing performance of the Executive Directors against objectives and targets
- Approval of the Executive Directors' bonus plan design and outturn
- Setting the basis of Executive Directors' service agreements
- Reviewing the appropriateness of the Company's remuneration policy
- Reviewing the design of employee share incentive plans and making recommendations to the Board for the adoption of new plans or material changes to existing plans, including where appropriate recommendations to seek shareholder approval
- Approval of the achievement of Company performance targets for the Company's share incentive plans
- Approval of the Company's pay gap reporting
- Appointment and removal of remuneration advisors to the Committee
- Recommending the remuneration report and, where appropriate, the remuneration policy to the Board for shareholder approval
- Engagement with shareholders and wider stakeholders on remuneration matters
- Receiving information on pay and conditions in the wider Group

## Nomination Committee

The Nomination Committee operates under Terms of Reference agreed by the Board.

The Board has delegated the following matters to the Nomination Committee:

- Reviewing the structure, size and composition (including skills, knowledge, experience and diversity) of the Board and making recommendations to the Board with regard to any changes
- Identifying and nominating for the approval of the Board, candidates for board vacancies
- Considering succession planning for Directors and other senior executives
- Identifying the talent, skills and experience required for the next stage in the Group's development
- Identifying possible internal candidates for future Board roles
- Assisting the Board Chair (or, where appropriate, the Senior Independent Director), in taking steps to remove any underperforming Director
- Appointment and removal of executive search advisors to the Committee

## Innovation Committee

The Innovation Committee operates under Terms of Reference agreed by the Board.

The Innovation Committee activities are:

- Advise the Board and Executive team on new ways for creating shareholder value from data and technology;
- Formally review and assess new product and revenue streams;
- Review and approve for escalation to the Board certain business plans or investments as recommended by the CEO;
- As requested by the Board, conduct deep dives into the performance of any new innovation related initiatives or relationships;
- Review technology and market developments, particularly in the field of market research;
- Advise the board on the progress towards implementing the company's Tech and Product strategy, as agreed by the Board and CEO from time to time.
- Advise on how AI is transforming the industry and how it can be applied within the business;
- Advise around new product innovations and advising on the product/innovation roadmap;
- Provide input and advice on the innovation dimensions of the Company's strategy to the CEO; and
- Advise on other innovation related external developments that may impact the Company