

## Delegations Matrix

This Delegations Matrix is to be reviewed annually at the respective annual general meetings (or equivalent) of both HTS Group Limited (“Holdco”) and HTS (Housing and Regeneration) Limited (“Opco”/“HTS (H&R)”) (collectively “HTS Group”), as part of which any proposed variations can be raised by either Holdco or Opco.

Holdco and Opco Boards, and their Directors, shall in all cases consider whether, notwithstanding the delegations below, a matter for decision may require reference to Harlow District Council (“HDC”) (e.g. due to the reputational or other potential impacts on HDC as shareholder or otherwise) and, if appropriate, obtain independent professional advice to inform their decision.

|   | Activity  | HDC as Shareholder of Holdco | Holdco Board                   | Holdco Director(s) | Opco Board     | Managing Director             |
|---|---|------------------------------|--------------------------------|--------------------|----------------|-------------------------------|
|   | <b>Corporate matters</b>  |                              |                                |                    |                |                               |
| 1 | Amendments to the Delegation Policy: <ul style="list-style-type: none"> <li>as between HDC and Holdco;</li> <li>as between Holdco and Opco</li> </ul> | Decision                     | Recommendation<br><br>Decision |                    |                |                               |
| 2 | Approval and adoption of the Opco Business Plan and material amendments thereto   | Decision                     | Recommendation                 |                    | Recommendation | Preparing draft Business Plan |
| 3 | Material alteration of the nature/scope of the Holdco or Opco business, closing down/commencing any   | Decision                     | Recommendation                 |                    | Recommendation |                               |

|   | <b>Activity</b>  | <b>HDC as Shareholder of Holdco</b> | <b>Holdco Board</b> | <b>Holdco Director(s)</b> | <b>Opco Board</b> | <b>Managing Director</b> |
|---|--|-------------------------------------|---------------------|---------------------------|-------------------|--------------------------|
|   | new business, which is not ancillary or otherwise incidental to the Business Plan and/or Articles  |                                     |                     |                           |                   |                          |
| 4 | Save for in relation to land, acquiring, disposing or agreeing to acquire or dispose of, any tangible physical asset of the business, or of any intellectual property rights held by HTS (H&R), or of any interest in any asset of the Business, including the right to exercise an option | Decision                            |                     |                           |                   |                          |
| 5 | Declaring or paying any distribution in respect of surpluses, assets or reserves of Holdco and Opco  | Decision                            | Recommendation      |                           | Recommendation    |                          |
| 6 | Forming any Subsidiary   | Decision                            |                     |                           |                   |                          |
| 7 | Acquiring shares in any other company (subscription or transfer) or any other similar interest in another entity including   | Decision                            |                     |                           |                   |                          |

|   | <b>Activity</b>   | <b>HDC as Shareholder of Holdco</b> | <b>Holdco Board</b> | <b>Holdco Director(s)</b> | <b>Opco Board</b> | <b>Managing Director</b> |
|---|---|-------------------------------------|---------------------|---------------------------|-------------------|--------------------------|
|   | a limited liability partnership or limited partnership, entering into joint ventures or partnerships or profit sharing.   |                                     |                     |                           |                   |                          |
| 8 | Alteration of authorised or issued share capital, or classification thereof, allotment of share capital or securities, granting options or rights to subscribe to the issuing of share capital.   | Decision                            |                     |                           |                   |                          |
| 9 | Making any petition or passing any resolution to wind up either Holdco/Opco or making any application for an administration or winding up order or any order having similar effect in relation to either Holdco/Opco or giving notice of intention to appoint an administrator or file a notice of appointment of an administrator. | Decision                            | Recommendation      |                           |                   |                          |

|    | Activity  | HDC as Shareholder of Holdco                                    | Holdco Board  | Holdco Director(s) | Opco Board  | Managing Director   |
|----|---|---|---|--------------------|---|---|
|    | Operational matters   |   |   |                    |   |   |
| 10 | Adoption HTS (H&R) Policies and Procedures  |   |   |                    |   | Decision  |
| 11 | Recruitment and selection of Employees and including the engagement of (and terms of engagement) of consultants and or other such agency workers (being third parties) and entering into Secondment Arrangements. | Decision (if outside of the contemplation of the Business Plan) |   |                    | Decision to appoint Opco Managing Director (in accordance with the principles of HTS policies). | Authorised to appoint all other Opco roles reporting to and consulting with the Opco Board where considered appropriate (in accordance within the principles of HTS policies), and in contemplation of the Business Plan. |
| 12 | The engagement of (and terms of engagement) of contractors (being skilled service/trades people).   | Decision if a value in excess of £250,00 (                      | Decision if a value of between £150,000 and £250,000 (contract value) |                    | Decision if a value of between £25,000 and £150,000 (contract value).                           | Decision if a value of up to £25,000 (contract value).  |
| 13 | Acquisition or disposal of a property (i.e. land) interest and the exercising of any option in relation to land)  | Decision if not within the contemplation of the Business Plan   |   |                    | Decision (if within the contemplation or ancillary to the Business Plan)                        |   |
| 14 | Submission of any planning application (or appeals), entering into  |   |   |                    |   | Decision (if within the contemplation or ancillary to the Business Plan)  |

|    | Activity  | HDC as Shareholder of Holdco  | Holdco Board | Holdco Director(s) | Opco Board  | Managing Director |
|----|---|---|--------------|--------------------|---|-------------------|
|    | deeds (easements, wayleaves, etc.) or other such matters including licences for works, licences to enter and highways agreements  |   |              |                    |   |                   |
| 15 | <p>Entry into confidentiality agreements</p> <p>(depending on which company is giving)</p> <p>(**NOTE: all such confidentiality agreements shall not preclude the sharing of information with HDC and shall be reported by Opco at Holdco board meetings as a standard agenda item**)</p> |   |              | Decision           |   | Decision          |
| 16 | Award of service contracts (for any contract not covered by delegation items 11 and 12)   | Decision (if outside of the contemplation of the Business Plan or in whole life spend under the contract in excess of £100,000) |              |                    | Decision if a value whole life spend under the contract below £100,000 (contract value and within the contemplation of the business plan) |                   |

|    | <b>Activity</b>   | <b>HDC as Shareholder of Holdco</b>                             | <b>Holdco Board</b> | <b>Holdco Director(s)</b> | <b>OpcO Board</b>   | <b>Managing Director</b>   |
|----|---|---|---------------------|---------------------------|---|--|
| 17 | Amendments, variations and extension to contracts not contemplated in contract documentation, procurement processes | Decision (if outside of the contemplation of the Business Plan) |                     |                           | Decision if a value of above £100,000 (value of contract variation) within the principles of HTS policies and after taking appropriate professional advice. | Decision if a value of up to £99,999 (value of contract variation) in consultation with the Financial; Director within the principles of HTS policies and after taking appropriate professional advice.<br><br>Decision if a value between £50,001 - £150,000, within the principles of HTS policies and after taking appropriate professional advice. |

|    | <b>Activity</b>   | <b>HDC as Shareholder of Holdco</b>   | <b>Holdco Board</b> | <b>Holdco Director(s)</b> | <b>Opco Board</b>   | <b>Managing Director</b> |
|----|---|---|---------------------|---------------------------|---|--------------------------|
| 18 | Commencing any claim, proceedings or other litigation brought by or settling or defending any claim, proceedings or other litigation brought against Holdco (or Opco), except in relation to debt collection in the ordinary course of business (where the claim, proceedings or other litigation has a potentially material impact on the reputation of HDC/Holdco/Opco or has a potential material cost implication for HDC/Holdco/Opco). | Approval required where the claim, proceedings or other litigation has a potentially material impact on the reputation of HDC/HoldCo/OpCo or has a potential material cost implication for HDC/HoldCo/OpCo. |                     |                           | Authorised to commence all claims, proceedings or other litigation not subject to column 3 (“HDC as Shareholder of Holdco”) within the principles of HTS (H&R) policies and after taking appropriate independent professional advice. |                          |
| 19 | Termination by HTS companies of any of their material contracts, where this will have a material impact on the delivery of services by HDC.   | Decision  | Recommendation      |                           | Recommendation  |                          |

|    | <b>Activity</b>   | <b>HDC as Shareholder of Holdco</b> | <b>Holdco Board</b> | <b>Holdco Director(s)</b> | <b>Opco Board</b>                     | <b>Managing Director</b> |
|----|---|-------------------------------------|---------------------|---------------------------|---------------------------------------|--------------------------|
| 20 | Disposing of a substantial part of the business and/or assets outside of the scope of the Business Plan | Decision                            |                     |                           | Recommendation                        |                          |
|    | <b>Finance</b>  |                                     |                     |                           |                                       |                          |
| 21 | Authorising internal HDC audit of HoldCo/OpCo   | Decision                            |                     |                           |                                       |                          |
| 22 | Approval of statutory accounts.   |                                     | Decision            |                           | Decision                              |                          |
| 23 | Changing accounting and reporting policies of Holdco and/or Opco.                                       | Decision                            | Recommendation      |                           | Recommendation                        |                          |
| 24 | Approving the repayment of any external loans.  | Decision                            |                     |                           | Recommendation (e.g. early repayment) |                          |
| 25 | Entering into (or agreeing to enter into) any borrowing or leasing arrangement in relation              | Decision                            |                     |                           |                                       |                          |
| 26 | Giving any security in respect of any borrowing or leasing arrangement (as                              | Decision                            | Recommendation      |                           | Recommendation                        |                          |



|    | <b>Activity</b>  | <b>HDC as Shareholder of Holdco</b> | <b>Holdco Board</b>  | <b>Holdco Director(s)</b> | <b>Opco Board</b>  | <b>Managing Director</b> |
|----|--|-------------------------------------|--|---------------------------|--|--------------------------|
|    | contemplated by line item 28 above), including creating any encumbrance over the whole or any part of the undertaking.   |                                     |  |                           |  |                          |
| 27 | Appointment/dismissal of auditors.   | Consulted                           |  |                           | Decision   |                          |
| 28 | Giving a guarantee, suretyship, bond or indemnity to secure the liabilities of any person or assume the obligations of any person.   | Decision                            |  |                           | Recommendation   |                          |
| 29 | Write down of Holdco or Opco asset value, or writing off debts.  | Decision above £20,000+ per event   |  |                           | Decision up to £20,000 per event   |                          |
| 30 | Making any agreement with any revenue authorities or any other taxing authority or making a claim, disclaimer, election or consent in relation to Holdco, its/ their business, assets or |                                     | Decision after taking appropriate independent professional advice. |                           | Recommendation after taking appropriate independent professional advice. |                          |

|  | <b>Activity</b> | <b>HDC as Shareholder of Holdco</b> | <b>Holdco Board</b> | <b>Holdco Director(s)</b> | <b>OpcO Board</b> | <b>Managing Director</b> |
|--|-----------------|-------------------------------------|---------------------|---------------------------|-------------------|--------------------------|
|  | undertakings.   |                                     |                     |                           |                   |                          |