

Boku, Inc.

(the “Company”)

Schedule of Matters Reserved for the Board

This document sets out those powers reserved for the Board of Directors of Boku Inc., (“the Board”) and not delegated to the Company’s Executive Directors. The Board may, however, appoint committees as it thinks fit to exercise certain of its powers. Specific areas of delegation are set out in the terms of reference of the relevant committee, which will show whether the committee is authorised to decide a particular matter, or only to recommend back to the Board.

Strategy and management

1. Responsibility for the overall leadership of the Company and setting the Group’s purpose, values, standards and culture.
2. Approval of the Group’s commercial strategic aims and long-term objectives.
3. Approvals of the annual operating and capital expenditure budgets, the Group financial plan and any plans developed in connection with refinancing, and any material changes to them.
4. Oversight of the Group’s operations ensuring:
 - a. competent and prudent management;
 - b. sound planning;
 - c. an adequate system of risk management and internal control and its maintenance;
 - d. adequate accounting and other records; and
 - e. compliance with statutory and regulatory obligations.
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.
6. Assessment of the basis on which the Group generates and preserves value long-term and review of description in the Company’s annual report of how the Board has dealt with opportunities and risks, the sustainability of the Group’s business model and how the Company’s governance contributes to the delivery of its strategy.
7. Approval of any significant extension of the Group’s activities into new business or geographic areas.
8. Any decision to cease to operate all or any material part of the Group’s business.

Structure and capital

9. Approving changes relating to the Company's capital structure including reduction of capital, share issues (other than in relation to employee share plans), share buy backs, including the use of treasury shares, the establishment of any debt, and any material changes to the Company's level of debt.
10. Major 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 in question (taking into account initial and deferred consideration).
11. Approving any changes to the Company's listing or its status, including its domicile, and/or country of listing.
12. Acceptance of any banking debt facilities.
13. Authorise calls on, or forfeiture of, shares.

Financial reporting and controls

14. Approving the consolidated Annual Report and Accounts, including narrative statements included therein, the corporate governance statement and Directors' remuneration report, following recommendation from the Company's Audit Committee.
15. Approving periodic reporting, including announcements of annual and half yearly results, ensuring a presentation of a fair, balanced and understandable assessment of the Group's position and prospects.
16. Approval of any significant changes in accounting policies or practices.
17. Approval of any dividend policy.
18. Declaration of the interim dividend and recommendation of the final dividend.
19. Approval of the accounting policies and practices (including any significant changes thereto) to be applied and adopted in the preparation of the Group's financial statements, and to receive any proposed qualification to the accounts.
20. Approval of treasury policies, including foreign currency exposure, interest rate exposure and the use of financial derivatives.
21. Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).

Internal controls

22. Establishing and ensuring maintenance of effective Group risk management and internal control processes including:

- a. Setting and approving the Group's risk appetite and tolerance and any risk appetite statements.
- b. Oversight and monitoring of the risk management and internal control framework and systems.
- c. Assessing and reporting on the Principal and Emerging risks facing the Group, and how they are managed and mitigated.
- d. Receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategic aims and objectives.
- e. Undertaking an annual assessment of these processes.
- f. Approving procedures for the detection of fraud and the prevention of bribery; and
- g. Approving an appropriate statement for inclusion in the Annual Report.

Contracts

- 23. Approving any major contractual obligations, including contracts which are strategically significant or by reason of size or have a value more than \$10m
- 24. Contracts of the Company, or its subsidiary, not in the ordinary course of business, for example loans and repayments above \$10million; foreign currency forward transactions above \$5 million; major acquisitions or disposals above \$5 million].
- 25. Approval of any strategic project that falls outside the day to day activities of the Group that forms a key part of the Group's strategy or constitutes a change in strategic direction for the Group.
- 26. Major investments, including the acquisition or disposal of interests in the voting shares of any company or the making of any takeover offer.

Communication

- 27. Ensuring a satisfactory ongoing dialogue with shareholders based on the mutual understanding of objectives.
- 28. Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
- 29. Approval of all circulars, prospectuses and listing particulars.
- 30. Approval of all press releases concerning matters decided by the board.
- 31. Approval of disclosures required to be published outside of the Annual Report and Accounts, including Modern Slavery and supply chain statement, tax strategy statement, gender pay gap reports and payment practices reports including the delegation of these approvals to other Committees or Board roles as appropriate.

Board membership and other appointments

32. Approving changes to the structure, size and composition of, and appointments to, the Board and its Committees including appointment of all Board Directors including Chair of the Board, Senior Independent Director, Chief Executive Officer, and Chief Financial Officer.
33. Ensuring adequate 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, having particular regard to gender, social, economic and cognitive diversity and the length of service of the Board, as a whole.
34. Agreeing the membership and Chairs of the Board's Committees.
35. Determining the independence of Non-executive Directors in light of their character, judgement and relationships.
36. Approving the appointment or removal of the Secretary.
37. Appointment, reappointment (and the terms of engagement) or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the Audit Committee.

Remuneration

38. Approving, following recommendation from the Remuneration Committee, the Company remuneration policy, with alignment to the Group's strategy, risk appetite, solvency management practices, culture, purpose, values and long-term interests and sustainability.
39. Approval of performance related share based remuneration for Executive Directors and members of the Global Leadership Team ("GLT").

Delegation of authority

40. Approving the Group's delegated authorities, including:
 - a. These Matters Reserved; and
 - b. the Division of Responsibilities between the Chair, the Chief Executive Officer and the Senior Independent Director, to ensure it is clearly established, set out in writing and agreed by the Board.
 - c. Establishing Board Committees and approving their initial terms of reference and approving material changes thereto.
 - d. Receiving reports from the Board's Committees on their activities.

- e. Approval of the delegated levels of authority, including the Chief Executive Officer's authority limits (which must be in writing).

Corporate Governance Matters

- 41. Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors.
- 42. Determining the independence of non-executive directors in light of their character, judgement and relationships.
- 43. Consider the balance of interests between shareholders, employees, customers and the community.
- 44. Receiving reports on the views of the Company's shareholders as required.
- 45. Authorising conflicts of interest where permitted by the Company's bylaws and Certificate of Incorporation.
- 46. Approval of any proposed alteration to the bylaws or Certificate of Incorporation, registered office or name of the Company (subject to shareholder approval where required).

Policies and Statements

- 47. Approval of the Group policies escalated by management, including but not limited to:
 - a. Share Dealing Code & Policy
 - b. Anti-bribery and Corruption Policy
 - c. Environment & Sustainability Policy
 - d. Health & Safety Policy
 - e. Modern Slavery and Human Trafficking Statement
 - f. Whistleblowing Policy
 - g. Information Security Policy

Other

- 48. The making of political donations.



49. Approval of the appointment of the Group's principle professional advisers; including the external auditors, NOMADs, brokers and financial advisers; stockbrokers and corporate communications advisers.
50. Prosecution, defence or settlement of litigation, or an alternative dispute resolution mechanism, involving above \$5 million or being otherwise material to the interests of the Group.
51. 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.
52. Approval of transactions with Directors and other related parties.
53. High level oversight of the subsidiaries in the Group, including such reporting as the Board may determine.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its Committees.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Group.