

The GAME Group plc
Schedule of Matters Reserved for the Board
Reviewed by the Board on 24th November 2010

1.	Strategy and Management
1.1	Responsibility for the overall management of the Group.
1.2	Approval of the Group's long-term objectives and commercial strategy.
1.3	Approval of the annual operating and capital expenditure budgets and any material changes to them.
1.4	Oversight of the Group's operations ensuring: <ul style="list-style-type: none"> • Competent and prudent management • Sound planning • An adequate system of internal control • Adequate accounting and other records • Compliance with statutory obligations
1.5	Review of performance in the light of the Group's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
1.6	Extension of the Group's activities into new business or geographic areas
1.7	Any decision to cease to operate all or any material part of the Group's business.
2.	Structure and Capital
2.1	Changes relating to the Group's capital Structure including reduction of capital, share issues (except under employee share plans), share buy backs.
2.2	Major changes to the Group's corporate structure.
2.3	Changes to the Group's management and control structure.
2.4	Any changes to the Company's listing or its status as a plc.
3.	Financial Reporting and Controls
3.1	Approval of the half-yearly report, interim management statements and any preliminary announcement of the final results.
3.2	Approval of the annual report and accounts.
3.3	Approval of the dividend policy.
3.4	Declaration of the interim dividend and recommendation of the final dividend.
3.5	Approval of any significant changes in accounting policies or practices.
3.6	Approval of treasury policies
4.	Internal Controls
4.1	Ensuring maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> • Receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives • Undertaking an annual assessment of these processes • Approving an appropriate statement for inclusion in the annual report.
5.	Contracts
5.1	Investments, capital projects and other transactions above an agreed value.
5.2	Contracts which are material, strategically, or are valued above an agreed level, entered into by the Company, or any subsidiary, in the ordinary course of business.
5.3	Contracts above an agreed value, entered into by the Company, or any subsidiary, not in the ordinary course of business.

5.3	Acquisitions and disposals of subsidiaries or other assets or liabilities above an agreed value.
5.4	Approval of all new store openings.
5.5	Approval of all lease renewals where the lease term is over an agreed number of years and/or the value is in excess of an agreed level per annum.
5.6	Major investments including the acquisition or disposal of interests of more than an agreed percentage of the voting shares of any company or the making of any takeover offer.
6.	Communication
6.1	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
6.2	Approval of all circulars, prospectuses and listing particulars.
6.3	Approval of press releases concerning matters decided by the Board.
7.	Board Membership and other Appointments
7.1	Changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee.
7.2	Ensuring adequate succession planning for the board and senior management.
7.3	Appointments to the Board, following recommendations by the Nomination Committee.
7.4	Selection of the Chairman of the Board and the Chief Executive.
7.5	Appointment of the Senior Independent Director.
7.6	Membership and Chairmanship of Board committees.
7.7	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.
7.8	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.
7.9	Appointment or removal of the Company Secretary.
7.10	Appointment, reappointment or removal of the external auditor to be put to shareholders for approval, following the recommendation of the Audit Committee.
7.11	Appointments to boards of subsidiaries.
8.	Remuneration
8.1	Determining the remuneration policy for the Directors, Company Secretary and other senior executives.
8.2	Determining the remuneration of the non-executive Directors.
8.3	The introduction of new share incentive plans or major changes to existing plans, to be put for shareholder approval.
9.	Delegation of Authority
9.1	The division of responsibilities between the Chairman and the Chief Executive.
9.2	Approval of the terms of reference of the Board committees.
9.3	Receiving reports from the Board committees on their activities.
10.	Corporate Governance Matters
10.1	Undertaking a formal and rigorous review of its own performance, that of its committees and individual directors.
10.2	Determining the independence of Directors.
10.3	Considering the balance of interests between shareholders, employees, customers and the community.

10.4	Review of the Group's overall corporate governance arrangements.
10.5	Receiving reports on the views of the Company's shareholders.
11.	Policies
11.1	Approval of group wide policies including: <ul style="list-style-type: none"> • Share Dealing Code • Corporate Responsibility Policy
12.	Other
12.1	The making of political donations
12.2	Prosecution, defence or settlement of litigation where costs are likely to exceed an agreed level or where the action is material to the interests of the Group.
12.3	Approval of overall levels of insurance for the Group including directors & officers' liability insurance and indemnification of directors.
12.4	This schedule of matters reserved for the Board.