

Terms of Reference for the Remuneration Committee

1. Membership

- 1.1. The Committee shall comprise at least two members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chairman of the Remuneration Committee.
- 1.2. All members of the Committee shall be independent Non-executive Directors. The Chairman of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chairman.
- 1.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, Chief Financial Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.4. The Board shall appoint the Committee Chairman who should be an independent Non-executive Director, and should ordinarily have served on the Committee, or another listed company Remuneration Committee, for a period of at least 12 months prior to their appointment. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to Chair the meeting from those who would qualify under these Terms of Reference to be appointed to that position by the Board. The Chairman of the Board shall not Chair the Committee.

2. Secretary

The Company Secretary, or his or her nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

The quorum necessary for the transaction of business shall be two members, both of whom must be independent Non-executive Directors.

4. Frequency of meetings

The Committee shall meet at least twice a year and otherwise as required.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairman.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-executive Directors, no later than five working days before the date of the meeting.

Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so in the opinion of the Committee Chairman.

7. Annual General Meeting

- 7.1. The Committee Chairman should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities, including the Remuneration Policy and Annual Report on Remuneration.

8. Roles and responsibilities

- 8.1. The Committee should carry out the duties below for the parent Company, major subsidiary undertakings and the Group as a whole, as appropriate.
- 8.2. In carrying out any of its duties and responsibilities as set out in these Terms of Reference, the Committee shall have regard to the following overriding principles:
 - **Clarity** – remuneration arrangements should be transparent and promote effective engagement with shareholders;
 - **Simplicity** – remuneration structures should avoid complexity and their rationale and operation should be easy to understand;
 - **Risk** – remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based plans, are identified and mitigated;
 - **Predictability** – the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the Directors' Remuneration Policy;
 - **Proportionality** – the link between individual awards, the delivery of strategy and the long-term performance of the Company should be clear. Outcomes should not reward poor performance; and
 - **Alignment to culture** – incentive schemes should drive behaviours consistent with the Company's purpose, values and strategy.
- 8.3. The Committee shall:
 - Have responsibility for setting the Remuneration Policy for all of the Company's Senior Executives and the Company's Chairman ("**Executive Management**"), including pension rights and any compensation payments. The Board itself or, where required by the Articles of Association the shareholders, should determine the remuneration of the Non-executive directors within the limits set in the Articles of Association. No Director or senior manager shall be involved in any decisions as to their own remuneration.
 - Recommend and monitor the level and structure of remuneration for other senior management.

- In determining such Policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance. The objective of such Policy shall be to support the Company's strategy and promote its long-term sustainable success. The Remuneration Policy should have regard to the risk appetite of the Company and be aligned to the Company's purpose and values and linked to the successful delivery of the Company's long-term strategy. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Company.
- As required, review pay and employment conditions across the Company or Group, including data on the Gender Pay Gap and CEO Pay Ratio, to ensure that these are taken into account when determining the remuneration arrangements of Executive Management. The Committee should be prepared to explain to the workforce how decisions on the remuneration arrangements for Executive Management reflect the Company or Group's wider pay policies, and the Committee should provide regular feedback to the Board on pay and employment conditions across the Company or Group, to support the Board's monitoring of whether the Company or Group's policies support culture and strategy.
- Review the on-going appropriateness and relevance of the Remuneration Policy.
- Within the terms of the agreed Policy and in consultation with the Chairman and/or Chief Executive, as appropriate, determine the total individual remuneration package of each member of Executive Management and other designated senior executives including bonuses, incentive payments and share options or other share awards.
- Ensure that any payment to a Director is in accordance with the Company's Remuneration Policy Report, as approved by shareholders.
- Obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company but within any budgetary restraints imposed by the Board.
- Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the Terms of Reference for any remuneration consultants who advise the Committee. The Committee shall at all times exercise independent judgement when considering the advice of any remuneration consultants or other third parties.
- Approve the design of, and determine targets for, any performance-related pay schemes operated by the Company and approve the total annual payments made under such schemes (in accordance with the provisions of Part 5 of the UK Corporate Governance Code).
- Review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to

Executive Management and other designated senior executives and the performance targets to be used.

- Review and approve all remuneration outcomes for members of Executive Management and other designated senior executives, and exercise appropriate judgement when making any determinations in respect of their remuneration. The Committee will ensure that it retains appropriate discretion to override formulaic vesting outcomes, and that it has powers to recover and/or withhold remuneration in appropriate circumstances.
- Have responsibility for determining and monitoring any share ownership requirements for Executive Management and other designated senior executives (including, if applicable, on a post-employment basis).
- Determine the Policy for, and scope of, pension arrangements for Executive Management and other designated senior executives, having regard to the pension arrangements for the wider workforce.
- Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- The Committee will ensure that any such termination payments are in accordance with the Remuneration Policy as approved by shareholders.
- Oversee any major changes in employee benefits structures throughout the Company or group.
- Agree the Policy for authorising claims for expenses from Executive Management and other designated senior executives.
- Work and liaise as necessary with all other Board Committees.

9. Reporting responsibilities

- 9.1. The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall present the Remuneration Policy at the Annual General Meeting of the Company for shareholder approval every three years or whenever a change is proposed in the Remuneration Policy. The Committee shall ensure this Remuneration Policy is in accordance with the requirements of the UK Corporate Governance Code, Companies Act 2006 and the Listing Rules in force from time to time and with any other relevant legal or regulatory requirement for Main List companies.
- 9.4. The Committee shall produce a report to be included in the Company's Annual Report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the Annual Report and a statement made as to whether it has any connection with the Company.
- 9.5. The report referred to in 9.4 above should include a statement of the Board's Policy on diversity, including gender.

- 9.6. The Committee shall ensure that provisions regarding disclosure of information, including pensions, as set out in Companies Act 2006 and the UK Corporate Governance Code, are fulfilled and produce a report to be included in the Company's Annual Report and ensure that it is put to shareholders for approval.
- 9.7. Through the Chairman of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

10. Other matters

The Committee shall:

- 10.1. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- 10.2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 10.3. Give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate.
- 10.4. Arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.