

October 2020

A. Membership

1. The members of the Committee shall comprise all the independent non-executive directors of the Board unless otherwise determined by the Board. The Chairman of the Board may also be a member but only if independent at the time of appointment.
2. The Board should appoint the Committee Chairman and determine the period of office. The Chairman of the Company shall not be appointed as Committee Chairman. In the absence of the Committee Chairman, the remaining members present will elect one of their number, who must be an independent director, to chair the meeting.
3. The Company Secretary or their nominee will act as the Secretary of the Committee.

B. Meetings

4. The quorum necessary for meetings will be 2 independent non-executive directors and shall include any members participating by teleconference or videoconference.
5. No person shall participate in any discussion or decision relating to their own remuneration.
6. The Committee will meet at such times as the Committee Chairman considers appropriate.
7. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
8. Formal decisions are passed by a simple majority vote, with the Committee Chairman holding a casting vote.
9. With the permission of the Committee Chairman, other individuals may be invited to attend all or part of any meeting.
10. Notice of meetings shall be provided by the Secretary of the Committee at the request of the Committee Chairman
11. The Secretary will minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance

C. Duties

12. The Committee shall:

- 12.1. determine and agree with the Board the framework or broad policy for the remuneration of the executive directors, Chairman of the Company and the Executive including the Company Secretary ('senior management'). The

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remuneration of non-executive directors shall be a matter for the Board excluding non-executive directors;

- 12.2. in determining such policy ensure alignment with the Company's purpose, values and strategy and promote the long term success of the Company. The objective shall be to ensure that the executive directors, Chairman and senior management are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions. Incentive plans should not incentivise participants to take inappropriate risk or reward poor performance;
- 12.3. annually review the ongoing appropriateness and relevance of the remuneration policy;
- 12.4. determine at least annually the total individual remuneration packages of the executive directors, the Chairman and senior management including, where appropriate, bonuses, incentive payments and share awards;
- 12.5. review workforce remuneration and related policies and oversee any major changes in employee benefit structures to ensure alignment with the Company's purpose, values and strategy;
- 12.6. 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;
- 12.7. approve the design of all share incentive plans for approval by the Board and, as required, 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 directors and senior management and the performance targets to be used;
- 12.8. determine the policy for and scope of pension arrangements, service agreements, termination payments and compensation commitments and post-employment shareholding requirements for the executive directors and senior management;
- 12.9. in determining remuneration awards, discretion shall be exercised to ensure any payments made are fair to the individual and the Company, that failure is not rewarded and the duty to mitigate loss is fully recognised;
- 12.10. ensure all decisions made by the Committee are made in accordance with the current approved policy; and
- 12.11. evaluate its own performance and make recommendations to the Board with regard to any update to these Terms of Reference.

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D. Reporting Procedures

13. The Committee shall:

- 13.1. ensure that the provisions regarding disclosure of information regarding remuneration set out in legislation and the UK Corporate Governance Code are fulfilled; and
- 13.2. produce, for the approval of the Board, an annual report on Directors' remuneration, which will form part of the Company's Annual Report and Accounts and ensure each year that it is put to shareholders for approval at the Annual General Meeting.

E. Authority

- 14. The Committee is authorised to seek any information it requires from any employee of any Group company in order to perform its duties.
- 15. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and to obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.
- 16. The Committee shall give due regard to the UK Corporate Governance Code, the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any applicable laws and regulations and any shareholder recommendations.
- 17. The Committee may, as it deems appropriate, delegate authority to a sub-committee comprising one or more executive directors to conclude the final details of and implement decisions taken by the Committee.

F. Annual General Meeting

- 18. The Committee Chairman will attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.