

Remuneration Committee

Terms of Reference

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination & Corporate Governance Committee in consultation with the Chairman of the Remuneration Committee. The Committee shall be made up of at least three members, all of whom shall be independent non-executive Directors. The Chairman of the Board may also serve on the Committee as an additional member provided that he or she was independent on appointment as Chairman, and the Board continues to consider him/her to be independent.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman, if not a member of the Committee, the Chief Executive, the Chief Human Resources Officer and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3. The length of time that a Director may serve on the Committee shall be determined by the Board and will be subject to meeting the criteria for membership of the Committee.
- 1.4. The Committee Chairman shall be appointed from time to time by the Board and, unless the Board determines otherwise, shall have served on a remuneration committee for at least twelve months prior to appointment. In the absence of the Committee Chairman the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not be Chairman of the Committee.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as Secretary to 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 the issues.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

- 4.1. The Committee shall meet at least three times a year and otherwise as required.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 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 and any other person required to attend no later than three 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 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.

7. Annual General Meeting

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

8. Duties

The Committee shall:

- 8.1. determine the policy for executive Director remuneration and set the remuneration of the Company's Chairman, Chief Executive, executive Directors, Company Secretary, Chief Operating Officer (where relevant) and members of the Group Leadership Team. A committee of the executive Directors and the Chairman shall make recommendations to the Board in relation to the remuneration of non-executive Directors which, in respect of fees, shall be within the limits set by shareholders. The Committee shall ensure that no director or senior executive is involved in any decision as to their own remuneration;
- 8.2. in determining such policy, take into account all factors which it deems necessary, including relevant legal and regulatory requirements, governance codes and best practice;

- 8.3. when setting remuneration policy for Directors, and when determining salary increases, to review and have regard to the remuneration trends across the Group;
- 8.4. review the ongoing appropriateness and relevance of the remuneration policy;
- 8.5. 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 the Chairman, each executive Director, the Company Secretary, the Chief Operating Officer, where relevant, and the Group Leadership Team;
- 8.6. approve the design of, and determine the financial and non-financial targets for, any short-term performance-related pay schemes operated by the Company and approve the total annual payments made under such schemes;
- 8.7. review the design of all long-term 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 Directors, Company Secretary, the Chief Operating Officer, where relevant, and the Group Leadership Team; and the financial or non-financial performance targets to be used;
- 8.8. design remuneration policies and practices that enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specific circumstances;
- 8.9. determine and monitor compliance with the shareholding requirement policy for executive Directors, including the policy for post-employment holdings for any vested or unvested awards granted under the Group's share incentive plans;
- 8.10. determine the policy for, and scope of, pension arrangements for each executive Director and other Senior Executives (as determined by the Board);
- 8.11. 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;
- 8.12. in determining such packages and arrangements, give due regard to any relevant legal requirements, governance codes, the Listing Rules of the Stock Exchanges on which the Company is listed and associated guidance, and guidelines issued by relevant shareholder representation organisations;
- 8.13. review workforce remuneration and related policies, including the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive director remuneration;

- 8.14. oversee any major changes in employee benefits structures throughout the Company or Group;
- 8.15. agree the policy for authorising claims for expenses from the Chief Executive and Chairman;
- 8.16. be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee, and for obtaining reliable, up-to-date information about remuneration in other comparable companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations; and
- 8.17. work and liaise as necessary with other board committees, ensuring the interaction between committees and with the board is reviewed regularly.

9. Reporting Responsibilities / Shareholder Engagement

- 9.1. The Committee Chairman shall report formally 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 produce an annual report that sets out the Company's remuneration policy, practices, details of consultations with shareholders, the approach to employee engagement on remuneration and an explanation of how executive remuneration aligns with wider company pay policy. The Committee ensures that the report, which forms part of the Company's Annual Report, is put each year to shareholders for consideration at the Annual General Meeting.
- 9.4. The Committee shall, through the Chairman of the Board or through the Chairman of the Committee, ensure that the Company maintains contact as required with its principal shareholders about remuneration.
- 9.5. The Committee shall review the outcome of shareholder votes on remuneration at general meetings. Where a significant number of shareholders do not support remuneration related resolutions, the Committee shall endeavour to ascertain the reasons why in order that any concerns can be considered and, if appropriate, taken into account in its decision making.

10. Other

- 10.1. The Committee shall, at least once a year, review its own performance, 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.

- 10.2. The induction programme for new Committee members shall include a remuneration module and Committee members shall be provided with appropriate and timely training.

11. Authority

- 11.1. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2. In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice on any matters within its terms of reference.

Approved by Board: 7 December 2022