

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Remuneration Committee. The Committee shall be made up of at least 3 members, all of whom are independent non-executive Directors. The Chairman may also be a member of the Committee as an additional member if he/she was considered independent on appointment as Chairman
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods, provided the Director (other than the Chairman of the Board) remains independent.
- 1.4. The Board shall appoint the Committee Chairman who shall be an independent non-executive Director. 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. 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 the Secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be two members of the Committee. 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 twice a year and at such times as the Chairman of the Committee shall require.

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, 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. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all 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 and agree with the Board the framework or broad policy for the remuneration, including pension rights and any compensation payments, of the Group's Chief Executive, Chairman, the executive Directors, the Company Secretary and such other members of the executive management as it is designated to consider. The remuneration of non-executive Directors shall be a matter for the Chairman and the executive members of the Board within the limits set out in the Articles of Association. No Director or manager shall be involved in any decisions as to their own remuneration;
- 8.2. in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Group are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
- 8.3. review the on-going appropriateness and relevance of the remuneration policy;
- 8.4. approve the design of, and determine targets for, any performance related pay schemes operated by the Group and approve the total annual payments made under such schemes;
- 8.5. 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 Directors and other senior executives and the performance targets to be used;
- 8.6. determine the policy for, and scope of, pension arrangements for each executive Director and other senior executives;

- 8.7. 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;
- 8.8. within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive Officer as appropriate, determine the total individual remuneration package of each executive Director and other senior executives including bonuses, incentive payments and share options or other share awards;
- 8.9. in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations of the UK Corporate Governance Code, the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and associated guidance;
- 8.10. when setting remuneration policy for Directors, review and note annually the pay and employment conditions across the Company and the Group, especially when determining annual salary increases;
- 8.11. oversee any major changes in employee benefits structures throughout the Company and the Group;
- 8.12. agree the policy for authorising claims for expenses from the Directors;
- 8.13. 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
- 8.14. 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.

9. Reporting Responsibilities

- 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 ensure that the provisions regarding disclosure of information, including pensions, as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 and the Code, are fulfilled and produce an annual report of the Company's remuneration policy and practices which will form part of the Group's Annual Report (the Directors' Remuneration Report). The Directors' Remuneration Report must contain an annual statement, an Annual Report on Remuneration and the Company's policy on Directors' remuneration (Policy Report). Every three years (or sooner if changes are proposed to the remuneration policy) the Policy Report shall be put to shareholders and shall be approved by binding vote at a general meeting. The Annual Report on Remuneration shall be approved

by an advisory vote of the shareholders at each AGM. If the Committee has appointed remuneration consultants, the Annual Report on Remuneration should identify such consultants and state whether they have any other connection with the Company.

- 9.4. Through the Chairman of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

10. Other

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 on-going basis for all members; and
- 10.3. at least once a year, review its own performance (or arrange for an external evaluation of its performance) and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1. The Committee is authorised by the Board to seek any information it requires from any employee of the Group in order to perform its duties.
- 11.2. In connection with its duties the Committee is authorised by the Board at the Company's expense:
- 11.3.
- 11.3.1. to obtain any outside legal or other professional advice; and
- 11.3.2. within any budgetary restraints imposed by the Board, to appoint remuneration consultants, and to commission or purchase any relevant reports, surveys or information which it deems necessary to help fulfill its duties.

Reviewed and approved by the Board in May 2014