

## **Terms of reference for the Remuneration Committee**

### **1 Membership**

The members of the Committee shall be at least two non-Executive Directors who are independent of management and free of any business or other relationship (including, without limitation, cross-directorships or day-to-day involvement in the management of the business) which could interfere with the exercise of their independent judgement.

The Chairman of the Committee shall be appointed by the Board. The quorum of the Committee shall be at least two members.

### **2 Secretary**

The secretary of the Company shall be the secretary of the Committee.

### **3 Attendance**

The Chief Executive may be invited to attend meetings to discuss the performance of Executive Directors and make proposals as necessary.

The Group Finance Director will report to the Committee on significant group-wide changes in salary structure and terms and conditions affecting other employees at senior Executive level.

### **4 Frequency of meetings**

Meetings shall be held not less than twice a year.

### **5 Advisers**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary.

### **6 Duties**

The duties of the Committee shall be to:

- make recommendations to the Board on the Company's framework of Executive remuneration and its cost and to determine on behalf of the Board specific remuneration packages and conditions of employment (including pension rights) for Executive Directors;
- approve any contract of employment or related contract with Executive Directors on behalf of the Company;
- determine the terms of any compensation package in the event of early termination of the contract of any Executive Director;
- ensure that the content of the Board's annual report to shareholders on Directors' remuneration reflect the enhanced regulations and amendments to CA2006 which were introduced for financial years ending after 30 October 2013.

### **7 Minutes**

The minutes of meetings of the Committee shall be circulated to all members of the Board.