

Terms of Reference of the Remuneration Committee

References to "the Board" shall mean the full Board of Directors of the Company;
References to "the Committee" shall mean the remuneration committee of the Board; and
References to "the Group" shall mean the Company and its subsidiaries.

1. Introduction

The primary purpose of the Committee is to assist the Board in determining the Company's remuneration policies.

2. Membership

- 2.1 The 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 and shall comprise of a Chairman and at least one other member, all of whom are independent non-executive directors.
- 2.2 Whilst the Committee itself will be made up entirely of independent non-executive directors, other individuals e.g. executive directors may be invited to attend as and when appropriate but invitees will have no right of attendance.
- 2.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided the director remains independent.
- 2.4 The Board shall appoint the Committee Chairman from its number, 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 the members present to chair the meeting.

3. Secretary

The Company secretary shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two members. 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.

5. Frequency of Meetings

The Committee shall meet not less than four times a year and otherwise as required.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman or any member thereof.
- 6.2 Unless otherwise agreed, notice of each meeting (confirming the venue, time and date, together with an agenda of items to be discussed) shall be provided to each member of the Committee, any other person required or invited to attend and all other non-executive directors. Supporting papers shall be sent to the Committee members and to such other attendees, as appropriate, at the same time.

7. Minutes of Meetings

- 7.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 The Secretary shall ascertain, at the beginning of each Committee meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, all members of the Board, unless a conflict of interest exists or it would otherwise be inappropriate to do so.

8. Annual General Meeting

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

9. Duties

The Committee shall carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate. It is noted for the avoidance of doubt that, in fulfilling its duties referred to in this paragraph 9, the Committee may rely on the information provided by, where appropriate, executives of the Company

The Committee shall:

- 9.1 determine and agree with the Board the framework or broad policy for the remuneration (including pension rights and compensation payments) of the Company's Chairman and the executive directors, the Company secretary and the Executive team. The remuneration of non-executive directors shall be a matter for the chairman and executive members of the Board. No director or manager shall be involved in any decisions as to their own remuneration;
- 9.2 recognise and avoid conflicts of interest where directors of the Company or its management are involved in advising the Committee;
- 9.3 in determining such policy, take into account all factors which it deems necessary, including relevant legal and regulatory requirements and the provisions and recommendations of relevant guidance. The remuneration policy shall be designed to promote the long-term success of the Company. Performance-related elements shall be transparent, stretching and rigorously applied. The objective of such policy shall be to ensure that members of the executive management of the Company 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;

- 9.4 when setting remuneration policy for directors, review and have regard to the pay and employment conditions across the Group, especially when determining salary increases;
- 9.5 review the ongoing appropriateness and relevance of the Company's remuneration policy;
- 9.6 within the terms of the agreed policy and in consultation with the chairman of the Board and/or the chief executive as appropriate, determine the total individual remuneration package of the chairman, each executive director, the Company secretary and the Executive team (including bonuses, incentive payments and share options or other share awards);
- 9.7 in determining such packages and arrangements, give due regard to any relevant legal requirements and the provisions and recommendations of relevant guidance;
- 9.8 obtain reliable, up to date information about remuneration in other companies of comparable scale. To help fulfil its obligations the Committee shall have full authority to commission or purchase any reports, surveys or information which it deems necessary within any budgetary restraints imposed by the Board;
- 9.9 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
- 9.10 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;
- 9.11 review the design of all share incentive plans for approval by the Board and where appropriate, by 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, the Company Secretary and the Executive team and any performance targets to be used;
- 9.12 determine the policy for, and scope of, pension arrangements for each executive director and the Executive team;
- 9.13 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; and
- 9.14 consider such other matters as may be requested by the Board.

10. Reporting Responsibilities

- 10.1 The Committee shall produce an annual report of the Company's remuneration policy and practices, which will form part of the Company's annual report and accounts. If the Committee has appointed remuneration consultants, the annual report of the Company's remuneration policy should identify such consultants and state whether they have any other connection with the Company.

- 10.2 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Other Matters

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- 11.2 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;
- 11.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code (where appropriate) and the requirements of the relevant parts of the Disclosure Rules and Transparency Rules and any other applicable rules, as appropriate;
- 11.4 on a regular basis, 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; and
- 11.5 ensure that these terms of reference are made available by placing them on the Company's website.

12. Statutory Obligations

In exercising their rights and duties as the Committee, the Committee and its members shall have regard to the duties of a director, the Board and its Committees set out in Jersey company law and the Companies Act 2006.

13. Authority

The Committee is authorised:

- 13.1 to seek any information it requires from any employee of the Company in order to perform its duties and all employees are directed to co-operate with any request made by the Committee;
- 13.2 to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and to secure the attendance of such advisers if it considers such attendance necessary;
- 13.3 to call any employee to be questioned at a meeting of the Committee as and when required; and
- 13.4 to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.

