



Remuneration Committee Terms of Reference

February 2023

Document Owner	Document Approver
General Counsel and Company Secretary	Venterra Group PLC Board of Directors

1. Constitution and Purpose

- 1.1 The Committee is constituted by the Board with the purpose of assisting the Board in meeting its responsibilities regarding the determination, implementation, and periodical review of the Company’s remuneration arrangements, including the remuneration of the Executive Chairman, the Executive Directors and Senior Management, as well as overseeing the remuneration arrangements for the wider workforce.

2. Membership

- 2.1 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 three members, all of whom are independent Non-executive Directors. Decisions may be taken by the Committee if a Quorum of two independent Directors are present.
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals including but not limited to the Executive Chairman of the Board, the Chief Executive Officer, the Chief People and Culture Officer, the Chief Financial Officer, other Board Members, and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 2.3 Appointments to the Committee shall be for a period of up to three years.
- 2.4 The Board shall appoint a Committee Chairman who shall be an independent Non-executive Director and who, before appointment, should ordinarily have served on a remuneration committee for at least 12 months. 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 who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not be the Committee Chairman.
- 2.5 For the time being the make-up of the Committee shall be as follows:
- a) Vivienne Cox – Committee Chair; and
 - b) Tove Feld.
- 2.6 In the event any of the Committee steps down as a Director of the Company, the Committee shall continue until a new member is so appointed.

3. Secretary

- 3.1 The Secretary to the Board or their nominee shall act as the Secretary of 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.

4. Quorum

- 4.1 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.

Reference:	VG-LEG-TOR-001	Approved By:	Venterra Group PLC Board of Directors
Version:	1	Issue Date:	14 February 2023

5. Meetings

- 5.1 The Committee shall meet at least twice a year and otherwise as required.
- 5.2 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.3 The Committee may hold meetings by telephone or use any method of electronic communication and may take decisions without a meeting by unanimous written consent when the Committee Chairman considers this to be necessary or desirable.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members.
- 6.2 Unless otherwise agreed with the Committee Chairman, 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 three working days before the date of the meeting. Supporting papers where appropriate shall be sent to Committee members and to other attendees where relevant, at the same time.

7. Minutes of Meetings

- 7.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and once agreed, circulated to all members of the Board, unless in the opinion of the Committee Chairman, it would be inappropriate to do so.

8. Annual General Meeting

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

9. Responsibilities of the Committee Chairman

- 9.1 The responsibilities of the Committee Chairman shall include fostering an open, inclusive and, where appropriate, challenging discussion as well as engaging with principal shareholders on significant matters related to the areas of responsibility of the Committee.

10. Duties

The Committee shall:

- 10.1 have delegated responsibility to determine and review annually, the framework and policy for the remuneration of the Executive or Non-Executive Chairman of the Company, the Executive Directors, and such other members of the executive management (to include, at a minimum, the Company Secretary and the first layer of management below Board level, as is designated by the Board). The remuneration policy for Non-executive Directors shall be a matter for the Chairman of the Board and the executive members of the Board. No director or manager shall be involved in any decisions as to their own remuneration.

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- 10.2 have delegated responsibility to determine and review annually, the framework and policy for the remuneration of the Executive or Non-Executive Chairman of the Company, the Executive Directors, and such other members of the executive management (to include, at a minimum, the Company Secretary and the first layer of management below Board level, as is designated by the Board). The remuneration policy for Non-executive Directors shall be a matter for the Chairman of the Board and the executive members of the Board. No director or manager shall be involved in any decisions as to their own remuneration;
- 10.3 ensure that the objective of the remuneration policies and practices support the Company's strategy and promote long-term sustainable success. Executive remuneration should be aligned to the Company's purpose and values and clearly linked to the successful delivery of the Company's long-term strategy. It should consider the requirements of the UK Corporate Governance Code, or alternative guidance as the Committee deems appropriate, for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture. Performance-related elements should be transparent, stretching and rigorously applied. Remuneration should be structured so as to link reward outcomes to corporate and individual performance;
- 10.4 within the terms of the agreed policy and in consultation with the Executive Chairman of the Board and/or Chief Executive Officer as appropriate, (and in line with 10.1 above), determine the total individual remuneration packages of the Executive or Non-Executive Chairman of the Board, each Executive Director and other designated senior executives (to include, at a minimum, the Company Secretary and the first layer of management below Board level), including salary, bonuses, and any other incentive arrangements;
- 10.5 review wider workforce remuneration, including bonus and related policies;
- 10.6 review the ongoing appropriateness and relevance of the remuneration policy;
- 10.7 approve the design of, and determine targets for, any performance related remuneration schemes operated by the Company for Executive Directors and designated senior management and approve the total annual payments made under such schemes. 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 and other designated senior management and the performance targets to be used;
- 10.8 review the design of any performance related remuneration schemes operated by the Company for the general employee population and review the total annual payments made under such schemes;
- 10.9 review the design of all share incentive plans for approval by the Board and (if required by statute or the Articles of the Company) by shareholders;
- 10.10 ensure that remuneration schemes and policies enable the use of Committee discretion and independent judgement to override formulaic outcomes, taking into account Company and individual performance; when authorising remuneration outcomes, including provisions that would enable the Company to recover and/or withhold sums or awards in appropriate circumstances;
- 10.11 ensure that remuneration schemes and policies enable the use of Committee discretion and independent judgement to override formulaic outcomes, taking into account Company and individual performance; when authorising remuneration outcomes, including provisions that would enable the Company to recover and/or withhold sums or awards in appropriate circumstances;

Reference:	VG-LEG-TOR-001	Approved By:	Venterra Group PLC Board of Directors
Version:	1	Issue Date:	14 February 2023

- 10.12 for Executive Directors, establish schemes that promote long-term shareholding and support long-term shareholder interests, with share awards subject to appropriate vesting and holding periods;
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- 10.15 determine the policy for, and scope of, pension arrangements for each Executive Director and other designated senior management, which should be aligned with those available to the wider workforce;
- 10.16 ensure that contractual terms and policy 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; ensuring all malus and claw-back provisions are appropriately implemented;
- 10.17 be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
- 10.18 obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations, the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports or surveys or information which it deems necessary at the expense of the Company but within any budgetary restraints imposed by the Board. However, the Committee should recognize that neither benchmarking nor the advice of remuneration consultants is the sole criteria to be used in designing pay structures, avoiding designing pay structures based solely on benchmarking to the market or on the advice of such consultants; and
- 10.19 work and liaise as necessary with the Board and all other Board Committees, ensuring the interaction between Committees and the Board is reviewed regularly.

11. Reporting Responsibilities

- 11.1 The Committee Chairman shall report formally to the Board after each meeting on the nature and content of its discussion, recommendations and actions to be taken.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.
- 11.3 The Committee shall provide a description of its work in the Company's annual report and accounts.

12. Other

The Committee shall:

Reference:	VG-LEG-TOR-001	Approved By:	Venterra Group PLC Board of Directors
Version:	1	Issue Date:	14 February 2023

- 12.1 arrange for periodic reviews of its own performance and, at least annually, review its 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;
- 12.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members to ensure, inter alia, that the Committee is aware of relevant legislation and trends in remuneration policy; and
- 12.3 give due considerations to law, regulations and any published guidelines or recommendations regarding the remuneration of directors of public companies and formation and operation of share schemes, as appropriate.

13. Authority

13.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company to perform 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.

14 Change History

Date	Version	Changes
08/02/2023	0	Draft, reviewed by the Board
14/02/2023	1	Approved for Use

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