

Robinson plc

Terms of reference
for the Remuneration Committee

Dated 28 November 2019

Robinson plc (the "Company")

Terms of reference for the Remuneration Committee

1) Definitions

In these terms of reference:

"**Board**" means the board of directors of the Company; and

"**Committee**" means the remuneration committee of the Board.

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 Committee. The Committee shall be made up of at least three members and shall include all independent non-executive directors. The current members of this committee are:

Anthony Glossop (Chairman)

Alan Raleigh

Sara Halton

Helene Roberts

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 Appointments to the Committee shall be for a period of three years, which may be extended for further three-year periods provided that the Chairman remains independent.

2.4 The Board shall appoint the chairman of the Committee, who shall be an independent non-executive director. In the absence of the chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

3) Secretary

The Group Finance Director or his/her nominee shall act as the secretary of the Committee.

4) Quorum

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.

5) Frequency of meetings

The Committee shall meet at least twice a year on dates to coincide with scheduled Board meetings and at such other times as the chairman of the Committee shall require.

6) Notice of meetings

6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.

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 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.

7) Minutes of meetings

- 7.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
- 7.2 The secretary of the Committee shall ascertain, at the beginning of each Committee meeting, the existence of any conflicts of interest and ensure that it is dealt with in accordance with Article 113 of the Company and the Companies Act 2006. Note, however, that the responsibility for declaring any conflict of interest rests with the director.
- 7.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all other members of the Board, unless a conflict of interest exists.

8) AGM

The chairman of the Committee shall attend the AGM prepared to respond to any shareholder questions on the Committee's activities.

9) Duties

The Committee shall:

- 9.1 determine and agree with the Board the framework or broad policy for the remuneration of the Company's chief executive, chairman, the executive directors, the Group Finance Director 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 executive members of the Board. No director or manager shall be involved in any decisions as to his/her own remuneration;
- 9.2 in determining such policy, consider all factors which it deems necessary. 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;
- 9.3 review the ongoing appropriateness and relevance of the Company's remuneration policy;
- 9.4 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;
- 9.5 review the design of all employees' share schemes and other incentive plans for approval by the Board and shareholders. For any such schemes/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 members of the executive management and the performance targets to be used;
- 9.6 determine the policy for, and scope of, pension arrangements for each executive director and other members of the executive management;
- 9.7 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;

- 9.8 within the terms of the agreed policy and in consultation with the chairman of the Board and/or chief executive, as appropriate, determine the total individual remuneration package of each executive director and other members of the executive management (including bonuses, incentive payments and share options or other share awards);
- 9.9 in determining such packages and arrangements, give due regard to any relevant legal requirements and the provisions and recommendations in the Combined Code and associated guidance;
- 9.10 review and note annually the remuneration trends across the group;
- 9.11 oversee any major changes in employee benefits structures throughout the group;
- 9.12 agree the policy for authorising claims for expenses from the chief executive and the chairman of the Board (*The common arrangement is for the chairman of the board to authorise the chief executive's expenses, and for the chairman of the remuneration committee to authorise the expenses of the chairman of the board.*);
- 9.13 ensure that all legal and regulatory provisions regarding disclosure of remuneration (including pensions) are fulfilled; and
- 9.14 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 to 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 fulfill its obligations.

10) Reporting responsibilities

- 10.1 The chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee may produce an annual report of the Company's remuneration policy and practices, which will form part of the Company's annual report and accounts, and ensure that, at each AGM, such report is laid before, and voted on by, shareholders.

11) Self-appraisal

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.

12) Authority

The Committee is authorised by the Board:

- 12.1 to seek any information, it requires from any employee of the Company to perform its duties; and
- 12.2 to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.