

THE CHARACTER GROUP PLC

REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

TERMS OF REFERENCE

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration Committee.

2. Membership

- 2.1 The Committee shall be appointed by the Board solely from amongst the Non-Executive Directors of the Company. A quorum shall be two members.
- 2.2 The Chair of the Committee shall be appointed by the Board.

3. Attendance at meetings

The committee shall have the power to request Executive Directors to attend its meetings.

4. Frequency of meetings

Meetings shall be held as appropriate, but not less than once a year.

5. Authority

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice if it considers this necessary.

6. Duties

The duties of the Committee shall be:-

- 6.1 to consider and determine the remuneration and benefits of the executive directors of the Company and of its subsidiaries;
- 6.2 to consider and determine incentive arrangements for executives and employees of the Company and its subsidiaries;
- 6.3 to consider other topics, as defined by the Board.
- 6.4 to report formally its recommendations and decisions to the Board.

6.5 to ensure its Chair is available at AGMs to answer questions.

7. Reporting procedures

The Secretary shall circulate the minutes of meetings of Committee to all members of the Board.

Dated: 9 May 1995 (*revised 21 September 2018*)