



GENUS PLC

REMUNERATION COMMITTEE – TERMS OF REFERENCE

References to “the Committee” shall mean the Remuneration Committee.

References to “the Board” shall mean the board of directors.

1. Membership

- 1.1 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.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3 The Board shall appoint the Committee Chairman who shall be an independent non-executive director with recent and relevant experience in executive remuneration. 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. The Chairman of the Board shall not be Chairman of the Committee.
- 1.4 The Company Secretary shall act as the Secretary of the Committee.

2. Quorum

- 2.1 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.

3. Meetings

- 3.1 The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.
- 3.2 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members by reasonable prior notice to all members.
- 3.3 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 3.4 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and to all members of the Board.
- 3.5 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities; to include the contents of the Directors' Report on Remuneration and the Annual Report.

4. Duties

The Committee shall:

- 4.1 determine and agree with the Board the framework or broad policy for the remuneration of the Company's Chairman, Chief Executive, the Group Finance Director, and other members of the Genus Executive Leadership Team (GELT) together with such other members of the executive management as it is designated to consider. The remuneration of the the non-executive directors shall be a matter for the Board as a whole. No director or manager shall be involved in any decisions as to their own remuneration.
- 4.2 in determining such policy, take into account 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;
- 4.3 review the continuing appropriateness and relevance of the remuneration policy;
- 4.4 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;

- 4.5 review the design of all share incentive plans for approval by the Board and 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 and other senior executives and the performance targets to be used;
- 4.6 determine the joining and leaving terms and share ownership guidelines applicable to the Executive Directors and other members of GELT, reserving the right to make exceptions and allowances as it sees fit;
- 4.7 determine the policy for, and scope of, pension arrangements for each executive director and other senior executives, having regard to pension contribution rates for the Company's broader workforce;
- 4.8 ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, and that failure is not rewarded;
- 4.9 within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive as appropriate, determine the total individual remuneration package of each executive director and other senior executives including bonuses, incentive payments and share options or other share awards;
- 4.10 in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the UK Corporate Governance Code and the UKLA's Listing Rules and associated guidance; and
- 4.11 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 fulfil its obligations.
- 4.12 in determining the total individual remuneration packages for each executive director and other senior executives, review workforce remuneration and related policies. The Committee shall seek to ensure that such policies and incentives are aligned with the Company's culture and purpose.

5. Reporting Responsibilities

- 5.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 5.3 The Committee shall produce an annual report incorporating an annual statement from the Committee Chairman and an annual report on remuneration¹ which will form part of the Company's Annual Report and ensure each year that it is put to shareholders for an advisory vote at the AGM.
- 5.4 In accordance with paragraph 4.1 of these Terms of Reference, the Committee shall, when required by law and not less than every three years, produce a directors' remuneration policy which will form part of the Company's Annual Report and ensure that it is put to shareholders for a binding vote at the AGM.

6. Other

- 6.1 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.

7. Authority

- 7.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 7.2 In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice.

Adopted by the Board on 14th September 2006 and amended by the Board on 1st September 2011, 30th August 2012, 29th April 2013 and 17th April 2019.

¹ Prepared in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013