



Sedex Remuneration Committee

Terms of Reference

Reference to "the committee" shall mean the Remuneration Committee.

Other capitalised terms shall have the meaning ascribed to them in the Articles of Association of Sedex.

1. Membership

1.1. Members of the committee shall be appointed by the Board of Directors, in consultation with the chair of the Board of Directors. The committee shall be made up of at least 3 and not more than 5 voting members.

1.2. The members of the committee shall be:

(i) up to 2 Member Directors;

(ii) up to 3 Independent Non-Executive Directors; and

(iii) the Chief Executive Officer may be invited to attend and speak but not vote at meetings of the committee.

1.3. Non-members may be invited to attend all or part of any meeting as and when appropriate.

1.4. The Board of Directors shall appoint a chair to the committee. In the absence of the appointed chair, the remaining members present shall elect one of themselves to chair the meeting.

1.5 The term of office of the members on the committee shall be three years, renewable once, or until they cease to be a Board Director, whichever sooner.

2. Secretary

2.1. The Company Secretary or his/her nominee shall act as the secretary of the committee and will ensure the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. Quorum

3.1. The quorum necessary for the transaction of business shall be 3 members one of whom should be a Member Director and the other 2 should be Independent Non-Executive Directors.

4. Frequency of Meetings

4.1. The committee shall meet at least once a year and otherwise as required.

5. Notice of Meetings

5.1. Meetings of the committee shall be convened by the secretary of the committee at the request of any of its members if they consider it necessary.

5.2. Unless otherwise agreed by the committee, 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 and any other person required to attend, no later than 3 working days prior to the date of the meeting.

6. Minutes of Meetings

6.1. The secretary shall minute the proceedings and decisions of all meetings of the committee, including the names of those present and in attendance.

6.2. Draft minutes of committee meetings shall be agreed with the committee chair and then circulated promptly to all members of the committee, unless it would be inappropriate to do so in the opinion of the committee chair.

7. Duties

The committee has oversight of the remuneration policy for the members of the Board of Directors and the executive. In particular, the role of the committee includes:

- (i) Making recommendations to the Board of Directors in relation to the remuneration of Directors;
- (ii) Ensuring transparency of Directors' remuneration; and
- (iii) Making recommendations to the Board of Directors in relation to any bonus scheme, pension scheme or remuneration policy in relation to the executive.

9. Reporting Responsibilities

9.1. The committee chair shall report formally to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board of Directors on how it has discharged its responsibilities.

9.2. The committee shall make whatever recommendations to the Board of Directors it deems appropriate on any area within its remit where action or improvement is needed.

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