

ELECTRA PRIVATE EQUITY PLC
Terms of reference for the Remuneration Committee
4 December 2020

1. Membership

1.1 The Committee shall comprise at least three members, all of whom shall be independent non-executive directors. The Chairman of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chairman.

1.2 Appointments to the Committee are made by the Board, on the recommendation of the Nomination Committee and in consultation with the Chairman of the Remuneration Committee.

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

1.4 Appointments to the Committee are made by the Board and shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as members (other than the Chairman of the Board, if he or she is a member of the Committee) continue to be independent.

1.5 The Board shall appoint the Committee Chairman who shall be an independent non-executive director who should 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 Chairman of the Committee.

2. Secretary

The Company Secretary or its 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.

3. Quorum

The quorum necessary for the transaction of business shall be two.

4. Meetings

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 called by the Secretary of the Committee at the request of the Committee Chairman or any of its members.

5.2 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 unless otherwise agreed by the members. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Minutes of meetings

6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, exceptionally, it would be inappropriate to do so.

7. Engagement with Shareholders

The Committee Chairman should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chairman should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8. Duties

The Committee should carry out the duties detailed below for the parent Company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:

8.1 Have responsibility for setting the remuneration policy for all executive directors and the Company's Chairman, including pension rights and any compensation payments. The Board itself, acting on the advice of the Committee, should determine the remuneration of the non-executive directors within the limits set in the Articles of Association. No director shall be involved in any decisions as to their own remuneration.

8.2 In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Code and associated guidance. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the Company successfully without paying more than is necessary, having regard to views of shareholders and other stakeholders.

8.3 Design remuneration policies and practices to support the Company's strategy and promote long-term sustainable success, with executive remuneration aligned to company purpose and values, clearly linked to the successful delivery of the Company's long-term strategy, and that enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specified circumstances.

8.4 When determining executive director remuneration policy and practices, consider the Code requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture.

8.5 Review the on-going appropriateness and relevance of the remuneration policy.

8.6 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, the Company Chairman and other designated senior executives including bonuses, incentive payments and share options or other share awards. The choice of financial, non-financial and strategic measures is important, as is the exercise of independent judgement and discretion when determining remuneration awards, taking account of Company and individual performance, and wider circumstances.

8.7 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, 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 avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants.

8.8 Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.

8.9 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 (in accordance with the provisions in Schedule A of the Code).

8.10 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 designated senior executives and the performance targets to be used.

8.11 Determine the policy for, and scope of, pension arrangements for each executive director and other designated senior executives.

8.12 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.

8.13 Oversee any major changes in employee benefits structures throughout the Company or group.

8.14 Agree the policy for authorising claims for expenses from the directors.

8.15 Work and liaise as necessary with all other Board Committees.

9. Reporting responsibilities

9.1 The Committee Chairman shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

9.2 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.

9.3 The Committee shall provide a description of its work in the annual report in line with the requirements of the UK Corporate Governance Code.

9.4 The Committee shall ensure that provisions regarding disclosure of information, including pensions, as set out in The Companies (Directors Remuneration Policy and Directors' Remuneration Report) Regulations 2019 and the Code, are fulfilled and that a report of the Company's remuneration policy and practices to be included in the Company's annual report and ensure each year that it is put to shareholders for approval at the AGM.

If the Committee has appointed remuneration consultants, the consultant should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

10. Other matters

The Committee shall:

10.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.

10.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

10.3 Give due consideration to laws, regulations, the provisions of the Code and any published guidelines or recommendations regarding the remuneration of directors of listed/non listed companies and formation and operation of share schemes, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules as well as guidelines published by the Association of British Insurers and the National Association of Pension Funds and any other applicable rules, as appropriate.

10.4 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.

11. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

12. Adoption of terms of reference

These terms of reference were approved by the Board of directors on 4 December 2020.