

Remuneration Committee

Terms of Reference

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

Reference to “the Company” shall mean Gresham Technologies plc and, where applicable, its subsidiaries

Reference to “the Board” shall mean the Board of Directors.

1. Constitution

- 1.1. The Committee shall be constituted as a sub-committee of the Board. 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.
- 1.2. Members of the Committee, including the Committee Chairman, shall be appointed and removed by the Board as a whole. The Committee shall be made up of at least two independent non-executive directors, including the Chairman. If at any time there are not two independent non-executive directors on the Board, the Committee shall include as many independent non-executive directors as are on the Board. The Chairman of the Board shall not be Chairman of the Committee.
- 1.3. The quorum necessary for the transaction of business at a meeting of the Committee shall be two.

2. Duties

The Committee shall:

- 2.1. determine the Company’s remuneration policy for the Chairman and executive directors (and, where required by the Board, other members of the executive management team), including, without limit, bonus entitlements, share incentives, pension rights and any compensation payments, and review the ongoing appropriateness and relevance of the remuneration policy;
- 2.2. within the terms of the remuneration policy, determine the total individual remuneration package of each executive director (and, where applicable, other members of the executive management team), including, without limit, bonus entitlements and share incentives.
- 2.3. within the terms of the remuneration policy, designing, and setting appropriate targets and/or performance conditions for, executive performance-related pay or incentive schemes, and determining whether the applicable targets and/or performance conditions have been achieved, and the total annual payments or incentives due thereunder;
- 2.4. ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company;
- 2.5. where applicable, provide oversight for new staff incentive schemes or major changes to existing incentive schemes and other employment benefits

- 2.6. report to shareholders annually in accordance with the requirements of applicable legislation, such report to form part of the Company's annual report to shareholders; and
- 2.7. in discharging its duties, give all due regard to all applicable laws and regulations, and the provisions of the UK Listing Rules and the UK Corporate Governance Code, and the published views of any relevant influential bodies from time to time.

3. Non-executive directors

- 3.1. The remuneration of non-executive directors shall be a matter for the Board, subject to the articles of association. No director or other person shall be involved in any decisions as to their own remuneration.

4. Other authorities

- 4.1. 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, and to obtain any outside legal or other independent professional advice as it may reasonably require at the cost of the Company for the proper discharge of its duties.

5. Meetings and Procedure

- 5.1. The Committee shall meet at least annually and at such other times as the Chairman of the Committee or the Board shall require. Meetings may be held in person, or, provided all members are able to hear and speak to each other throughout the meeting, by telephone or video conference.
- 5.2. Committee meetings shall be called on no less than 5 working days' notice, or at shorter notice if all the members of the Committee agree. Any Committee papers that are to be discussed at a meeting shall be circulated to the Committee members as far in advance of the meeting as reasonably practicable. Committee meetings may be called by any member of the Committee or by the Board.
- 5.3. Only Committee members are entitled to attend Committee meetings. However, the Committee is authorised to invite non-members, including without limit the Chief Executive Officer, Chief Finance Officer, and external advisers, to attend for all or part of any meeting where the Committee Chairman considers it necessary or appropriate to do so.
- 5.4. The Committee shall cause minutes to be drawn up recording any decisions taken in Committee meetings, any other material matters discussed. The minutes shall also record the members present. Committee minutes shall be filed with the Company Secretary who shall act as secretary for the Committee.
- 5.5. Committee members shall attend each annual general meeting of the Company prepared to respond to any shareholder questions on the Committee's activities and the remuneration report or generally on the Company's remuneration principles and practices.
- 5.6. The Committee shall remain up to date with reliable information about remuneration in other comparable companies, and take such information into account in performing its duties. The Committee is authorised, acting reasonably, to take external professional advice, and/or commission any remuneration reports or surveys, at the Company's cost, if it deems it necessary to do so in the proper performance of its duties.

- 5.7. The Board shall review these terms of reference at least annually and, in consultation with the Committee, shall approve such changes as it considers necessary.

These terms of reference were last reviewed and approved by the Board on 1 March 2017.