

## **CENTAUR MEDIA PLC (the "Company")**

### **REMUNERATION COMMITTEE - TERMS OF REFERENCE**

#### **1. Membership**

1.1 The committee shall comprise at least two 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. Members of the committee shall be appointed by the board, on the recommendation of the nomination committee and in consultation with the chairman of the remuneration committee.

1.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the Chief Executive Officer, the Group Finance Director, the Group HR Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3 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.

1.4 The board shall appoint the committee chairman who shall be an independent non-executive director who has 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 his or her 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**

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

3.2 Notwithstanding the quorum requirements for the Committee, all members of the Committee should endeavour to attend all meetings of the Committee at which matters of general remuneration policy or the contents of the Committee's annual report to shareholders are discussed.

#### **4. Meetings**

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

**REMUNERATION COMMITTEE - TERMS OF REFERENCE**

**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.

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. Supporting papers shall be sent to committee members and to other attendees, as appropriate, in accordance with the agreed timetable but no later than the Friday preceding the meeting.

**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 it would be inappropriate to do so.

**7. Annual general meeting**

The committee chairman should attend the annual general meeting to answer any shareholder questions on the committee's activities.

**8. Duties**

The committee should carry out the duties 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, or where required by the Articles of Association, the shareholders should determine the remuneration of the non-executive directors within the limits set in the Articles of Association. No director or senior manager shall be involved in any decisions as to their own remuneration.

8.2 Have responsibility for setting the level and structure of remuneration for senior management (being the members of Exco and the company secretary from time to time).

**REMUNERATION COMMITTEE - TERMS OF REFERENCE**

8.3 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 UK Corporate Governance Code ("the Code") and associated guidance. The objective of such policy shall be to promote the long-term sustainable success of the company. The remuneration policy shall have regard to the risk appetite of the company and alignment to the company's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance.

8.4 When setting remuneration policy for directors, the Committee should review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive remuneration. 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 the company chairman, each executive director, and other designated senior executives (being the members of Exco from time to time) including bonuses, incentive payments and share options or other share awards.

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.

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 relation to performance related pay schemes for executive directors, in accordance with the provisions of the Code) and ensure that performance related pay schemes for executive directors include provisions that would enable the Company to recover sums paid or withhold payment of any sum specifying the circumstances in which it would be appropriate to do so.

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, company secretary and other designated senior executives and the performance targets to be used.

## **CENTAUR MEDIA PLC (the "Company")**

### **REMUNERATION COMMITTEE - TERMS OF REFERENCE**

Remuneration schemes and policies should enable the use of discretion to override formulaic outcomes.

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 on its proceedings after each meeting on all matters within its duties and responsibilities.

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.

9.3 The committee shall ensure that provisions regarding disclosure of information, including pensions, as set out in relevant legislation and guidance are fulfilled and produce a report of the company's remuneration policy and practices to be included in the company's annual report and ensure the report (or the relevant part or parts of the report, as specified by the prevailing legislation) is put to shareholders for approval at the relevant AGM. If the committee has appointed remuneration consultants, the annual report of the company's remuneration policy should identify such consultants and state whether they have any other connection with the company.

9.4 Through the chairman of the board, ensure that the company maintains contact as required with its principle shareholders about remuneration.

#### **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 secretariat for assistance as required

**CENTAUR MEDIA PLC (the "Company")**

**REMUNERATION COMMITTEE - TERMS OF REFERENCE**

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

10.3 Give due consideration to laws, regulations and any published guidelines or recommendation regarding the remuneration of directors of listed companies and formation and operation of share schemes including but not limited to the provisions of the Code, 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 application 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.

**(Reapproved 7 December 2022)**