

Palace Capital Plc

Remuneration Committee's Terms of Reference

1. Constitution

The Committee was constituted at a full meeting of the board of directors in accordance with the articles of association of the Company.

2. Duties and Terms of Reference

- 2.1 The Committee shall determine and agree with the board the framework or broad policy for the remuneration of the company's Chief Executive, Chairman, the executive directors, the company secretary and such other members of the executive management as it is designated to consider. The remuneration of non-executive directors shall be a matter for the Chairman and the executive members of the board. No director or manager shall be involved in any decisions as to their own remuneration.
- 2.2 In determining such policy, the Committee shall take into account all factors which it deems necessary including relevant legal and regulatory requirements and the provisions and recommendations of relevant guidance. 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.
- 2.3 When setting remuneration policy for directors, the Committee shall review and have regard to the remuneration trends across the company or group.
- 2.4 The Committee shall review the ongoing appropriateness and relevance of the remuneration policy.
- 2.5 The Committee shall 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.
- 2.6 The Committee shall review the company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
- 2.7 The Committee shall 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.
- 2.8 The Committee shall determine the policy for, and scope of, pension arrangements for each executive director and other senior executives.
- 2.9 The Committee shall 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.

- 2.10 Within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive as appropriate, the Committee shall determine the total individual remuneration package of the chairman, each executive director, the company secretary and other senior executives including bonuses, incentive payments and share options or other share awards.
- 2.11 The Committee shall:
- (a) review and have regard to the remuneration trends across the company or group when setting remuneration policy for directors;
 - (b) oversee any major changes in employee benefits structures throughout the company or group; and
 - (c) agree the policy for authorising claims for expenses from the directors.
- 2.12 The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- 2.13 The Committee shall obtain reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary to help it fulfil its obligations within any budgetary restraints imposed by the board; and
- 2.14 The Committee shall consider such other matters as may be requested by the board of directors.

3. Membership

- 3.1 The members of the Committee shall be appointed by the board of directors on the recommendation of the nomination committee. All of the members of the Committee should be independent non-executive directors. Appointments to the Committee shall be for periods of up to three years, which may be extended for further three-year periods provided the director still meets the criteria for membership of the Committee.
- 3.2 The Committee shall have at least two members.
- 3.3 At the date of formation of the Committee, it has been agreed that the members of the Committee will be Stanley Harold Davis and Anthony Dove, the latter of whom shall chair the Committee. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that any additional appointment must still be an independent non-executive director.

4. Voting Arrangements

- 4.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 4.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

- 4.3 Save where he has a personal interest, the Chairman will have a casting vote.

5. Attendance at Meetings

- 5.1 The Committee will meet at least twice a year. The Committee may meet at other times during the year as agreed between the members of the Committee and as requested by the Chairman of the Committee.
- 5.2 Only members of the Committee have the right to attend Committee meeting but the secretary of the Committee, other directors and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 5.3 The company secretary or his or her nominee shall be the secretary of the Committee.

6. Notice of Meetings

- 6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than [five working] days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

7. Authority

The Committee is authorised by the board of directors to examine any activity within its terms of reference and is authorised to obtain, at the company's expense, legal or professional advice on any matter within its terms of reference. 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. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

8. Reporting

The proceedings and resolutions of the Committee meetings, including the names of those present and in attendance shall be minuted. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the board of directors as a formal record of the decisions of the Committee on behalf of the board of directors unless it would be inappropriate to do so.

9. General Matters

- 9.1 Finalised minutes of the meetings of the Committee will be circulated to the members of the board of directors as part of the board papers for each full meeting of the board of directors.

- 9.2 The Chairman of the Committee should make him or herself available at each Annual General Meeting of the company to answer questions concerning the Committee's work.
- 9.3 The recommendations of the Committee minutes must be approved by the board of directors before they can be implemented.
- 9.4 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, 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 of directors for approval.

- 9.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 9.4 The Committee shall give due consideration to all laws and regulations as appropriate.