

## FINSBURY FOOD GROUP PLC 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. Other individuals, such as the chief executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. In addition, the chief executive shall have the right to address any meeting of the Committee.
- 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. 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**

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

#### **4. Meetings**

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

#### **5. Notice of Meetings**

5.1 Meetings of The Committee shall be summoned 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, ideally five, and no later than three, working days before the date of the meeting. 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 for approval. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chairman 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 detailed below for the parent Company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:

8.1 Determine and agree with the Board the framework or broad policy for the remuneration of the Chief Executive, and other executive Directors and such other members of the executive management as it is designated to consider. 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. Otherwise, no Director or manager shall be involved in any decisions as to his or her own remuneration.

8.2 Recommend and monitor the level and structure of remuneration for senior management.

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 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. The remuneration policy should 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 and designed to promote the long-term success of the Company.

- 8.4 When setting remuneration policy for Directors, review and have regard to pay and employment conditions across the Company or group, especially when determining annual salary increases.
- 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.
- 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 give consideration to such information and 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 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 service agreements and 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 Agree the policy for authorising claims for expenses from Directors.
- 8.14 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 produce a report of the Company's remuneration policy and practices to be included in the Company's annual report. 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 principal shareholders about remuneration.

## **10. Annual Review of Performance**

- 9.1 The Committee shall, at least once a year, review its own performance, 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.
- 9.2 The Committee shall promptly consider and implement any changes that the Board considers necessary, including changes identified during the Board's annual review of performance.

## **11. Other Matters**

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties.
- 11.2 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.
- 11.3 give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of Directors of listed/non 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 PLSA and any other applicable rules, as appropriate.
- 11.4 oversee any investigation of activities which are within its terms of reference.
- 11.5 work and liaise as necessary with all other Board Committees.

## **12. Authority**

- 12.1 The Committee shall have the authority to seek any information that it requires from any officer or employee of the Company or its subsidiaries, including authority to call any employee to be questioned at a meeting of the Committee as and when required. In connection with its duties, the Committee is authorised by the Board to take such

independent advice (including legal or other professional advice), at the Company's expense, as it considers necessary, including requests for information from or commissioning investigations by external advisers. The Committee will inform the Chief Executive as necessary of such requests.

- 12.2 The Committee shall have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.

**Adopted by the Board on 22 June 2017**