

**MAJEDIE INVESTMENTS PLC (the “Company”)**

**REMUNERATION COMMITTEE (the “Committee”)**

**TERMS OF REFERENCE**

**(approved by the Committee at a meeting held on 21 October 2020)**

**1. OBJECTIVE**

- 1.1 It is the overall purpose of the Committee to develop and regularly review a formal and transparent policy on Director remuneration.

**2. TERMS OF REFERENCE TO BE MADE AVAILABLE**

- 2.1 The Committee shall make available, on request, these terms of reference explaining its role and the authority delegated to it by the Board. These terms of reference will also be available on the Company’s website.

**3. MEMBERSHIP**

- 3.1 The members of the Committee shall be appointed by the Board, in consultation with the Chairman of the Committee. The Committee shall comprise at least two members.
- 3.2 All members of the Committee shall be non-conflicted independent non-executive Directors.
- 3.3 The Board shall appoint the Committee Chairman who shall be an independent non-executive Director with relevant experience and an understanding of the Company. In the absence of the appointed Chairman of the Committee, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

**4. SECRETARY**

- 4.1 The Company Secretary or their nominee shall act as the secretary of the Committee and shall attend all its meetings.
- 4.2 The Committee shall have access to the services of the Committee Secretary on all Committee matters including: maintaining a record of the membership of the Committee and of the dates of changes to the membership, assisting the Chairman in planning the Committee’s work, drawing up meeting agendas, maintenance of minutes, drafting of material about its activities for the annual report, collection and distribution of information.

**5. QUORUM**

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

**6. FREQUENCY OF MEETINGS**

- 6.1 The Committee shall meet as frequently as the Committee Chairman shall require and also at regular intervals to deal with routine matters and, in any event, at least once a year. Any member of the Committee may request a meeting if he/she considers that one is necessary or expedient.

## **7. RIGHT TO ATTEND MEETINGS**

- 7.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other Directors and representatives of the Investment Manager (the “Manager”) may be invited to attend all or part of any meeting as and when appropriate.

## **8. NOTICE OF MEETINGS**

- 8.1 Meetings of the Committee shall be summoned by the Company Secretary at the request of any of its members. 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 and any other person invited to attend, no fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **9. MINUTES**

- 9.1 The Company Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. The Company Secretary shall also ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once approved; minutes should be circulated to all members of the Board, unless it would be inappropriate to do so.

## **10. ANNUAL GENERAL MEETING**

- 10.1 The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

## **11. DUTIES OF THE COMMITTEE**

The Committee shall carry out the duties below for the Company:

- 11.1 determine and agree with the Board the policy for the remuneration of the Company’s Chairman and Directors. No Director shall be involved in any decision as to their own remuneration.
- 11.2 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 AIC Code of Corporate Governance (the “Code”) and associated guidance;
- 11.3 give due consideration to remuneration trends across the industry, and pay and employment conditions across the Company, when setting the remuneration policy for Directors, and especially when determining annual salary increases;
- 11.4 review the ongoing appropriateness and relevance of the remuneration policy;
- 11.5 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;
- 11.6 obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help 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, within budgetary restraints imposed by the Board;

- 11.7 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants that advise the Committee;
- 11.8 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;
- 11.9 oversee any major changes in employee benefits structures throughout the Company;
- 11.10 agree the policy for authorising claims for expenses from the Directors; and
- 11.11 work and liaise as necessary with all other Board Committees.

## **12. REPORTING RESPONSIBILITIES**

- 12.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 12.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 12.3 The Committee shall ensure that provisions regarding disclosure of information, as set out in the Large and Medium-sized Companies and Group (Accounts and Reports) Regulations 2008 (and the 2013 amendment to those Regulations) and the Code, are fulfilled and the Committee shall produce an annual 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.
- 12.4 The Committee shall produce a Remuneration Policy which shall be included in the Company's Annual Report and ensure that it is put to shareholders for approval at the AGM every three years or whenever there is a change to the Policy.
- 12.5 Through the Chairman of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

## **13. OTHER MATTERS**

The Committee shall:

- 13.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 13.2 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;
- 13.3 give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of Directors; including but not limited to, the provisions of the Code, the requirements of the UK Listing Authority's Listing, Prospectus, Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;
- 13.4 oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and
- 13.5 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.

**14. AUTHORITY**

The Committee is authorised:

- 14.1 to seek any information it requires from the Manager and from the Company Secretary in order to perform its duties;
- 14.2 by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference when the Committee reasonably believes it necessary to do so having regard to the procedure for the Directors on taking independent professional advice; and
- 14.3 to request that representatives of the Manager and the Company Secretary are available to answer questions as required.