

Appendix 6 - IEMA Remunerations Committee (*RemCom*)

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Terms of Reference

Approved by the Board 21.5.16

Role	<ul style="list-style-type: none"> In line with the recommendations made in the UK Corporate Governance Code, the Remuneration Committee (RemCom) is appointed to lead the process for executive remuneration, and to make recommendations to the Board in order that there is a formal and transparent procedure for developing policy on executive remuneration and for recommending the performance management and bonus components of the remuneration packages of executive management
Authority	<ul style="list-style-type: none"> The Board authorises RemCom, within the scope of its responsibilities, to: <ul style="list-style-type: none"> Seek any information it requires in order to perform its duties Obtain, after due consultation with the Board, at the Company's expense, outside legal or professional advice on any matters within its terms of reference The Committee shall have no executive powers
Organisation	<p>Membership</p> <ul style="list-style-type: none"> Membership of RemCom shall be appointed by the Board in consultation with the Chair of the Board The Board will appoint the Chair of RemCom and determine the period for which he/she will hold office The Chair of the Board of Directors shall not be eligible to be appointed as Chair of RemCom RemCom will comprise of not less than three non-executive Directors, including the Chair of RemCom The quorum for any meeting will be two The secretary of RemCom will be the Company Secretary, or such other person as nominated by the Board In the absence of the RemCom Chair, any other member may act as Chair <p>Meetings</p> <ul style="list-style-type: none"> Meetings shall be held at least once a year. Special meetings may be convened as required RemCom may invite such other person to its meetings as it deems necessary, but no person other than the members of RemCom shall have a right of attendance or participation if invited as observer Meetings shall be called by the Chair or Secretary of RemCom at the request of any Committee members or Chair of the Board

	<ul style="list-style-type: none"> • The proceedings and resolutions of all meetings of RemCom, including the names of those present and in attendance, will be minuted and circulated promptly to all members of RemCom • No RemCom attendee shall participate in any discussion or decision on their own remuneration • The Chair of RemCom shall attend the Annual General Meeting and be prepared to respond to any questions on RemCom activities
Duties and Responsibilities	<ul style="list-style-type: none"> • Recommend for approval by the Board the framework or broad policy for the remuneration of the Chief Executive, such other members of the executive management as it is designated to consider • 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 and for efforts that are above and beyond those specified in the job description • Review 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 • Review the policy for, and the scope of, pension arrangements for the Chief Executive Officer, and other senior executives as required • In determining such packages and arrangements, give due regard to any relevant legal requirements and recommendations in the UK Corporate Governance Code • Review that the implementation of any contractual terms and any payments made on termination, are fair to the individual and the Company and that failure is not rewarded and that the duty to mitigate loss is fully recognised • When setting remuneration policy, review and have regard to the remuneration trends across the Company • Review any major changes in employee benefit structures throughout the Company • If appropriate, and after due consultation with the Board, recommend and establish the terms of reference for the appointment of any consultants necessary to advise the Committee on issues within its terms of reference
Reporting	<ul style="list-style-type: none"> • The Committee shall make a report to the Board on its proceedings after each meeting and on all matters within its duties and responsibilities
Other	<ul style="list-style-type: none"> • The Committee shall once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval

Current Members of the Remunerations Committee

<u>Chairman</u>
Simon Catford
<u>Members</u>
Colin Lewis
Ian Bamford
Eileen Donnelly