

PageGroup plc (the “Company”)
TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

1. CONSTITUTION

The Committee has been established by resolution of the Board and is to be known as the Remuneration Committee (the “Remuneration Committee”). These terms of reference may be amended from time to time by the Board and will be made available on the Company’s website, in accordance with the Corporate Governance Code (the “Code”).

2. PURPOSE

2.1 The Remuneration Committee is responsible for the review, recommendation and implementation of remuneration strategy. It should ensure that remuneration policies and practices are designed to support the Company’s overall strategy and that these promote its long-term sustainable success.

2.2 The Committee is responsible for developing an executive director and senior management remuneration policy which is aligned to the Company’s purpose and values and linked to the Company’s strategic long-term objectives.

2.3 References in these terms of reference to “senior management” is as defined in the Code being the Executive Board and Company Secretary.

3. MEMBERSHIP

3.1 The members of the Remuneration Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the Remuneration Committee from amongst the directors of the Company and shall comprise not less than three members, all of whom shall be independent non-executive directors.

3.2 The Board shall appoint the Chair of the Remuneration Committee who shall be an independent non-executive director. In the absence of the Chair of the Remuneration Committee 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.

3.3 The Chair should have served on a remuneration committee for at least 12 months prior to their appointment. The Chair of the Board may not be the Chair of the Remuneration Committee.

3.4 Appointments to the Remuneration Committee shall be for a period of up to three years extendable by no more than two additional three-year periods, so long as members continue to be independent.

3.5 If a regular member is unable to act due to absence, illness or any other cause, he may appoint another independent non-executive director of the Company to serve as an alternate member.

3.6 The Board shall have the power at any time to remove any members of the Remuneration Committee and to fill any vacancies so created.

3.7 The Board shall regularly review the membership of the Remuneration Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals.

3.8 If executive directors or senior management are involved in advising or supporting the Remuneration Committee, that role should be clearly separated from their role within the business and care should be taken to recognise and avoid conflicts of interest.

4. SECRETARY AND MINUTES OF MEETINGS

4.1 The Company Secretary, or his or her nominee, shall act as the secretary of the Remuneration Committee and will ensure that the Remuneration Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4.2 The secretary shall minute the proceedings and decisions of all meetings of the Remuneration Committee, including recording the names of those present and in attendance.

4.3 The secretary shall keep a record of any person who, or firm which, provides advice or services to the Remuneration Committee or materially assists the Remuneration Committee on matters relating to directors’ remuneration.

4.4 Draft minutes of Remuneration Committee meetings shall be circulated promptly to all members of the Remuneration Committee. Once approved, minutes shall be circulated to all members of the Board unless it would be inappropriate to do so in the opinion of the Chair of the Remuneration Committee.

5. QUORUM

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

6. ATTENDANCE

6.1 Only members of the Remuneration Committee have the right to attend Remuneration Committee meetings. Other individuals such as the Chair of the Board, Chief Executive Officer, the Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

6.2 The Remuneration Committee shall be entitled to invite other executives to attend and be heard at meetings of the Remuneration Committee.

6.3 Only members of the Remuneration Committee shall have a right to vote at Remuneration Committee meetings.

7. FREQUENCY OF MEETINGS

Meetings of the Remuneration Committee will be held as frequently as the Remuneration Committee considers appropriate but shall normally be held not less than three times a year.

8. NOTICE OF AND PROCEEDINGS AT MEETINGS

8.1 Meetings of the Remuneration Committee shall be called by the secretary of the Remuneration Committee at the request of the Remuneration Committee Chair or any of its members.

8.2 The Chair of the Board may request a meeting of the Remuneration Committee if he or she reasonably considers that one is necessary.

8.3 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 Remuneration Committee, any other person required to attend and all other non-executive directors, no later than three working days before the date of the meeting. Supporting papers shall be sent to Remuneration Committee members and to other attendees, as appropriate, at the same time.

8.4 Unless varied by these terms of reference, meetings and proceedings of the Remuneration Committee will be governed by the Company's Articles of Association regarding the meetings and proceedings of directors.

9. ENGAGEMENT WITH SHAREHOLDERS

The Chair of the Remuneration Committee shall be available at the Annual General Meeting to answer questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

10. AUTHORITY

10.1 The Remuneration Committee is authorised by the Board to investigate any matter within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Remuneration Committee.

10.2 To help fulfil its obligations, the Remuneration Committee is authorised by the Board to obtain outside professional advice, at the expense of the Company, including appointing remuneration consultants and securing the attendance of outsiders with relevant experience and expertise if it considers this necessary. Additionally, the Remuneration Committee shall have full authority 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. It is envisaged that in obtaining outside advice the Remuneration Committee will act in conjunction with the Chair of the Board.

- 10.3 These terms of reference will be reviewed annually to ensure the Remuneration Committee is operating effectively and may be amended from time to time as required, subject to approval by the Board.

11. DUTIES

- 11.1 The Remuneration Committee should carry out the duties detailed below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.
- 11.2 Any decisions made by the Remuneration Committee must be made within the scope of the remuneration policy as approved by ordinary resolution of the shareholders of the Company from time to time.
- 11.3 Subject to clause 11.2 the Remuneration Committee shall:
- (a) have responsibility for all elements of the remuneration of all the executive directors, senior management and the Company's Chair, including pension rights and any compensation payments, which must not reward poor performance. 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 non-executive director, including the Chair of the Board, shall receive any share options or other performance-related remuneration from the Company;
 - (b) prior to offer, approve the remuneration package of any new appointee to the Company's Executive Board and/or any changes to an Executive Board member's remuneration on promotion or otherwise;
 - (c) ensure that no director or senior manager shall be involved in any decisions as to their own remuneration;
 - (d) recommend and monitor the level and structure of remuneration (including benefits, pension arrangements and termination payments) and any other matters relating to the remuneration of (including ensuring that the Company has robust and appropriate terms of employment) the Chair of the Board and senior management.;
 - (e) design remuneration policies and practices to support strategy and promote long term sustainable success, with executive remuneration aligned to company purpose and values, clearly linked to the successful delivery of the company's long-term strategy, and that enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specified circumstances;
 - (f) when determining executive director remuneration policy and practices, consider the Code requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture
 - (g) 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 Code and associated guidance. The objective of such policy shall be to attract, retain and motivate executive and senior 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.
 - (h) review the ongoing appropriateness and relevance of the remuneration policy;
 - (i) within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive Officer, as appropriate, determine annually the total individual remuneration package of each executive director, the Company Chair and senior management including bonuses, incentive payments and share options or other share awards. The choice of financial, non-financial and strategic measures is important, as is the exercise of independent judgement and discretion when determining remuneration awards, taking account of Company and individual performance, and wider circumstance;

- (j) 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. However the committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants;
- (k) obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity;
- (l) have oversight of workforce remuneration and related policies;
- (m) approve the design of, determine targets for, and, where appropriate, apply discretion to override formulaic outcomes for any performance-related pay schemes operated by the Company, including the methods for assessing whether performance conditions are met and the eligibility of executive directors for annual bonuses and benefits under long term incentive schemes and approve the total annual payments made under such schemes;
- (n) review the design of all share option and share incentive plans, and any changes thereto, for approval by the Board and, where necessary, shareholders. Ensure that such plans included provisions to enable the Company to recover and/or withhold sums or share awards in specified circumstances. For any such plans (subject always to the rules of that plan and any applicable legal or stock exchange requirement) determine each year whether awards will be made, the overall amount of such awards, the individual awards to the executive directors, and the performance targets to be used;
- (o) identify to the Board for its determination any performance measures, performance targets and formulae which may be considered commercially sensitive for the Company;
- (p) determine the policy for, and scope of, pension arrangements for each executive directors and senior management having due regard to arrangements available to the workforce;
- (q) determine the policy on notice periods and termination, and ensure that on termination, 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;
- (r) oversee any major changes in employee benefits structures throughout the Company or the Group;
- (s) to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- (t) work and liaise as necessary with all other Board committees, ensuring the interaction between Committees and with the Board is reviewed regularly including, in particular, liaising with the Nomination Committee to ensure that the remuneration of newly-appointed executive directors and senior management is within the Company's overall policy.

12. REPORTING TO THE BOARD

- 12.1 The Remuneration Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 12.2 The Remuneration Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

13. REPORTING TO SHAREHOLDERS

- 13.1 The Remuneration Committee shall ensure that provisions regarding disclosure of information as set out in the Companies Act 2006, the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, the Companies (Miscellaneous Reporting) Regulations 2018, the UK Listing Authorities Listing Rules and the Code, are fulfilled.
- 13.2 In so doing, the Remuneration Committee shall produce a directors' remuneration report to be included in the Company's annual report, including (i) the annual statement from the

- Chair of the Remuneration Committee; (ii) the annual report on remuneration; and (iii) where required, the directors' remuneration policy.
- 13.3 The directors' remuneration report shall be put to shareholders for approval at the Annual General Meeting in accordance with the requirements of the Companies Act 2006.
- 13.4 If the Remuneration 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.
- 13.5 Through the Chair of the Remuneration Committee, the Remuneration Committee shall ensure that the Company maintains contact as required with shareholders about the remuneration of executive directors and senior management and the work of the Remuneration Committee.

14. EXCLUSIONS

The terms of reference of the Remuneration Committee do not encompass decisions to employ or dismiss executives and the Remuneration Committee does not have responsibility for nominations to the Board, this being a Nominations Committee responsibility.

15. OTHER MATTERS

The Remuneration Committee shall:

- 15.1 have access to sufficient resources in order to carry out its duties;
- 15.2 exercise independent judgement when evaluating advice of third parties, executive directors and senior management.
- 15.2 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;
- 15.3 give due consideration to laws, regulations and any published guidelines or recommendations 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 applicable rules, as appropriate;
- 15.4 work and liaise as necessary with all other Board committees. In particular the Chair of the Remuneration Committee shall liaise with the Chair of the Audit Committee on any matters which might need to be taken into account in respect of control risks when setting remuneration, and the Chair of the Chair of Remuneration Committee shall report back to the Audit Committee any remuneration proposals or circumstances which could materially increase the exposure to risk faced by the Group;
- 15.5 arrange for an annual review 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; and
- 15.6 review its annual agenda and activities to ensure that it is fulfilling its responsibilities and complying with its terms of reference.