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## Remuneration Committee - Terms of Reference

### 1 Purpose

- 1.1 The role of the Remuneration Committee (the "Committee") is to assist the Board of Link Scheme Holdings Ltd (LSHL) in the fulfilment of its corporate governance duties in relation to remuneration and remuneration policies.
- 1.2 These Terms of Reference have been established by the Board.

### 2 Membership

- 2.1 The Committee shall comprise at least three members.
- 2.2 All members of the Committee shall be Non-Executive Directors. This will include the Chair of the Board and the Senior Independent Director.
- 2.3 Appointments to the 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 Non-Executive Directors.
- 2.4 The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

### 3 Attendance and Proceedings at Meetings

- 3.1 No one other than the Committee Chair and Committee members is entitled to attend or vote at a meeting of the Committee. The Chair of the Board shall not be entitled to attend and vote during any discussions relating to the Chair's remuneration pursuant to clause 8.2 of these Terms of Reference.
- 3.2 In the course of performing its functions, the Committee may choose to invite to attend Committee meetings such persons, or issue standing invitations to such persons, as it deems appropriate.
- 3.3 Meetings and proceedings of the Committee will be governed by LSHL's Articles of Association regulating the meetings and proceedings of Directors.
- 3.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the Committee not later than five days prior to the date of the meeting, or if later as soon as is practicable. Failure to provide documents relating to any issue for discussion at the meeting will not preclude discussion about the same, nor any decision relating thereto, at a meeting of the Committee.



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- 3.5 If a matter is required to be resolved by a vote of the Committee, any such matter shall be decided by a majority of votes.

#### **4 Secretary**

- 4.1 The Minute Secretary of the Committee shall be appointed by the Chief Executive to keep a record of:
- 4.1.1 The action points arising from the meeting.
  - 4.1.2 The membership of and the dates of any changes to the membership of the Committee.
  - 4.1.3 Any person or firm who provides advice or services to the Committee or materially assists the Committee on matters relating to remuneration. The Secretary shall keep a record of the nature of any other services provided by that person to LSHL during the year.
- 4.2 The Minute Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- 4.3 Draft minutes of the Committee meetings shall be circulated promptly to all members of the Committee for approval. Once approved, the minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Chair of the Committee.
- 4.4 Final signed copies of the minutes of the meetings of the Committee should be maintained for LSHL's records, in hard and soft copy where possible.

#### **5 Frequency of Meetings**

- 5.1 Meetings shall be held not less than twice a year and at such other times as the Chair of the Committee or the Chair of the Board shall require.
- 5.2 Meetings of the Committee shall be summoned by the Secretary of the Committee.

#### **6 Quorum**

- 6.1 The quorum necessary for the transaction of business shall be two members.
- 6.2 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.

#### **7 Annual General Meeting**



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- 7.1 The Chair of the Committee may be requested to attend the Annual General Meeting to answer questions generally on remuneration principles and practice and the activities of the Committee throughout the year.

## **8 Duties**

- 8.1 To settle the key terms of employment (including without limitation the remuneration package in all its forms), and any changes thereto and any termination, settlement or compromise package or similar, of any Executive Director or any senior executive employed by LSHL who reports directly to the Chief Executive Officer. Such key terms shall be the subject of recommendation to the Remuneration Committee by the Chief Executive Officer (other than in respect of his own employment).
- 8.2 Have delegated responsibility for determining the policy for executive directors' remuneration and setting and reviewing remuneration for the Chair of the Board, executive directors and members of the senior management team. To review regularly and make recommendations to the Board on the remuneration of non-executive directors. To review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive director remuneration.
- 8.3 To review the design and structure of the LSHL's package of employee incentives, including, without limitation, the determination of appropriate targets.
- 8.4 To agree the policy for authorising claims for expenses from the Chief Executive Officer.
- 8.5 To be responsible for establishing the selection criteria, selecting, engaging and setting the terms of engagement of any remuneration or recruitment consultants who advise the Committee and to obtain reliable, up-to-date information about remuneration or recruitment at other companies. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.
- 8.6 Review LSHL's Compensation Policy at least annually and having regard to relevant guidance, taking into account ongoing appropriateness and relevance of the Compensation Policy, to ensure that it is consistent with LSHL's long-term strategy and promotes sound and effective risk management. The objective of the Compensation Policy shall be to attract, retain and motivate executive management of the quality required to run LSHL.
- 8.7 Work and liaise as necessary with other Board Committees, ensuring the



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interaction between Committees and with the Board is reviewed regularly.

- 8.8 Consider input from the Board Risk Committee in relation to any risk matters that may have an impact on Executive remuneration.

## **9 Reporting Responsibilities**

- 9.1 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

- 9.2 At the discretion of the Committee's Chair or at the request of the Board, the Committee shall produce periodic reports of LSHL's remuneration and nomination policies and practices for the Board.

## **10 Exclusions**

- 10.1 For the avoidance of doubt, any decision to employ or dismiss the Chief Executive Officer, or any other Executive Director, will be a decision for the Board to make.

## **11 Other Matters**

- 11.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to LSHL secretariat for assistance as required.
- 11.2 The Committee shall oversee any investigation of activities which are within its Terms of Reference.
- 11.3 The Committee shall arrange for periodic reviews 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.

## **12 General**

- 12.1 Nothing in these terms of reference is intended to, amend, detract from or conflict with LSHL's Articles of Association, and in such event the Articles of Association shall prevail.