Dated: 14 March 2023

Fintel plc

Remuneration Committee

Terms of reference

FINTEL PLC REMUNERATION

COMMITTEE TERMS OF

REFERENCE

1. **PURPOSE**

The purpose of the Committee is to establish a formal and transparent procedure for developing policy on executive remuneration and to set the remuneration packages of individual directors

2. **CONSTITUTION AND MEMBERSHIP**

2.1 The Remuneration Committee has been established as a committee of the Board by resolution of the Board.

2.2 The members of the Committee shall be appointed by the Board, on the recommendation of the nomination committee and in consultation with the Chair of the Remuneration Committee. The Committee shall comprise at least two members, all of whom shall be independent non-executive directors. In addition, the Company Chair may also be a member of, but not chair, the committee if he or she was considered independent on appointment as Chair.

2.3 The Chair of the Committee shall be appointed by the Board, on the recommendation of the nomination committee. In the absence of the Chair of the Committee, the members present shall select one of their number present to chair the meeting. The Chair of the Company shall not be eligible to be appointed as Chair of the Committee.

2.4 Appointments to the Committee shall be for a period of up to three years, which may be extended by no more than two further periods of up to three years, provided the director still meets the criteria for membership of the Committee.

2.5 The Company Secretary, or their 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 issues. Where the Company Secretary is also an executive director, the Committee may nominate one of its members to act as secretary for any meeting which the Committee wishes to hold without executive directors being present.

3. **ATTENDANCE**

3.1 The Committee may request the Chair of the Company, Chief Executive, Chief Financial Officer and any relevant senior management to attend for all or part of any meeting of the Committee, by invitation, as and when appropriate and necessary. Such invitees have (save as set out in the following paragraph, or, in the case of the Chair of the Company, save as appointed to the Committee in accordance with **paragraph 2.2**), no right of attendance.

3.2 No Director or senior manager shall be involved in any decisions as to their own remuneration outcome. 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.

3.3 The Chief Executive shall have the right to address any meeting of the Committee.

4. **MEETINGS**

4.1 The Committee will meet at least twice each year and at such times as the Chair of the Committee shall think fit.

4.2 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair of the Committee.

4.3 Unless otherwise agreed by all members of the Committee, notice of meetings, confirming the venue, time and date together with an agenda and all relevant papers, should

normally be circulated to each member of the Committee, to any other person required to attend, and to all other non-executive directors, at least five working days prior to the date of the meeting.

4.4 The quorum for meetings of the Committee shall be two members.

4.5 To the extent that the Committee is comprised of three or more members, decisions of the Committee will be made by majority vote. In the event of an equality of votes the Chair of the Committee will have a second or casting vote.

4.6 To the extent that the Committee is comprised of two members, decisions of the Committee must be unanimous.

5. REPORTING

5.1 Sufficient time should be allowed after committee meetings for the committee to report to the board on the nature and content of discussion, on recommendations, and on actions to be taken.

5.2 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, and to the Company Secretary unless it would be inappropriate to do so.

5.3 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

5.4 The Committee shall ensure that provisions regarding disclosure of information including pensions, as set out in the Large and Medium Sized Companies and Groups (Accounts & Reports) Regulation 2008 and the UK Corporate Governance Code as fulfilled and produce a report on 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. 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 connection with the Company.

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

5.6 The Chair of the Committee should be present at the Company's AGM to respond to questions on matters within the responsibility of the Committee.

5.7 Through the Chair of the board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

6. DUTIES OF THE COMMITTEE

6.1 The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.

6.2 The Committee shall:

6.2.1 have responsibility for setting a remuneration policy for all executive directors, the Chair of the Company and such other members of the executive management as it is designated to consider. Such policy shall be approved by shareholders as required under the Companies Act 2006;

6.2.2 recommend and maintain the level and structure of remuneration for senior management;

6.2.3 in determining the remuneration policy, take into account all factors which the Committee deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance. The objective of the 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 individual performance and to promote the long term success of the Company;

6.2.4 when setting remuneration policy for directors, review and have regard to the pay and employment conditions across the Company or group especially when determining annual salary increases;

6.2.5 review the ongoing appropriateness and relevance of the remuneration policy and ensure that it is approved by shareholders at least every three years;

6.2.6 within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive, as appropriate, determine the total individual remuneration package of the Chair, each executive director, company secretary and other designated senior executives including bonuses, incentive payments and share options or other share awards. The board itself or, where required by the Articles of Association, the shareholders should determine the remuneration of non-executive directors within the limits set in the agreed remuneration policy and the Articles of Association. No director or manager shall be involved in any decisions as to his or her own remuneration;

6.2.7 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 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;

6.2.8 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;

6.2.9 within the terms of the agreed remuneration policy, 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;

6.2.10 within the terms of the agreed remuneration policy, 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, company secretary and other designated senior executives and the performance targets to be used;

6.2.11 determine, as part of the general remuneration policy, as approved by shareholders, the policy for, and scope of, pension arrangements for each executive director and other designated senior executives;

6.2.12 ensure that contractual terms on termination, and any payments made, are in line with the Company's remuneration policy, as adopted by shareholders, fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

6.2.13 oversee any major changes in employee benefits structures throughout the Company or group;

6.2.14 agree the policy for authorising claims for expenses from directors; and

6.2.15 work and liaise as necessary with all other board committees.

7. **OTHER MATTERS**

The Committee shall:

7.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

7.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

7.3 give due consideration to laws and 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 limited to the provisions of the QCA Code and the requirements of the AIM Rules for Companies as well as guidelines published by the Investment Association and the Pensions and Lifetime Savings Association and any other applicable rules, as appropriate; and

7.4 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.

8. **AUTHORITY**

The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference where reasonable.

These terms of reference were adopted by resolution of the Board passed on 14 MARCH 2022.