

REMUNERATION COMMITTEE

A. CONSTITUTION

The committee shall consist of the Group Chairman, a non-executive director and the Group Managing Director. Any two members shall form a quorum. The Chairman of the Committee shall be the Group Chairman. If the Chairman of the Committee is not present at a meeting the members present shall elect one of their members as Chairman of the Meeting.

B. RULES

The Chairman of the Committee, or another member present nominated by the Chairman of the Committee, shall act as Secretary of the Committee.

The Committee will normally meet once per year in September and whenever so requested by the Chairman of the Committee or any other member of the Committee. Neither the Chairman of the Board nor the Managing Director will be present, however, at any part of a meeting at which their respective remuneration or other benefits are to be considered

C. RESPONSIBILITIES

The committee will review and determine the remuneration and other benefits of:

- i. the Executive Directors;
- ii. other key operational managers and staff whose basic remuneration is excess of £50,000 per annum;

Without restriction, "remuneration and other benefits" includes:

- i. basic salary;
- ii. bonus/performance related pay;
- iii. share options;
- iv. pension arrangements;
- v. other benefits;
- vi. conditions of service, including the individual service contract.