

# **BREEDON GROUP plc**

**(the "Company")**

## **REMUNERATION COMMITTEE**

### **Terms of Reference**

#### **1. CONSTITUTION**

- 1.1** The Board of Directors of the Company (the "**Board**") has established a committee of the Board known as the Remuneration Committee (the "**Committee**"). The Terms of Reference for the Committee outlined below are defined by the Board and may only be amended by the Board.
- 1.2** References in these Terms of Reference to the "**Group**" mean the Company, its subsidiaries and its subsidiary undertakings.
- 1.3** The meetings and proceedings of the Committee are governed by these Terms of Reference which were adopted by the Board on 26 April 2023.

#### **2. MEMBERSHIP**

- 2.1** The Committee shall comprise a minimum of three members appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee. Subject to paragraph 2.2, all the members of the Committee shall be independent non-executive directors.
- 2.2** The Chair of the Board shall not be eligible to be appointed as Chair of the Committee but may serve as a member of the Committee if they were 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, which shall determine the period for which they shall hold office, and in consultation with the Committee. The Chair of the Committee shall be an independent non-executive director who has served on a remuneration committee for at least 12 months.
- 2.4** In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these Terms of Reference to be appointed to that position by the Board.
- 2.5** Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the members (other than the Chair of the Board, if they are a member of the Committee) continue to be independent.
- 2.6** Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Group People Director and external advisers may be invited to attend and speak at meetings (or parts thereof) of the Committee. Other persons may be called upon or shall be able to speak by prior arrangement with the Chair of the Committee.
- 2.7** The Committee may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee.

### **3. SECRETARY**

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 the issues.

### **4. QUORUM**

**4.1** The quorum for decisions of the Committee shall be any two members.

**4.2** 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.

### **5. FREQUENCY OF MEETINGS**

The Committee shall meet not less than twice each year or otherwise as required. Formal meetings may be held by telephone, video conference or other communication equipment allowing those participating to hear and speak to each other throughout the meeting and the quorum in that event shall be any two Committee members so linked.

### **6. NOTICE OF MEETINGS**

**6.1** Meetings may be called by the Secretary of the Committee at the request of any member of the Committee.

**6.2** At least five working days' notice of any meeting of the Committee shall be given, although such notice period may be waived or shortened with the consent in writing of all the members of the Committee for the time being. Notice of the meeting should confirm the venue, time and date, together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee and any other person required to attend. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. Late submission or circulation of supporting papers will be permitted at the discretion of the Chair of the Committee.

**6.3** Notices, agendas and supporting papers can be sent in electronic form (if the recipient has agreed to receive them in this way) or in hard copy, as circumstances permit.

### **7. MINUTES OF MEETINGS**

**7.1** The Secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance and the existence of any conflicts of interest. In the absence of the Secretary, the Chair of the Committee shall designate any Committee member or other meeting participant who is authorised to attend the meeting by the Chair of the Committee to minute the proceedings.

**7.2** The draft minutes of the meetings of the Committee shall be agreed with the Chair of the Committee and then circulated to all members of the Committee and, once approved, to the Board and the Company Secretary unless a conflict of interest exists or, exceptionally, it would be inappropriate to do so in the opinion of the Chair of the Committee.

### **8. ENGAGEMENT WITH SHAREHOLDERS**

The Chair of the Committee shall be available at the Annual General Meeting of the Company and be prepared to answer any shareholder questions arising from the Committee's annual report of the Company's remuneration policy and practices, which will form part of the

Company's annual report to shareholders, and generally on the Committee's activities and achievement. In addition, the Chair of the Committee should also seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

## **9. DUTIES**

The Committee shall, on behalf of the Board and the shareholders of the Company:

- 9.1** be responsible for determining, in accordance with the principles and provisions of the UK Corporate Governance Code (the "**Code**"), the policy for directors' remuneration and setting remuneration for the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, all other executive directors of the Company, as well as the Company Secretary, members of the Executive Committee and any other senior management positions as the Board may determine from time to time (together, the "**Executive Group**"). No director or senior manager shall be involved in any decisions as to their own remuneration. The Board itself, or, where required by the Company's Articles of Association (the "**Articles**"), the shareholders should determine the remuneration of the non-executive directors, within the limits set in the Articles;
- 9.2** in determining the remuneration policy, take into account relevant legal and regulatory requirements, the provisions and recommendations of the Code, associated guidance, institutional investor guidelines and any other factors which it deems necessary. The objective of such 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;
- 9.3** in determining executive director remuneration policy and practices, address the following:
  - 9.3.1** clarity: remuneration arrangements should be transparent and promote effective management with shareholders and the workforce;
  - 9.3.2** simplicity: remuneration structures should avoid complexity and their rationale and operation should be easy to understand;
  - 9.3.3** risk: remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target based incentive plans, are identified and mitigated;
  - 9.3.4** predictability: the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy;
  - 9.3.5** proportionality: the link between individual rewards, the delivery of strategy and the long-term performance of the Company should be clear. Outcomes should not reward poor performance; and
  - 9.3.6** alignment to culture: incentive schemes should drive behaviours consistent with the Company's purpose, values and strategy;
- 9.4** when setting remuneration policy for executive directors, review and have regard to (i) pay and employment conditions and remuneration trends across the Company or Group, especially when determining annual salary increases; and (ii) the alignment of workforce incentives and rewards with culture;
- 9.5** review the ongoing appropriateness of workforce remuneration and related policies;

- 9.6** consider and, if thought appropriate, engage with the Group's workforce to explain how the remuneration of the executive directors aligns with the wider pay policy of the Group;
- 9.7** within the terms of the agreed remuneration policy and in consultation with the Chair of the Board and/or Chief Executive Officer as appropriate, review the ongoing appropriateness and relevance of the remuneration policy;
- 9.8** consider and determine all elements of the remuneration of the Executive Group, including:
- 9.8.1** basic salary (the Committee shall also consider the pension consequences of basic salary increases);
  - 9.8.2** bonuses and performance-related payments (including profit sharing schemes) and approve the total annual payments thereof;
  - 9.8.3** discretionary payments;
  - 9.8.4** pension contributions;
  - 9.8.5** benefits in kind; and
  - 9.8.6** share options and other share awards,
- and in doing so consider the choice of objectively determined financial, non-financial and strategic measures, as well as the exercise of independent judgement, taking account of Company and individual performance and wider circumstances;
- 9.9** consider and determine the remuneration related provisions of the service agreements of the Executive Group (in particular the term, any notice period (which shall not normally exceed one year) and compensation commitment on early termination) to ensure that any payments that may be made under such agreements do not reward poor performance and that the duty to mitigate loss is fully recognised;
- 9.10** ensure that remuneration schemes and policies for executive directors contain, where appropriate, malus and clawback provisions in prescribed circumstances, such as payments based on erroneous or misleading data, misconduct, misstatement of accounts, serious reputational damage and corporate failure;
- 9.11** approve any payment to, and/or any non-cash benefit to be provided to, or for the benefit of any member of the Executive Group and any other terms and conditions to apply on termination of that person's employment (once the decision to dismiss or reach agreement to terminate employment has been taken by the Board);
- 9.12** approve the design of, and determine targets for, any performance related pay schemes operated by the Company for the Executive Group and consider setting a limit in monetary terms for what it considers is a reasonable reward for individual executives;
- 9.13** establish and review, as the Committee considers necessary, key performance indicators, gender and other pay reporting metrics;
- 9.14** in relation to any incentive plan for the Executive Group, including cash bonus plans and any share-based plans:
- 9.14.1** determine the policy for the grant of awards/options to members of the Executive Group, to ensure that they are provided with appropriate incentives consistent with the Company's policy;

- 9.14.2** approve all and any awards/options to members of the Executive Group, including consideration of the quantum of grants and vesting schedules;
  - 9.14.3** set appropriate performance targets in connection with the awards and options;
  - 9.14.4** determine, in conjunction with the Company's advisers, whether such performance targets have been satisfied;
  - 9.14.5** approve any amendments to such plans prior to obtaining any necessary shareholder approval;
  - 9.14.6** exercise any discretion specified in the rules of such plans and generally oversee the administration of such plans offered to members of the Executive Group;
  - 9.14.7** ensure the plans include provisions that would enable the Company to recover sums paid or withhold the payment of any sum, and specify the circumstances in which it would be appropriate to do so; and
  - 9.14.8** determine each year whether any awards will be made under the plans and, if so, the overall amount of such awards, the individual awards to members of the Executive Group and the performance targets to be used.
- 9.15** consider and review the terms of any new equity plans for the Executive Group;
  - 9.16** oversee the administration of all aspects of any all-employee share scheme operated by or to be established by the Company in accordance with the rules of that scheme and any applicable legal and stock exchange requirements and with any requirements of His Majesty's Revenue and Customs and the Revenue Commissioners of Ireland;
  - 9.17** where required by law to do so, ensure that any remuneration payment or payment for loss of office to any current or former Chair or executive director of the Board is consistent with the relevant directors' remuneration policy that has been approved by the shareholders as required by the Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, the Companies Act 2006, the Listing Rules of the UK Financial Conduct Authority (the "**FCA**") and all other relevant laws and regulations;
  - 9.18** consider and make recommendations to the Board concerning disclosure of details of remuneration packages and structures in addition to those required by law or by the FCA or the London Stock Exchange;
  - 9.19** obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity;
  - 9.20** be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee 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;
  - 9.21** determine the policy for, and scope of, pension arrangements for each member of the Executive Group including ensuring that only basic salary is pensionable and that the pension contribution rates for executive directors, or payments in lieu, are aligned with those available to the workforce;

- 9.22** oversee any major changes in employee benefits structures throughout the Company or Group;
- 9.23** ensure that remuneration schemes promote long term shareholdings by executive directors that support alignment with long-term shareholder interests, with share awards subject to a total vesting and holding period of at least five years, and a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares;
- 9.24** design remuneration schemes and policies and practices to support strategy and promote long term sustainable success, with executive remuneration aligned to the Company's 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, include provisions that would enable the Company to recover and/or withhold sums or share awards and specify the circumstances in which it would be appropriate to do so;
- 9.25** agree the policy for authorising claims for expenses from members of the Board; and
- 9.26** consider whether or not and to what extent the views of employees and shareholders should be obtained in relation to the formulation of the executive directors' remuneration policy.

## **10. REPORTING RESPONSIBILITIES**

- 10.1** All decisions of the Committee shall be reported formally to the Board by the Chair of the Committee.
- 10.2** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and adequate time should be available for Board discussion where necessary. All decisions on recommendations referred to the Board shall take effect only upon approval thereof by resolution of the Board, at a meeting which is properly convened and constituted and in accordance with the Articles.
- 10.3** The Committee shall provide a description of its work in the annual report in line with the requirements of the Code.
- 10.4** The Committee shall ensure that provisions regarding disclosure of information, relating to directors' remuneration including, where required by law, the directors' remuneration policy and its implementation, as set out in the Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, the Companies Act 2006, the FCA's Listing Rules, the Code and all other relevant laws and regulations (each as amended from time to time) are fulfilled.
- 10.5** Where required, the Committee shall produce reports relating to directors' remuneration including an annual statement by the Chair of the Committee, the directors' remuneration policy and an annual report on directors' remuneration, which shall form part of the Company's annual report and ensure such report(s) are put to shareholders for approval as required by relevant law or regulation.
- 10.6** If the Committee has appointed a remuneration consultant, the consultant should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

## **11. PROCEDURE**

- 11.1** Notwithstanding the quorum requirements for the Committee, all members of the Committee should endeavour to participate in all meetings of the Committee.

- 11.2** The Committee shall conduct an annual review of its work and these Terms of Reference to ensure it is operating at maximum effectiveness and shall make recommendations about any changes it considers necessary to the Board.
- 11.3** The Chair of the Committee shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.
- 11.4** In order to facilitate the administration of the Company's cash bonus or share based incentive plans, the Committee may delegate the exercise of some or all of its powers or discretions to the Chair of the Committee, one or more of its other members and/or the Company Secretary in accordance with the rules of those plans and the overarching principles of these Terms of Reference. For the avoidance of doubt, the Committee may not delegate its authority to determine the levels and/or terms of any equity grants, options or awards made or to be made to any member of the Executive Group under such plans.
- 11.5** The Committee shall make these Terms of Reference available on the Company's website.
- 11.6** The Committee is authorised:
- 11.6.1** to obtain outside legal or other independent professional advice in carrying out its tasks and such persons shall be permitted to attend meetings of the Committee but shall not be members of it; and
  - 11.6.2** to seek any information it requires from any employee of the Company to perform its duties.

## **12. OTHER MATTERS**

- 12.1** The Committee shall:
- 12.1.1** have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required;
  - 12.1.2** 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;
  - 12.1.3** give due consideration to laws, regulation, guidelines and recommendations including but not limited to the general duties of directors set out in the Companies Act 2006 regarding the remuneration of directors and the formation and operation of share schemes, the provisions of the Code, the requirements of the FCA's Listing Rules, Prospectus Regulation Rules Disclosure Guidance and Transparency Rules, the UK Market Abuse Regulation, the guidelines published by the Investment Association and the Pensions and Lifetime Savings Association and any other applicable rules, as appropriate;
  - 12.1.4** oversee any investigation of activities within these Terms of Reference; and
  - 12.1.5** work and liaise as necessary with all other Board committees, ensuring interaction between committees and with the Board is reviewed regularly.

Date of next review: April 2024