

ZOTEFOAMS plc

REMUNERATION COMMITTEE

TERMS OF REFERENCE

The Board has established a Committee of the Board known as the Remuneration Committee. The Terms of Reference of the Committee (ToR) are reviewed annually.

1. Membership

Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee, in consultation with the Chair of the Remuneration Committee. The Committee shall be made up of at least three members, all of whom are independent non-executive directors (which may include the Group Chair if deemed independent when appointed as Chair).

Appointments to the Committee shall be for a period of up to three years, which may be extended for additional three-year periods, so long as members (other than the Group Chair) continue to be independent.

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Group CEO, the Group CFO, the Head of HR and external advisers may be invited to attend for all or part of any meeting as and when appropriate and necessary. No person will be involved in any decisions on his or her own remuneration.

The Board shall appoint the Committee Chair who shall be an independent non-executive director. 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. The Group Chair shall not be Chair of the Committee.

The Company Secretary or his or her nominee shall act as the Secretary of the Committee. The Secretary 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.

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

2. Frequency of Meetings

The Committee shall meet at least twice a year and at such other times as required.

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

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 Committee, any other person required to, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once approved, to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

The Chair of the Committee or, in exceptional circumstances when this is not possible, another member of the Committee (appointed by the Committee) shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

3. Authority

The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice on any matters within its terms of reference.

4. Duties

The Committee shall carry out the duties detailed below for Zotefoams plc, its subsidiary undertakings and the group as a whole, as appropriate:

1. have responsibility for setting the remuneration policy for the Group Chair, all executive directors and senior management (which will include, at a minimum, any employee reporting into the Group CEO as well as any other employees of the Company which the Board designates from time to time), including pension rights and any compensation payments in accordance with the Principles and Provisions of the UK Corporate Governance Code (the 'Code'). The Board itself should determine the remuneration of the non-executive directors within the limits set in the Company's Articles of Association. No director or manager shall be involved in any decisions as to their own remuneration;
2. in determining the remuneration 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 management of the quality required to run the Company successfully without paying more than is necessary and to promote long-term shareholding 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 for executive directors and at least three years for senior executives, and a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares.. The remuneration policy should have regard to the risk appetite of the Company and alignment to the Company's long strategic term goals.;
3. design remuneration policies and practices to support strategy and promote long-term sustainable success, with executive remuneration aligned to Zotefoams' purpose and values, clearly linked to the successful delivery of its 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. ;

4. within the terms of the agreed policy and in consultation with the Group Chair and/or Group CEO, as appropriate, determine the total individual remuneration package of each executive director, the Group Chair, the Company Secretary and senior executives 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 circumstances;
5. 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, the Company Secretary and other senior executives and the performance targets to be used;
6. determine the policy for, and scope of, pension arrangements for each executive director and other designated senior executives;
7. ensure that contractual terms on termination, and any 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;
8. give due regard to any relevant legal requirements, any published guidelines or recommendations regarding the remuneration of directors of listed companies, the provisions and recommendations in the UK Corporate Governance Code and the UK Listing Authority's Listing Rules and associated guidance, as well as guidelines published by relevant shareholder representative organisations, as appropriate;
9. Ensure that remuneration schemes and policies enable the use of discretion to override formulaic outturns, exercise independent judgement and discretion when authorising remuneration outcomes, taking into account overall performance;
10. Consider and determine the malus and clawback provisions to apply to the annual bonus scheme and share based remuneration schemes;
11. oversee any major changes in employee benefits structures throughout the company or group;
12. agree the policy for authorising claims for expenses from the directors;
13. ensure that all provisions regarding disclosure of remuneration including pensions, as set out in the Companies Act 2006 and associated legislation and the UK Corporate Governance Code, are fulfilled and are clear and transparent;
14. obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. The Committee shall have full and exclusive authority to establish the selection criteria, select, appoint and set 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 to help it fulfil its obligations, subject to any budgetary restraints imposed by the Board. However, the Committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants;
15. review the ongoing appropriateness and relevance of the remuneration policy;

16. work and liaise as necessary with all other Board Committees; and
17. 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.

The Committee shall, at least once a year: review its own performance, 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.

5. Other matters

The Committee shall give due consideration to all relevant laws and regulations, the provisions of the Code and published guidelines or recommendations regarding the remuneration of company directors and the formation and operation of share incentive plans, the requirements of the FCA's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, and any other applicable rules, as appropriate.

6. Reporting

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

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

The Committee shall ensure that provisions regarding disclosure of information as set out in The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 and the Code are fulfilled, and that a report on the directors' remuneration policy and practices is included in the Company's annual report and put to shareholders for approval at the AGM as necessary. If the Committee has appointed remuneration consultants, the annual report shall identify such consultants, their fee (in relation to services provided principally to the Committee) and state whether they have any other connection with the Company.

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

When 20 per cent or more shareholder votes have been cast against any remuneration related resolutions, the Committee shall ensure an update on the views from shareholders and actions taken is published no later than six months after the shareholder meeting and the Remuneration Report provides a summary of the impact that the feedback has had on the decision that the Committee has taken and any actions of resolutions now proposed.

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