

Terms of Reference – Remuneration Committee

Remuneration Committee (the “Committee”) of InvestAcc Group Limited (the “Company”)

References to the “**Board**” shall mean the full Board of Directors.

MEMBERSHIP

- The Committee shall comprise at least two members, all of whom shall be independent non-executive directors.
- The chair of the Board may also serve on the Committee as an additional member if they were considered independent on appointment as chair.
- Appointments to the Committee are made by the Board on the recommendation of the Nomination Committee and in consultation with the chair of the Committee and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members (other than the chair of the Board, if they are a member of the Committee) continue to be independent.
- Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- The Board shall appoint the Committee Chair who shall be an independent non-executive director who should have served on a remuneration committee for at least 12 months. 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 who would qualify under these terms of reference to be appointed to that position by the Board. The chair of the Board shall not be chair of the Committee.

SECRETARY

- The Company Secretary, or their nominee, shall act as the Secretary of the Committee (“Secretary”) 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.

MEETINGS

- The quorum necessary for the transaction of business shall be two members.
- The Committee shall meet at least four times a year at appropriate times and otherwise as required.
- Meetings of the Committee shall be called by the Secretary at the request of the Committee chair or any of its members.
- Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend 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 decisions of all Committee meetings, including recording the names of those present and in attendance.
- Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless, exceptionally, it would be inappropriate to do so. They may also be circulated to other interested parties, where appropriate.
- The Committee chair should attend the annual general meeting to answer any shareholder questions on the Committee’s activities. In addition, the Committee chair should seek engagement with shareholders on significant matters related to the Committee’s areas of responsibility.

DUTIES

The Committee should carry out the duties detailed below for the parent company, subsidiary undertakings and the group as a whole ("Group"), as appropriate.

The Committee shall:

- Design the Directors' Remuneration Policy to support strategy and promote long-term sustainable success, with executive remuneration aligned to Company purpose and values, clearly linked to the successful delivery of the Company's long-term strategy. The Directors' Remuneration Policy should include consideration of:
 - 1) Encouraging long-term shareholding by executive directors that support alignment with long-term shareholder interests;
 - 2) vesting and holding periods relating to the LTIP and whether to include a formal policy for post-employment shareholding;
 - 3) the Code requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture.
 - 4) all other factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Code and associated guidance, including the disclosure requirements of the Code.

The objective of such Directors' Remuneration 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.

- Review the ongoing appropriateness and relevance of the Directors' Remuneration Policy.
- Have delegated responsibility for approving the objectives, terms of appointment and KPIs against which the executive directors will be measured and determining total remuneration for the Company's chair and executive directors, in accordance with the Directors' Remuneration Policy. Total remuneration includes benefits, bonuses, pension arrangements 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. No director or senior manager shall be involved in any decisions as to their own remuneration outcome.
- Approve any carry-over annual leave entitlement above 5 days per annum in respect of the CEO, including any payment to the CEO in lieu of accrued and unused annual leave, as proposed by the Chair of the Board.
- 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.
- 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. However the Committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants.
- Review the design of all group share incentive plans for approval by the Board and, if required, shareholders. For any such plans (excluding the existing LTIP), determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards for executive directors, and the performance targets to be used.
- Approve termination arrangements and payments to executive directors as required.
- Oversee workforce related policies and principles, including workforce remuneration.
- Work alongside the Nomination Committee in respect of the Group's Diversity and Inclusion strategy and review any reports as required.

- Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

REPORTING RESPONSIBILITIES

- The Committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- 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 when necessary.
- The Committee shall provide a description of its work in the annual report in line with the requirements of the UK Corporate Governance Code.
- The Committee shall also ensure that any applicable provisions regarding disclosure of remuneration information (including under the Code) are fulfilled, and that where required, 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.
- If the Committee has appointed remuneration consultants, the consultant should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

OTHER MATTERS

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- 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.
- Give due consideration to all relevant laws and regulations, the provisions of the Code and published guidance or recommendations regarding the remuneration of company directors and the formation and operation of share incentive plans, the applicable requirements of the FCA's Listing Rules (until such time as the UK Listing Rules are implemented), the UK Listing Rules (following their implementation), the Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.
- Ensure that a periodic evaluation of the Committee's performance is carried out.
- 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.

AUTHORITY

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