

THE AHEAD GROUP PLC (THE “COMPANY”)

REMUNERATION COMMITTEE TERMS OF REFERENCE

1. Purpose

The purpose of the Remuneration Committee (the “Committee”) is to establish a formal and transparent procedure for developing executive and senior management remuneration designed to support strategy and promote long-term sustainable success, aligned to Company purpose and values.

2. Membership

Members of the Committee shall be appointed by the Board of Directors of the Company (the “Board”).

The Committee shall be composed of not less than three members, all of whom shall be independent non-executive directors. The Chair of the Board may be a member of, but not chair the Committee, if they were considered to be independent on appointment.

The Board shall appoint the Committee Chair who shall be an independent non-executive director and have served on a remuneration committee for at least 12 months. In the absence of the Committee Chair or an appointed deputy, the remaining members present shall elect an alternative independent non-executive director to chair the meeting.

Only members of the committee have the right to attend meetings. However, other individuals may be invited to attend for all or part of any Committee meeting, as and when appropriate and necessary. No director or senior manager shall participate in the discussion or decision of their own remuneration outcome.

Appointments to the Committee shall be for a period of up to three years, which may be extended for a further two periods of up to three years (nine years in total) provided the member still meets the criteria for membership of the Committee.

The Company Secretary, or their nominee, shall act as the Secretary of the Committee and provide all necessary support in the form of recording minutes and ensuring that the Committee receives relevant information and papers in a timely manner to enable full and proper consideration of the relevant issues.

3. Meetings

The Committee shall meet at least four times a year and otherwise as required.

Meetings of the Committee shall be called by the Secretary at the request of the Committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member and any other person required to attend, no later than 5 working days prior to the date of the meeting.

The quorum necessary for the transaction of business shall be any two members of the Committee, one of whom shall act as the Committee Chair.

Each member attending the meeting shall have one vote. If a member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting. Except where they have a personal interest, the Committee Chair shall have a casting vote.

The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Draft minutes of meetings shall be circulated promptly. Once approved by the Committee, minutes shall be made available online in the Board Resource Centre unless in the opinion of the Committee Chair it would be inappropriate to do so.

A resolution in writing and signed by all members will be as effective as a resolution passed at a Committee meeting. Any written resolution shall be tabled and noted at the next Committee meeting.

4. Engagement with Shareholders

The Committee Chair shall attend the Annual General Meeting of the Company and shall answer any questions on the Committee's activities.

The Committee Chair will seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

5. Duties

The Committee shall keep abreast of external remuneration trends and market conditions, in addition to the Company's wider workforce remuneration and related policies so that this information can be taken into account when setting remuneration policy. In undertaking its duties, the Committee shall:

- **Remuneration Policy and Power to Determine Remuneration**

On behalf of the Board, determine the policy for executive director remuneration and set remuneration for the Company Chair, executive directors and senior management¹ in accordance with the Principles and Provisions of the UK Corporate Governance Code.

Establish remuneration schemes that promote long-term shareholding by executive directors, enabling alignment with 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.

Design remuneration policies and practices 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 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.

In determining the executive remuneration policy and practices, consider simplicity, clarity, risk, predictability, proportionality and alignment to culture, in addition to the choice of financial, non-financial and strategic measures.

¹ "Senior management" means the first layer of management below the Board, including the Company Secretary.

The Committee shall exercise independent judgement and discretion when determining remuneration outcomes, taking account of Company and individual performance, and wider circumstances.

- **Share Based Remuneration and Bonus Arrangements**

Review and approve the design of, and determine targets for, any performance related annual bonus schemes applicable to the executive directors and senior management and approve the total payments made under such schemes.

Review the design of all share or share-based incentive plans applicable to the executive directors and senior management for approval, where required by the Board and/or shareholders. To include determination and quantum of awards to be made and related granting or vesting of awards.

Consider and approve the application of malus and clawback provisions as appropriate to enable the Company to recover and/or withhold sums or share awards.

- **Pensions**

Review the pension arrangements for the executive directors and ensure their pension contribution rates, or payments in lieu, are aligned with the majority of the workforce.

- **Service Contracts and Severance**

Approve the terms of the service contracts and 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.

- **Workforce Remuneration**

Review workforce remuneration and related policies and alignment of incentives and rewards with culture, taking these into account when setting the remuneration policy.

- **Remuneration Consultants**

Select, appoint and set the terms for any remuneration consultants to advise the Committee. The Committee shall have full authority to obtain reliable, up to date information about remuneration in other companies and to commission any reports or surveys which it deems necessary to help it fulfil its obligations. However, the Committee will avoid designing pay structures based solely on benchmarking to the market.

6. Board Reporting and Recommendations

The Committee Chair shall report to the Board on its activities and how it has discharged its responsibilities after each Committee meeting, making recommendations to the Board as it deems appropriate on any area within its remit.

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 provisions regarding disclosure of information as set out in The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 and the UK Corporate

Governance 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.

7. General Matters

The Committee shall:

- Be provided with appropriate and timely training and briefings, 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 UK Corporate Governance Code and published guidelines or recommendations regarding 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.
- Ensure that a periodic evaluation of the Committee's own performance is carried out.
- At least once a year, review these Terms of Reference to ensure that the Committee is operating at maximum effectiveness, recommending any changes it considers necessary and once approved, ensuring they are publicly available by placing them on the Company's website.

8. Authority

The Board authorises the Committee to obtain, at the Company's reasonable expense, outside legal or other professional advice on matters within its Terms of Reference.

Adopted by Resolution of the Board on 20 January 2021