

STRATEGIC EQUITY CAPITAL PLC

Remuneration Committee – Terms of Reference and Responsibilities

1. Membership and Attendance

- 1.1 The Remuneration Committee shall be appointed by the Board and shall comprise of a Chairman and at least 1 other director.
- 1.2 All members of the Remuneration Committee shall be independent non-executive directors.
- 1.3 The Board shall appoint the Remuneration Committee Chairman who shall be an independent non-executive director. In the absence of the Remuneration Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number present to chair the meeting.

2. Company Secretary

- 2.1 The Company Secretary or their nominee shall act as the Secretary of the Remuneration Committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Remuneration 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 Remuneration Committee.

4. Notice of Meetings

- 4.1 Meetings of the Remuneration Committee shall be convened by the Secretary of the Remuneration Committee at the request of any member.
- 4.2 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 Remuneration Committee, any other person required to attend and all other members of the Board, no fewer than 5 working days prior to the date of the meeting.

5. Minutes of Meetings

- 5.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Remuneration Committee, including recording the names of those present and in attendance.
- 5.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.3 Minutes of Remuneration Committee meetings shall be circulated promptly to all members of the Remuneration Committee and to the Chairman and all other members of the Board.

6. Duties

The Remuneration Committee shall:

- 6.1 determine and agree the framework or broad policy for the remuneration of the Company's Chairman, Audit Committee Chairman and Directors;
- 6.2 in determining policy, take into account all factors which it deems necessary. The objective shall be to ensure that Directors are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
- 6.3 review the ongoing appropriateness and relevance of the remuneration policy;
- 6.4 review, if applicable, the design of any share incentive plans for approval by shareholders;
- 6.5 ensure, if applicable, 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;
- 6.6 within the terms of the agreed policy, determine the total individual remuneration package of each Director, including, if applicable, bonuses and incentive payments ;
- 6.7 in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the revised Code and the UK Listing Authority's Listing Rules and associated guidance;
- 6.8 review and note annually remuneration trends in the industry;
- 6.9 agree the policy for authorising claims for expenses from Directors;
- 6.10 ensure that all provisions regarding disclosure of remuneration, including pensions, as set out in the Directors' Remuneration Report Regulations 2002 and the revised Code are fulfilled; and
- 6.11 be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee; and to procure up-to-date information about remuneration in other comparable companies. The Committee may commission any reports, surveys, legal or other professional advice, which it deems necessary to help it to fulfil its obligations.

7. Responsibilities

- 7.1 The Remuneration Committee shall produce an annual report of the Company's remuneration policy and practices, which will form part of the Company's Annual Report, and ensure each year that it is put to shareholders for approval at the AGM.
- 7.2 The Chairman of the Remuneration Committee will respond to any questions raised by shareholders at the AGM on matters concerning the Remuneration Committee's activities.

8. Frequency of Meetings

- 8.1 The Remuneration Committee will meet once a year to review the Company's remuneration policy and the Remuneration Report, which is required to be prepared under the Directors' Remuneration Report Regulations 2002 and be submitted to shareholders with or as part of the Company's Annual Report for their approval at the AGM.

9. Other

- 9.1 At least once a year the Remuneration Committee shall review its performance, duties and responsibilities to ensure it is operating at maximum effectiveness in respect of its function as the Remuneration Committee and make any changes that it considers necessary.