

POLLEN STREET GROUP LIMITED

("the Company")

Remuneration Committee

Terms of Reference

1. Definitions

- 1.1. Reference to the "**Committee**" shall mean the Remuneration Committee.
- 1.2. Reference to the "**Board**" shall mean the Board of Directors of the Company.
- 1.3. Unless otherwise stated, reference to "**Chair**" shall mean the Chair of the Committee.
- 1.4. Unless otherwise stated reference to "**Secretary**" shall mean the Company Secretary, the Secretary of the Committee.
- 1.5. Unless otherwise stated reference to "**Code**" shall mean the UK Corporate Governance Code 2024.
- 1.6. References to "malus and clawback provisions" shall be interpreted in accordance with Provisions 37 and 38 of the Code.

2. Constitution

- 2.1. The Committee was constituted as a committee of the Board of Pollen Street Group Limited at a full meeting of the Board held on 8 December 2023 in accordance with the articles of association of the Company.
- 2.2. The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference.
- 2.3. The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the company secretary, including, without limitation, the establishment of sub-committees which are to report back to the Committee.

3. Status

- 3.1. These terms of reference were adopted by the Board and The Committee on 29 January 2026

4. Membership

- 4.1. All Committee members shall be independent non-executive directors of the Company. The Chair of the Board can only be a member if they were independent upon appointment. The Committee shall consist of not less than three members. A quorum shall be two members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee.
- 4.2. The Board shall appoint the Chair of the Committee from amongst the independent non-executive directors. The Chair of the Committee must have served on a remuneration Committee for at least 12 months to be eligible for appointment. 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 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 the chair of the Committee.

5. Secretary

- 5.1. The secretary shall act as the secretary of the Committee and will ensure that the Committee received information and papers in a timely manner to enable full and proper consideration to be given to the issues.

6. Attendance at meetings

- 6.1. No one other than the Committee members shall be entitled to attend Committee meetings.
- 6.2. The members of the committee shall, at the beginning of each meeting, declare the existence of any conflicts of interest arising and the secretary of the committee shall minute them accordingly.
- 6.3. However, other individuals such as the Chief Executive, Chief Financial Officer, internal specialists and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary and with the agreement of the Committee chair.

7. Frequency of meetings

- 7.1. Meetings shall be held twice per annum and ad-hoc meetings will be scheduled as required.

8. Notice of meetings

- 8.1. Meetings shall be convened by the secretary of the Committee at the request of any of its members.
- 8.2. 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.

9. Voting

- 9.1. Each Committee member shall have one vote which may be cast on matters considered at the meeting. Questions arising at any meeting shall be determined by a majority vote. Votes can only be cast by members attending a Committee meeting whether in person or by audio or video conference.
- 9.2. Subject to the provisions of the Companies (Guernsey) Law 2008 (Companies Law), and provided that they have disclosed to the other directors in accordance with the Companies Law the nature and extent of any material interest of his, a director notwithstanding their office may be counted in the quorum present at any meeting in relation to any resolution in respect of which they have declared an interest and they may vote thereon. However, no director or senior manager shall be involved in any decisions as to their own remuneration outcome.
- 9.3. The Committee chair shall have a casting vote.
- 9.4. The Committee chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

10. Annual General Meeting and Shareholder Engagement

- 10.1. The Chair of the Committee should attend the annual general meeting to answer shareholder questions on the Committee's activities. In addition, the Chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's area of responsibility.

11. Authority

- 11.1. 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 as it considers necessary.

12. Role

- 12.1. The role of the Committee is to assist the Board to fulfil its responsibility to shareholders to ensure that remuneration policies and practices are designed:
- i. to support strategy and promote long-term sustainable success, with executive remuneration aligned to Company purpose, values and risk appetite, clearly linked to the successful delivery of the Company's long-term strategy; and
 - ii. to reward fairly and responsibly, with a clear link to corporate and individual performance, having regard to statutory and regulatory requirements.

13. Duties and Responsibilities

- 13.1. The Committee should carry out the duties detailed below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate and with regard to its Role. The Committee shall:
- i. have delegated responsibility for determining the policy for directors' remuneration and setting remuneration for the Chair of the Board, executive directors and senior management, in accordance with the principles and provisions of the Code. The remuneration of non-executive directors shall be a matter for the executive members of the Board within the limits set by the Articles of Association, 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.;
 - ii. establish remuneration schemes that promote long-term shareholding by executive directors that support alignment with long-term shareholder interests;
 - iii. when determining remuneration schemes and the remuneration policy, consider the use of discretion to override formulaic outcomes and to recover and / or withhold sums or share awards under appropriate specified circumstances;
 - iv. review the Company's risk appetite and risk-management strategy, ensuring that the remuneration policy is aligned with the Company's risk policies, systems, and long-term strategic goals;
 - v. in determining remuneration policy, take into account all other 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 necessary, having regard to views of shareholders and other stakeholders;
 - vi. consider and, if thought appropriate, engage with the workforce to explain how the remuneration of the executive directors aligns with the Company's wider pay policy;
 - vii. review the ongoing appropriateness and relevance of the remuneration policy to ensure that it is aligned with the Company's purpose, values and risk appetite and the successful delivery of the Company's long-term strategy;
 - viii. within the terms of the agreed policy and in consultation of the Chair of the Committee and / or the Chief Executive, as appropriate, determine the total individual remuneration package of each executive director, the Chair of the Board and senior managers 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;
 - ix. ensure the contractual terms on termination of any executive director, and any proposed payments, are appropriate and fair to both the individual and the Company, and underperformance is not rewarded;
 - x. determine and annually review the Company's malus and clawback arrangements in accordance with the Code, ensuring:
 - the policy sets out the defined circumstances in which malus and clawback may be applied;
 - the minimum period for malus and clawback is clearly stated and justified;

- the annual remuneration report includes a description of the malus and clawback provisions, their operation in the previous financial year and during the prior five-year period, and an explanation where those provisions have been exercised
- xi. 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;
- xii. review the design of all share incentive plans for approval by the Board and, where required, 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 for executive directors and senior managers, and the performance targets used;
- xiii. manage potential conflicts of interest in the process of determining remuneration;
- xiv. review workforce remuneration and related policies; and
- xv. when exercising discretion on remuneration outcomes, the Committee shall consider the Board's annual declaration on the effectiveness of material internal controls made under Provision 29 of the Code, ensuring that incentive outcomes appropriately reflect control performance.

14. Reporting

- 14.1. The Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and how it has discharged the same and shall make recommendations to the Board that it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussions where necessary.
- 14.2. 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, the Code, and any other relevant laws, regulations and codes of practice are fulfilled, and that a report on the directors' remuneration policy and practices is included in the Company's annual report (in accordance with provisions 38 and 41 of the Code) and ensure that it is put to shareholders for approval at the AGM as necessary.
- 14.3. The Committee shall, where there is a significant vote against the remuneration policy or remuneration report (more than 20%), take the necessary actions to understand the reasons for the vote against, and shall publish an explanation of those reasons and outline the steps taken to address the dissent.
- 14.4. 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.
- 14.5. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 14.6. Draft minutes of the Committee meetings shall be circulated to all members of the Committee and, once approved, to all members of the Board unless, exceptionally, it would be inappropriate to do so.
- 14.7. A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting.

15. Other Matters

- 15.1. The Committee shall:
 - i. have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and management for advice and assistance as required;
 - ii. 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;

- iii. give 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; and
- iv. ensure that a periodic evaluation of the Committee's own performance is carried out.

16. Annual Review

- 16.1. The Committee shall annually review its constitution, effectiveness and terms of reference to ensure it is operating at maximum effectiveness and recommend to the Board any changes for approval.

Version History

Version	Date	Description
1.1	January 2024	Adoption of Terms of Reference
1.2	August 2024	Annual review
1.3	January 2026	Annual review