

## SENIOR PLC

### BOARD COMMITTEES – TERMS OF REFERENCE

#### REMUNERATION COMMITTEE

1. Membership

- (i) The Committee shall be appointed by the Board from amongst the non-Executive Directors of the Company and shall consist of not less than two members.
- (ii) The Company Secretary shall be the Secretary of the Committee.

2. Proceedings

The quorum for meetings of the Committee shall be two members and the Committee may meet for the despatch of business, adjourn and otherwise regulate its meetings as it sees fit.

3. Duties

The duties of the Committee shall be:

- (i) to review on a regular basis the remuneration including salary, bonuses, pensions and benefits paid to Executive Directors and to make recommendations to the Board at least annually as to adjustments (if any) to their remuneration.
- (ii) to exercise all the powers of the Board in relation to the operation of the Executive and other Share Option Plans, including the granting of options and the exercise of discretion permitted under the Rules of such Plans.
- (iii) to make recommendations to the Board regarding the granting of options under the Executive and other Share Option Plans.
- (iv) to consider any other items specifically delegated to the Committee by the Board from time to time.