

INFORMA PLC

REMUNERATION COMMITTEE  
TERMS OF REFERENCE

Approved by the Board on 16 December 2021

# Terms of Reference of the Remuneration Committee

*Reference to “the Committee” means the Remuneration Committee; reference to “the Board” means the Board of Directors; references to “the Company” means Informa PLC; references to “the Group” means the Company and its subsidiaries; and references to “the Directors” means the Directors of the Company.*

## 1. Membership

- 1.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Committee Chair. The Committee shall be made up of at least three members, all of whom must be independent Non-Executive Directors. The Chair of the Board may serve on the Committee as an additional member if they were considered independent on appointment.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Chair of the Board, any Executive Director, any other Non-Executive Board member, the Group HR Director, other senior colleagues and external professional advisers may be invited to attend all or part of any meeting as and when appropriate.
- 1.3 Appointments to the Committee shall be for a period of up to three years, which may be extended provided the Director continues to be independent and is re-elected by shareholders.
- 1.4 The Board shall appoint the Committee Chair, who shall be an independent Non-Executive Director who has served on a remuneration committee, either with the Company or elsewhere, for at least 12 months. In the absence of the Committee Chair, the remaining members will appoint one of their number to act as Chair. The Chair of the Board may not be Chair of the Committee.
- 1.5 In the event that a member of the Committee is unable to attend a regular or ad-hoc meeting of the Committee, such member may appoint an independent Non-Executive Director to act as their alternate and attend the meeting in their place. The alternate member shall have the full powers of the appointed member when attending any meeting as their alternate.

## 2. Secretary

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

## 3. Quorum

The quorum shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be authorised to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## 4. Meetings

The Committee shall meet at least twice a year and may be held in person or by telephone or video conference.

## 5. Notice of Meetings

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 provided to each member, and any other attendee as appropriate, in reasonable time before the meeting.

## 6. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated promptly to the Committee Chair and, once agreed, to all members of the Board, unless a conflict of interest exists.

## 7. Shareholder Engagement

The Committee Chair shall attend the Annual General Meeting to answer shareholder questions on the Committee's activities and responsibilities. The Committee Chair shall also engage as required with the Company's principal shareholders about remuneration at any other time during the year.

## 8. Duties

The Committee shall:

- 8.1 determine, and agree with the Board, the framework or broad policy for the remuneration of the Chair of the Board, the Executive Directors and, on the recommendation of the Group Chief Executive, the remuneration policy for senior management. The remuneration of Non-Executive Directors shall be a matter for the Chair of the Board and the Executive Directors only;
- 8.2 in determining such remuneration policies,
  - (i) take into account factors which are deemed necessary or appropriate to promote the long-term success of the Company and to attract, retain and motivate executive management of the quality required to run the Company successfully;
  - (ii) have due regard to any published corporate governance codes, guidelines or recommendation and to the views of shareholders and other stakeholders;
  - (iii) consider the Company's business strategy and risk appetite, taking into consideration how the policies reflect and align with the Company's long-term strategic goals;
  - (iv) review and have regard to the remuneration trends across the Group, especially when determining salary increases, and alignment to the Group's culture;
  - (v) consider where and how to position the Company relative to its peers;
  - (vi) review the on-going appropriateness and relevance of the remuneration policy. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance;
- 8.3 set the remuneration of the Chair of the Board, ensuring that it reflects the time commitment and responsibilities of the role;
- 8.4 within the terms of the agreed policy, and in consultation with the Chair of the Board (in relation to the Group Chief Executive) and the Group Chief Executive (in relation to other senior management), approve the total individual remuneration package of each Executive Director and member of senior management including bonuses, incentive payments and share options or other share awards;
- 8.5 approve the terms of service contracts for Executive Directors and any material amendments to those contracts, ensuring that any notice period does not exceed 12 months;
- 8.6 determine the policy for, and scope of, pension arrangements for each Executive Director and members of senior management, including payments in lieu, taking into consideration those available to the wider workforce;
- 8.7 ensure that no Executive Director or member of senior management is involved in any decision relating to their own remuneration;
- 8.8 approve the design of, and determine targets for, any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;
- 8.9 review the design of all share incentive plans for approval by the Board and 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 to Executive Directors, the Company Secretary and other designated senior executives and the performance targets to be used;
- 8.10 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;
- 8.11 monitor progress against the approved shareholding requirements for Executive Directors and Senior Executives;
  - 8.12 determine post-employment shareholding requirements for Executive Directors;
  - 8.13 oversee any major changes in benefits structures for Colleagues throughout the Group;
  - 8.14 agree the policy for authorising the expenses of Chair of the Board and Executive Directors;
  - 8.15 ensure that all provisions regarding disclosure of remuneration including pensions, as set out in the Enterprise and Regulatory Reform Act 2013, Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended), The Companies (Miscellaneous Reporting) Regulations 2018 and the UK Corporate Governance Code are fulfilled;
  - 8.16 consult with shareholders following a significant vote against (20% or more) any remuneration resolution put to the Annual General Meeting or General Meeting;
  - 8.17 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee; and
  - 8.18 obtain reliable up to date information about remuneration in other companies. To help it fulfil its obligations, the Committee shall have full authority to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the Board.

## 9. Reporting Responsibilities

- 9.1 The Committee Chair shall report formally to the Board after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall:
  - (i) report annually to shareholders on matters relating to Executive Director remuneration. In preparing the report, the Committee shall include an annual statement by the Committee's Chairman, an annual report on remuneration and, where necessary, the Directors' Remuneration Policy;
  - (ii) ensure that the Directors' Remuneration Policy and annual report on remuneration include the information required to be disclosed by the Companies Act 2006 (including any regulations made under that Act), the UK Corporate Governance Code, the FCA's Listing Rules, The Companies (Miscellaneous Reporting) Regulations 2018 and any other relevant statutory, regulatory or governance codes;
  - (iii) report annually to shareholders on workforce and stakeholder engagement on remuneration matters and the impact on executive remuneration;
  - (iv) submit the Directors' Remuneration Policy to a binding vote of shareholders every three years, in any year in which there is a change to the policy, if shareholder approval was not obtained when last submitted and if majority shareholder approval was not achieved on the last submitted annual remuneration report; and,
  - (v) submit the annual report on remuneration for an advisory vote by shareholders at the Annual General Meeting each year.
- 9.4 If the Committee has appointed remuneration consultants, the annual report should identify such consultants and state whether they have any other connection with the Company.

## 10. Other

The Committee shall

- 10.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- 10.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules as well as guidelines published by the Association of British Insurers and the National Association of Pension Funds and any other applicable rules, as appropriate; and
- 10.4 annually review its terms of reference, recommending any changes to the Board, and evaluate its own membership, effectiveness and performance.

## 11. Authority

In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice, including the advice of independent remuneration consultants on any matters within its terms of reference.