

Terms of Reference

Elixirr International plc



Remuneration Committee

June 2025



Terms of Reference

Remuneration Committee

1 Constitution of the Remuneration Committee

- 1.1 The remuneration committee (the "**Committee**") was constituted at a full meeting of the board of directors (the "**Board**") of Elixirr International plc (the "**Company**") held on 3 July 2020 and in accordance with the articles of association of the Company.
- 1.2 These revised terms of reference have been adopted by the Company conditional upon the admission of the Company's issued share capital to listing in the equity shares (commercial companies) category of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities.

2 Membership

- 2.1 The Committee shall comprise at least three members, all of whom shall be independent (for the purposes of the UK Corporate Governance Code, published by the Financial Reporting Council in January 2024, as amended from time to time (the "**Code**")) ("**Independent**") non-executive directors. The chair of the Board may also serve on the Committee as an additional member if he or she was considered Independent on appointment as chair. 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 (the "**Committee Chair**").
- 2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the chief executive, the head of human resources and external advisers (including, but not limited to, remuneration consultants) may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 2.3 Appointments to the Committee shall be for a period of up to three years extendable by no more than two additional three year periods, so long as members (other than the chair of the Board, if he or she is a member of the Committee) continue to be Independent.
- 2.4 The Board shall appoint the Committee Chair who shall be an Independent non-executive director and who should have served on a remuneration committee for at least 12 months. In the absence of the Committee Chair 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. Unless otherwise determined by the Committee, the chair of the Board shall not be the Committee Chair.

3 Secretary

The company secretary or their nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4 Quorum

The quorum necessary for the transaction of business shall be two.

5 Frequency of meetings

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

6 Notice of meetings

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair.
- 6.2 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 Committee, any other person required to attend and all other non-executive directors, 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.

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- 6.3 Meetings of the Committee may be conducted when the members are physically present or in the form of either a video or audio conference.

7 Minutes of meetings

- 7.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.
- 7.3 Final signed copies of the minutes of the meetings of the Committee should be maintained for the Company's records, in hard and soft copy where possible.

8 Engagement with shareholders

The Committee Chair should attend the annual general meeting (the **"AGM"**) to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with its principal shareholders on significant matters related to the Committee's areas of responsibility.

9 Duties

- 9.1 The Committee should carry out the duties detailed below for the parent company, major subsidiary undertakings and the group (the **"Group"**), as appropriate.
- 9.2 The Committee shall:
- (a) have delegated responsibility for determining the policy for directors' remuneration and setting remuneration for the Company's Chair and executive directors and senior management, including the company secretary, in accordance with the Principles and Provisions of the Code. The Board itself 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. No director or senior manager shall be involved in any decisions as to their own remuneration;
 - (b) establish remuneration schemes that promote long-term shareholding by executive directors that support alignment with long-term shareholder interests, with share awards subject to appropriate vesting and holding periods;
 - (c) 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 long-term 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 such policy, take into account all 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 is necessary, having regard to views of shareholders and other stakeholders. The remuneration policy should have regard to the risk appetite of the Company and alignment to the Company's long strategic term goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Company;
 - (d) when setting remuneration policy for directors, review and have regard to pay and employment conditions across the Company or the Group, especially when determining annual salary increases;
 - (e) review the on-going appropriateness and relevance of the remuneration policy;

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- (f) within the terms of the agreed policy and in consultation with the chair of the Board and/or chief executive, as appropriate, determine the total individual remuneration package of each executive director, the chair of the Board and other designated senior executives 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 judgment and discretion when determining remuneration awards, taking account of company and individual performance and wider circumstances;
- (g) obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations the Committee shall 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 but within any budgetary restraints imposed by the Board;
- (h) be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee. However, the Committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants;
- (i) 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;
- (j) 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 and the performance targets to be used;
- (k) determine the policy for, and scope of, pension arrangements for each executive director;
- (l) 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;
- (m) oversee any major changes in employee benefits structures throughout the Company or the Group;
- (n) agree the policy for authorising claims for expenses from the directors; and
- (o) work and liaise as necessary with all other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

10 Reporting responsibilities

10.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.

10.3 The Committee shall ensure that provisions regarding disclosure of information, including pensions, as set out in The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 and the Code, are fulfilled and produce a report of the Company's remuneration policy and practices to be included in the Company's annual report and ensure each year that it is put to shareholders for approval at the AGM. If the Committee has appointed remuneration consultants, the annual report of the Company's remuneration policy should identify such consultants and state whether they have any other connection with the Company.

10.4 Through the chair of the Board, the Committee shall ensure that the Company maintains contact as required with its principal shareholders about remuneration.

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11 Committee performance

- 11.1 The Committee should arrange for periodic reviews of its own procedures, performance, constitution and terms of reference annually in order to ensure that it continues to operate effectively.
- 11.2 The Committee will submit the results of such periodic reviews to the Board. Any changes that it considers necessary should be put before the Board for approval.

12 Other matters

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
- (b) 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;
- (c) give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/non listed companies and formation and operation of share schemes including but not limited to the provisions of the Code, the requirements of the UK Listing Rules, the Prospectus Regulation Rules and the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority and any other applicable rules, as appropriate; and
- (d) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13 Authority

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.

**Amended and approved by the Board:
June 2025**

