



---

## Remuneration Committee Terms of Reference

The “**Group**” shall mean TP ICAP plc (the “**Company**”) and its subsidiaries (each subsidiary individually to be referred to as a “**Legal Entity**”). The “**Board**” shall mean the Board of Directors of the Company.

---

### 1. Membership

- 1.1. Members of the Remuneration Committee (the “**Committee**”) shall be appointed from time to time by the Board on the recommendation of the Nominations and Governance Committee and shall consist of not less than three members. All members shall be independent Non-executive Directors. In addition, the Chairman of the Board may be a member of the Committee provided he or she was considered independent at the time of appointment as Chairman. The Chairman of the Board may not be the Committee Chairman. At least one member shall have recent relevant remuneration committee experience.
- 1.2. The chairman of the Committee (the “**Committee Chairman**”) who shall be an independent Non-executive Director, shall be appointed from time to time by the Board. In case of the temporary absence of the Committee Chairman, one of the Committee members nominated by the Committee Chairman or elected by the other members of the Committee shall act as Committee Chairman. Before appointment, the Committee Chairman should have at least twelve months experience of serving on a remuneration committee. Where at any meeting of the Committee an equal number of votes have been cast for and against any resolution, the Committee Chairman shall be entitled to a casting vote.
- 1.3. The quorum shall be any two members.
- 1.4. Members of the Committee shall be identified in the Company's Annual Report.
- 1.5. No individual shall be involved in any decisions as to their personal remuneration.

---

### 2. Secretary

- 2.1 The Secretary of the Committee shall be the Group Company Secretary or their nominated alternate, as appointed from time to time by the Committee.



- 2.2 The Secretary of the Committee shall:
- 2.2.1 ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues;
  - 2.2.2 ascertain at the beginning of each meeting if any conflict of interest exists and minute it accordingly; and
  - 2.2.3 minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance and key discussion and action points. The minutes of the meeting will be approved by the Committee Chairman and circulated promptly to all members of the Committee.

---

### **3. Authority of the Committee**

- 3.1 The Committee is a committee of the Board from which it derives its authority and to which it regularly reports.
- 3.2 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

---

### **4. Attendance at meetings**

- 4.1 No-one other than the Committee Chairman, members, and other Non-executive Directors are entitled to be present at meetings of the Committee. The Chief Executive Officer, Group Head of Human Resources, Group Head of Reward and external advisors will normally attend all or part of the meetings as appropriate. Other members of the Executive and the UK Regulated Entity Remuneration Committee Chairs may be invited to attend all or part of any meeting as and when appropriate and necessary.

---

### **5. Frequency of meetings**

- 5.1 Meetings of the Committee shall be held as required, but not less than two times a year.
- 5.2 The Committee Chairman may request a meeting of the Committee at any time outside the normal schedule of meetings if they feel this to be necessary.

---

**6. Purpose of the Committee**

- 6.1 The Committee is responsible for supporting the Board in discharging its responsibilities for remuneration and related matters as outlined in point 7. "Duties and Responsibilities of the Committee".

---

**7. Duties and Responsibilities of the Committee**

- 7.1 The Committee, giving full consideration to the principles of good governance, and specifically the code of best practice in the UK Corporate Governance Code 2018, the statement of Directors' Duties set out in Sections 171-177 of the Companies Act 2006 and the FCA Remuneration Code, shall be responsible on behalf of the Board for developing and maintaining formal and transparent policies on remuneration for the Group's workforce that are aligned with the Group's culture, the framework in which that policy is applied, and its cost.
- 7.2 The Committee will periodically review remuneration policies to ensure that they continue to be compliant with the relevant corporate governance and regulatory requirements, including the FCA Remuneration Code.
- 7.3 In particular, the Committee shall:-
- 7.3.1 review and recommend the Group's remuneration policies to the Board, and:-
    - (i) determine the application of the policies to the Executive Directors;
    - (ii) ensure that remuneration policies have regard to the risk appetite of the Company and are aligned to the Company's long-term strategic goals; and
    - (iii) review the application of the policies to brokers, employees engaged in control functions, and other employees including compliance with the FCA Remuneration Code;
  - 7.3.2 ensure that the implementation of the Group's remuneration policies is subject to review;
  - 7.3.3 review the ongoing appropriateness and relevance of the remuneration policies and consult with significant shareholders as appropriate;
  - 7.3.4 consider the relationship between incentives and risk including review of the Enterprise Risk Management Framework ("**ERMF**") to assess risks which may be affected by remuneration policies;

consult with the Board Risk Committee on matters as required by the ERMF, Risk Management Policies and other policies in place; and work with, but not be bound by, the Board Risk Committee to ensure that risk and risk appetite are properly considered in setting remuneration policy;

- 7.3.5 review wider workforce pay and consider the mechanisms for explaining to the workforce how executive pay and any related policies are aligned with the wider workforce remuneration;
- 7.3.6 keep under review the Group's gender and ethnic pay gaps, and oversee the implementation of actions identified as being required;
- 7.3.7 ensure that the remuneration of each Executive Director is set in accordance with the most recent remuneration policy to have been approved by shareholders in accordance with the Companies Act 2006 (the "**Approved Policy**") and:-
  - (i) set the specific remuneration packages for each of the Executive Directors, and the Chairman of the Board, members of senior management and the Company Secretary, including pension rights and all benefits whether in cash or in kind, fixed for a term or performance related, immediate or deferred;
  - (ii) approve any variation of the specific remuneration packages for any of the Executive Directors;
  - (iii) approve the terms and authorise the execution of any relevant documentation;
  - (iv) consider wider workforce pay when setting executive pay and ensure that the pension contributions of Executive Directors are aligned with those available to the wider workforce;
  - (v) determine, on the basis of the principles set out in 6.1 and in accordance with the Approved Policy, any compensation payments to be made to any Executive Director on the termination or variation of his or her employment, ensuring that failure and/or poor performance is not rewarded and that the duty to mitigate loss is recognised;
- 7.3.8 determine and approve the rules of any new employee share scheme or other equity based long term incentive programme or recommend any changes to such rules;

- 7.3.9 determine and approve the rules of any new performance-related pay schemes and approve the total annual payments made under such schemes;
- 7.3.10 review and approve the total incentive pools for all non-broking employees but not on an individual basis, save with respect to the senior management population (see 7.3.11);
- 7.3.11 review and approve, after consultation with the Chief Executive Officer, the level and structure of remuneration for senior management, with consideration for ensuring risk management and conduct events are reflected in remuneration outcomes. The definition of "**senior management**" for this purpose includes those members of the Executive Committee (other than the Executive Directors), and the first layer of management below that level;
- 7.3.12 as part of the review in 7.3.4 and 7.3.9 above, review and approve the level and structure of remuneration for the heads of control functions, with consideration for ensuring risk management and conduct events are reflected in remuneration outcomes;
- 7.3.13 on the basis of the principles set out in 7.1 (and where relevant in accordance with the Approved Policy), in relation to the Company's incentive schemes including share options and other awards on each occasion on which options or awards are granted:-
- (i) set the performance criteria to be applied to those options or awards, determine the extent to which such performance targets have been satisfied and decide if the exercise of discretion is required to override performance outcomes if this is considered appropriate;
  - (ii) determine the allocation of options or awards to Executive Directors;
  - (iii) set the allocation of options or awards to senior management; and
  - (iv) approve the terms and authorise the execution of any relevant documentation;
- 7.3.14 keep under review a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares;
- 7.3.15 exercise any discretion specified in the rules of the plans and generally oversee their administration;

- 7.3.16 determine the circumstances in which it is appropriate to apply malus and/or clawback;
- 7.3.17 advise, and where appropriate, make recommendations to the Board:
- (i) as to developments in best practice relating to the remuneration of all employees;
  - (ii) on the basis of those developments to recommend appropriate changes to the authority of the Committee; and
  - (iii) investigate and report and/or make recommendations regarding, any matter in any way connected with the matters which the Committee is to determine or on which it is to advise, or which is referred to the Committee by the Board; and
- 7.3.18 the Committee shall not determine the remuneration of any Non-executive Director, other than the Chairman of the Board.
- 7.4 In relation to the TP ICAP UK Regulated Entities (“**UKREs**”) the Committee shall:
- 7.4.1 make recommendations to the UKRE Remuneration Committees as appropriate, including regarding the total incentive pools for all non-broking employees, and the level of structure of remuneration and the Company’s incentive schemes for the UKREs’ relevant Senior Management Functions, FCA Remuneration Code Staff, brokers, and employees engaged in control functions; and
- 7.4.2 determine the remuneration of any independent Non-executive Director of the UKREs.

---

## **8. Reporting Procedures**

- 8.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 A note of the decisions of the Committee signed by the Committee Chairman shall be a sufficient record and conclusive evidence of the validity of the Committee's decisions.
- 8.3 The Secretary of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Board as appropriate.



- 8.4 The Committee Chairman shall attend each AGM and shall be available to answer questions raised by shareholders at the AGM.
- 8.5 The Committee shall review and approve the Report on Directors' Remuneration including all disclosures required under the relevant legislation, codes, guidance and rules.

---

**9. Procedural and Other Matters**

- 9.1 Where these terms of reference contemplate the Committee taking decisions or making recommendations applicable to any UKRE it should be read as decisions and/or recommendations from a whole Group perspective and subject to the relevant UKRE Boards and relevant committees exercising their own independent judgment about the interests of and regulatory compliance by that UKRE.
- 9.2 The Committee shall arrange for the periodic reviews of its own performance and at least annually, review its own performance and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.
- 9.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required.
- 9.4 The Committee is authorised to obtain all necessary information from within the Company and shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- 9.5 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- 9.6 The Committee shall consult the Chairman of the Board and/or the Chief Executive Officer, as appropriate, about its proposals relating to the remuneration of individuals within its scope (other than the Chairman of the Board and Chief Executive Officer).
- 9.7 The Committee shall 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.

Approved on 30 July 2020