

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

References to the "RC" shall mean the Remuneration Committee. References to the "Board" shall mean the full Board of Directors of Concurrent Technologies Plc. References to "CORC" shall mean the Chair of the Remuneration Committee.

1 Membership

- 1.1. Members of the RC shall be appointed by the Board, in consultation with the Nomination Committee and the CORC. The RC shall be made up of at least two members, all of whom are independent non-Executive Directors.
- 1.2. Only members of the RC have the right to attend RC meetings. However, other individuals such as but not limited to the Chief Executive and/or external advisers may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3. Appointments to the RC shall be for a period of up to three years, which may be extended for no more than two additional three-year periods, provided that there continues to be at least two independent non-Executive Directors on the RC.
- 1.4. The Board shall appoint the CORC who shall be an independent non-Executive Director. In the absence of the CORC, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board may also serve on the Committee as an additional member, but not chair the Committee, if they were considered independent on appointment as Chair. The CORC shall not be the Chair of the Board.
- 1.5. The Board may determine that an additional fee is payable to the CORC for their services.

2 Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the RC.

3 Quorum

- 3.1. The quorum necessary for the transaction of business shall be two. A duly convened meeting of the RC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the RC.

4 Meetings

- 4.1. The RC shall meet at least once a year and at such other times as the CORC shall require.
- 4.2. Meetings of the RC shall be summoned by the Secretary of the RC at the request of any of its members.
- 4.3. 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 RC, any other person required to attend and all other non-Executive Directors, no later than 3 working days prior to the date of the meeting. Supporting papers shall be sent to RC members and to other attendees as appropriate, at the same time if possible and, if not possible, with reasonable time for review prior to the meeting.
- 4.4. Notice, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

5 Minutes of meetings

- 5.1. The Secretary shall minute the proceedings and resolutions of all RC meetings, including the names of those present and in attendance.

- 5.2. Draft minutes of RC meetings shall be circulated to all members of the RC. Once approved, the minutes of each meeting will be circulated to all other members of the Board, unless, in the opinion of the CORC, it would be inappropriate to do so.
- 5.3. The CORC shall report to the Board on its procedures after each meeting on all matters within its duties and responsibilities.

6 Annual General Meeting (AGM)

- 6.1. The CORC shall attend the Annual General Meeting prepared to respond to any shareholder questions on the RC's activities.

7 Duties

- 7.1. For the approval by the Board, the RC shall:
 - 7.1.1 determine and agree with the Board the framework or broad policy for the remuneration of the Company's Chair (whether such role is Executive or non-Executive) and the Executive Directors, including pension rights and compensation payments;
 - 7.1.2 recommend and monitor the structure and level of remuneration for senior management;
 - 7.1.3 take into account all factors which it deems necessary including relevant legal and regulatory requirements and the provisions and recommendations of relevant guidance. The objective of such policy shall be to attract, retain and motivate the executive management of the Company subject to performance and affordability. The policy shall bear in mind the Company's appetite for risk and be aligned to the Company's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and be designed to promote the long term success of the Company;
 - 7.1.4 have regard to the pay and employment conditions across the Company, especially when determining salary increases;
 - 7.1.5 review the design of, and proposed targets for any share incentive (or similar) plans for approval by the Board and shareholders. For any such plans, once approved, determine each year whether awards will be made and, if so, the overall amount of such awards and the individual awards to Executive Directors and other senior executives and the performance targets to be used;
 - 7.1.6 determine the policy for, and scope of, pension arrangements for each Executive Director and other senior executives;
 - 7.1.7 review for ongoing appropriateness, relevance and general compliance the Company's policies on remuneration, recruitment, training and development and succession planning from time to time as instructed by the Board;
 - 7.1.8 within the terms of the agreed policy and in liaison with the Chair and/or Chief Executive as appropriate, determine the total individual remuneration package of each Executive Director and other senior executives including bonuses, incentive payments and share options or other share awards, and relocation packages and other emoluments;
 - 7.1.9 review the framework of contractual terms for Directors and senior employees, and any material changes negotiated thereto, to ensure that contractual terms applicable 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;

- 7.1.10 liaise with the Chair or Chief Executive as appropriate, in the event of the proposed termination of employment of an Executive Director or other senior executive and the terms thereof;
 - 7.1.11 approve any major changes in employee benefits structures throughout the Company or group;
 - 7.1.12 ensure that all provisions regarding disclosure of remuneration including pensions, as set out in the QCA Corporate Governance Code are fulfilled;
 - 7.1.13 approve any share reward or savings schemes proposed for employees other than as defined above;
 - 7.1.14 agree the policy for authorising claims for expenses from the directors;
 - 7.1.15 be ultimately responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the RC; and
 - 7.1.16 obtain reliable, up-to-date information about remuneration in other companies of comparable scale. The Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary to help it fulfil its obligations within any budgetary restraints imposed by the Board.
- 7.2. The remuneration of non-Executive Directors shall be a matter for the Chair and Executive members of the Board.
 - 7.3. No Director or senior manager shall be involved in any decisions as to their own remuneration.

8 Reporting Responsibilities

- 8.1. The CORC shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2. The RC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.3. The RC shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's annual report and ensure each year. The remuneration report and remuneration policy will ordinarily be put to separate advisory shareholder votes at the AGM. New or significant amendments to existing share plans or long terms incentive plans will be put to a shareholder vote.
- 8.4. The Committee shall ensure that provisions regarding disclosure of information, including pensions, as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and the QCA Corporate Governance Code, are fulfilled and produce a report of the Company's remuneration policy and practices to be included in the Company's annual report. 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.

9 Other matters

- 9.1. The RC shall arrange for periodic reviews of its own performance and every three years on 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. In conducting its review, the RC shall solicit the views of all Board members.

- 9.2. The RC shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required and 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.
- 9.3. The Committee shall 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 plans as appropriate.

10 Authority

- 10.1. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 10.2. If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 10.3. Save where they have a personal interest, the CORC will have a casting vote.
- 10.4. The RC is authorised by the Board to seek any information it requires from any employee or director of the Company to perform its duties, and all such employees or directors will be directed to co-operate with any request made by the RC.
- 10.5. In connection with its duties the RC is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, any outside legal or other professional advice on any matter within its terms of reference, liaising with the Board on the scope and budget..
- 10.6. Through the Chair of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.
- 10.7. The Committee shall make available these terms of reference to shareholders and include the information on the Company's website.

8 May 2025