

LENDINVEST PLC

(the “Company”)

Remuneration Committee: Terms of Reference

Approved by the Board: 25 November 2022

1. Constitution

The Remuneration Committee (“Committee”) was constituted at a meeting of the board of directors of the Company (the “Board”) on 25 June 2021.

2. Membership

- 2.1 The members of the Committee will be appointed by the Board on the recommendation of the Nomination Committee in consultation with the chair of the Committee (the “Chair”). All members of the Committee must be independent non-executive directors. If the Board decides that a member of the Committee is no longer independent, that member will cease to be a member of the Committee. The chair of the Board may also serve on the Committee as an additional member if they were considered independent on appointment as chair but cannot be the Chair.
- 2.2 The Committee will have at least three members.
- 2.3 Only members of the Committee, together with any person(s) granted observer rights by the Board, have the right to attend Committee meetings. Other individuals, such as the Chief Executive Officer, the head of human resources and external advisers, may be invited to attend all or part of any meeting as and when appropriate.
- 2.4 Appointments to the Committee will be for a period of up to three years, extendable by no more than two additional three year periods, provided members continue to be independent.
- 2.5 The Board will appoint the Chair. In the absence of the Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.

3. Secretary

The Company Secretary, or their nominee, shall act as the secretary of the Committee (the “Secretary”) and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4. Quorum

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

5. Frequency

The Committee will meet at least twice a year and otherwise as required. The Committee may hold meetings at a physical place or by means of any electronic facility (or both in respect of the same meeting).

6. **Notice of Meetings**

- 6.1 Meetings of the Committee will be convened by the Secretary at the request of the Chair or any of its members.
- 6.2 Unless otherwise agreed by its members, notice of each meeting confirming the venue (if relevant), the electronic facility to be used for the meeting (if applicable), time and date, together with an agenda of items to be discussed, will be forwarded to each member (and any other person required to attend) no later than five working days before the date of the meeting. Any supporting papers will be sent to each member and to other attendees (as appropriate) at the same time.
- 6.3 Notice, agendas and supporting papers can be sent in electronic form.

7. **Minutes of Meetings**

- 7.1 The Secretary will minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- 7.2 The Secretary will ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, minutes will be circulated to all other members of the Board, unless, exceptionally, the Chair thinks it would be inappropriate to do so.
- 7.4 Final signed copies (including electronically signed) of the minutes of each meeting should be maintained for the Company's records.

8. **Annual General Meeting and Engagement with Shareholders**

The Chair of the Committee will attend the Company's Annual General Meeting prepared to answer any questions from shareholders on the Committee's activities and responsibilities. In addition, the Chair should seek engagement with shareholders on significant matters related to the Committees' activities and responsibilities.

9. **Duties**

The Committee will carry out the duties below:

- (A) determine and agree with the Board the framework or broad policy for the remuneration of the Company's chair (where executive) and the executive directors. No director or manager will be involved in any decisions as to their own remuneration;
- (B) the remuneration of non-executive directors, including the Company's chair if non-executive, will be decided by the Board or the shareholders (within the limits set in the articles of association);
- (C) in determining remuneration policy, take into account all other factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the relevant corporate governance 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;

- (D) review the ongoing appropriateness and relevance of the directors' remuneration policy; and where applicable, approve substantive changes to Executive Committee ("ExCo") remuneration arrangements meeting the following thresholds:
- salary increases of more than £50k;
 - for new ExCo roles where the salary is over £200k; or
 - for replacement roles when the proposed salary is 10% above the leaver's salary.
- (E) approve the design of, and determine targets for, any performance-related pay schemes operated by the Company and approve the total annual payments to be made under those schemes;
- (F) determine the policy for, and scope of, pension arrangements for each executive director and other senior executives;
- (G) ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company and that they reflect the principles that poor performance should not be rewarded and departing directors should be obliged to mitigate loss;
- (H) within the terms of the agreed remuneration policy, determine the total individual remuneration package of the Company's chair and each executive director including, where appropriate, bonuses, incentive payments and share options or other share awards;
- (I) review the design of all share incentive plans for approval by the Board and/or shareholders and determine each year whether awards will be made and, if so, the terms, performance targets and maximum value of such individual awards;
- (J) co-ordinate closely with the Nomination Committee in relation to the remuneration to be offered to any new executive director;
- (K) review workforce remuneration and related policies;
- (L) oversee any major changes in employee benefit structures;
- (M) agree the policy for authorising claims for expenses from the directors; and
- (N) be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.

10. **Reporting Responsibilities**

- 10.1 The Chair will report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee will make whatever recommendations to the Board it considers appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee will prepare a report of the Company's remuneration policy and practices to be included in the Company's annual report and ensure that it is put to shareholders for an advisory vote at the Company's Annual General Meeting.

11. **Other Matters**

The Committee will:

- (A) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and 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 ongoing basis for all members;
- (C) give due consideration to all relevant laws and regulations, the provisions of the relevant corporate governance code and published guidance, the requirements of the AIM Rules for Companies, the Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;
- (D) oversee any investigation of activities which are within its terms of reference;
- (E) work and liaise as necessary with all other Board committees;
- (F) ensure that a periodic evaluation (at least once a year) of the Committee's performance is carried out; and
- (G) at least once a year, 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.

12. **Authority**

The Committee is authorised by the Board to:

- (A) undertake any activity within its terms of reference;
- (B) seek any information it requires from any employee, contractor, consultant or other provider of services to the Company to perform its duties, and call any such person to be questioned at a meeting of the Committee as and when required;
- (C) obtain, at the Company's expense, independent legal or other professional advice on any matters it believes it necessary to do so, including the advice of the Company's nominated adviser from time to time; and
- (D) appoint (at the Company's expense) external remuneration consultants to advise the Committee. It can also commission or purchase any reports, surveys or other information which it deems necessary to assist it in complying with its duties.