

Supply@ME Capital PLC (the “company”)

Remuneration committee terms of reference

20 March, 2020

1. Constitution

The Remuneration Committee (the “**Committee**”) was constituted by resolution of the board of directors of the Company (the “**Board**”) on Tuesday 3 March 2020 in accordance with the articles of association of the Company.

2. Duties and terms of reference

- 2.1. The duties of the Committee shall be to determine and agree with the Board the framework or broad policy for the remuneration of the Company’s Chief Executive, Chairman, the executive directors, the Company secretary and such other members of the executive management as it is designated to consider. The remuneration of non-executive directors shall be a matter for the Chairman and the executive members of the Board. No director or manager shall be involved in any decisions as to their own remuneration.
- 2.2. In determining such policy, the Committee shall 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 the policy shall be to ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company.
- 2.3. The Committee shall always have in mind the remuneration trends across the Company or group, and shall review the on-going appropriateness and relevance of the remuneration policy.
- 2.4. The Committee shall 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.
- 2.5. The Committee shall review the Company’s arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
- 2.6. The Committee shall review the design and implementation of all share incentive plans for approval by the Board and shareholders. This will include determining each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors and other senior executives and the performance targets to be used.
- 2.7. The Committee shall determine the policy for, and scope of, pension arrangements for each executive director and other senior executives.
- 2.8. The Committee shall 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.

- 2.9. Within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive as appropriate, the Committee shall determine the total individual remuneration package of the chairman, each executive director, the Company secretary and other senior executives including bonuses, incentive payments and share options or other share awards.
- 2.10. The Committee shall agree the policy for authorising claims for expenses from the directors.
- 2.11. The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee. The Committee shall regularly review the need for any remuneration consultants.
- 2.12. The Committee shall obtain reliable, up-to-date information about remuneration in other companies. 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.

3. Membership

- 3.1. The members of the Committee shall be appointed by the Board. All of the members of the Committee should be independent non-executive directors.
- 3.2. The Committee shall have at least two members. The chairman of the board of directors may also serve on the Committee as an additional member, but not the chair the Committee, if he or she was considered independent on appointment as chairman.
- 3.3. At the date of formation of the Committee, subject to admission of the Company's shares to the Official List, it has been agreed that the members of the Committee will be Susanne Chishti and Enrico Camerinelli and the Committee shall be chaired by Susanne Chishti. A quorum shall be any two members of the Committee. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that any additional appointment must still be an independent non-executive director.
- 3.4. Appointments to the Committee shall be for periods of up to three years, which may be extended for further three-year periods provided the director still meets the criteria for membership of the Committee.

4. Attendance at meetings

- 4.1. The Committee will meet at least twice a year. The Committee may meet at other times during the year as required.
- 4.2. Only members of the Committee have the right to attend Committee meeting but the secretary of the Committee, other directors and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 4.3. The Company secretary or his or her nominee shall be the secretary of the Committee.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be called by the Chairman of the Committee at the request of any of its members or at the request of the external or internal auditors if they consider it necessary.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall 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 shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

6. Voting

- 6.1. 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.
- 6.2. 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.
- 6.3. Subject to item 6.2, the Chairman will have a casting vote.

7. Authority

The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, legal or professional advice on any matter within its terms of reference. A duly convened meeting of the Committee 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 Committee. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

8. Reporting

The proceedings and resolutions of the Committee meetings, including the names of those present and in attendance shall be minuted. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Committee on behalf of the board of directors unless it would be inappropriate to do so.

9. General matters

- 9.1. The chairman of the Committee should make him or herself available at each Annual General Meeting of the company to answer questions concerning the Committee's work.
- 9.2. The recommendations of the Committee minutes must be approved by the Board before they can be implemented.
- 9.3. The Committee shall consider such other matters as may be requested by the Board.