



Remuneration Committee Terms of Reference

Arbuthnot Banking Group PLC

Approved by ABG Board
22 November 2023

ARBUTHNOT BANKING GROUP PLC

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Remuneration Committee

Membership:	Sir Henry Angest Chairman Sir Nigel Boardman Independent Non-Executive Director Sir Alan Yarrow Independent Non-Executive Director Membership of the Remuneration Committee is limited to non-executive directors together with the Group Chairman & CEO.
Secretary:	Nick Jennings Company Secretary
Quorum:	Two members (one of whom must be the Group Chairman & CEO or, should it become necessary to invoke succession planning arrangements, Frederick Angest or any other person named from time to time for these purposes on the ‘HA Succession Planning Document’).
Frequency of Meetings:	At least one meeting a year to approve the salaries and other benefits to be paid to Executive Directors during the forthcoming year; and the fees to be paid to Non-Executive Directors. Additionally, to review ABG’s Remuneration Policy and the ABG Directors’ Remuneration Report. The Committee will also consider the principle of any incentives to be offered to Executive Directors and other members of management in the form of share or phantom options subject to the achievement of specific criteria, as well as pension arrangements taking into account the long-term interests of shareholders, investors and other stakeholders of ABG as well as the public interest, the Arbuthnot Principles, Values and Environmental, Social and Governance pillars. No director shall be involved in any decisions as to his or her own remuneration.
Responsibilities:	The Remuneration Committee has the following core responsibilities: <ul style="list-style-type: none">• Determining non-executive director remuneration, reflecting the time and responsibilities for the role.• Determining the overall remuneration policy and for setting the remuneration of Executive Directors.• Oversight of the Remuneration Policy and its implementation in relation to Arbuthnot Banking Group PLC.• Approving the Directors’ Remuneration Report; any such approval will be implied by inclusion within the Annual Report and Accounts of the Directors’ Remuneration Report.
Delegation:	Delegation to a sub-committee or individual is permitted.
Reporting:	To the Board of Arbuthnot Banking Group PLC.