

Mountview Estates P.L.C.
(the Company)

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

In these Terms of Reference the following terms shall have the following meanings:

Board shall mean the Board of Directors of the Company: and

Committee shall mean the Remuneration Committee.

1 Introduction

These Terms of Reference have been produced to identify and formalise the roles, tasks and responsibilities of the Committee for the Company and its subsidiaries (the **Group**)

2 Membership and Attendance

- 2.1 The Committee shall be appointed by the Board and shall be made up of at least two members, each of whom shall be non-executive directors of the Company.
- 2.2 The Board shall appoint the Committee chairman who shall be a non-executive director. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of their number who would qualify under the Terms of Reference to be appointed to that position by the Board to chair any meeting of the Committee.
- 2.3 Only members of the Committee shall have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer or the Finance Director of the Company may be invited to attend for all or part of any meeting as and when appropriate and necessary.
- 2.4 No member of the board (or of the Committee) shall attend meetings of the Committee where his or her own remuneration arrangements are determined.

3 Quorum

The quorum necessary for the transaction of business shall be two. 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.

4 Frequency of Meetings

The Committee shall meet at least twice a year and at such other times as the chairman of the Committee shall require. Meetings should be organised so that attendance is maximised.

5 Notice of Meetings and Proceedings at Meetings

- 5.1 Meetings of the Committee shall be summoned by the chairman of the Committee at the request of any member of the Committee.
- 5.2 Unless otherwise agreed by all members of the Committee, 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 Committee, any other person required to attend and all other non-executive directors of the Company, no fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
- 5.3 Meetings of the Committee may be conducted when the members are physically present or in the form of either video or audio conferences.

6 Minutes of Meetings

- 6.1 The chairman of the Committee shall minute the proceedings and resolutions of all Committee meetings (including the names of those present and in attendance) and shall ensure the Committee is properly constituted and advised.
- 6.2 The chairman of the Committee should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once approved, to all other members of the Board unless, in the opinion of the Committee chairman, it would be inappropriate to do so.

7 Annual General Meeting

The Chairman of the Committee shall attend the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities.

8 Duties

- 8.1 The Committee shall not decide upon the remuneration of the non-executive directors, which shall be decided upon by the Board in accordance with the limits set out in the constitutional documents of the Company.
- 8.2 The Committee shall:
 - (a) determine and agree with the Board the framework or broad policy for the remuneration of the Chief Executive, the chairman of the Board (if the chairman is an executive

Director), the executive directors and the company secretary. No director shall be involved in any decisions as to his or her own remuneration;

- (b) in determining the remuneration policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance. The objective of such a policy shall be to promote the long-term success of the Company. The remuneration policy shall have regard to the risk appetite of the Company and the alignment to the Company's long-term strategic goals;
- (c) when setting the remuneration policy for directors, review and have regard to the remuneration trends across the Company especially when determining annual salary increases;
- (d) review the ongoing appropriateness and relevance of the remuneration policy;
- (e) within the terms of the agreed policy and in consultation with the chairman of the Board and/or the Chief Executive as appropriate, determine the total individual remuneration package of the chairman, each executive director and the Company secretary including bonuses, incentive payments and share options or other share awards;
- (f) determine the policy for, and scope of, pension arrangements for each executive director;
- (g) 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; and
- (h) oversee any major changes in employee benefits structures throughout the Company.

9 Reporting Responsibilities

- 9.1 The Committee chairman shall report verbally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2 The Committee shall make whatever recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3 The Committee shall produce an annual report of the Committee's remuneration policy and practices to be included in the Company's annual report and ensure each year that it is put to shareholders for approval at the Annual General Meeting.
- 9.4 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company secretary for assistance as required.

9.5 The Committee shall give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate.

10 Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or professional advice on any matters within its terms of reference.

11 Procedure

Subject to the constitutional documents of the Company, the Committee shall determine its own procedures