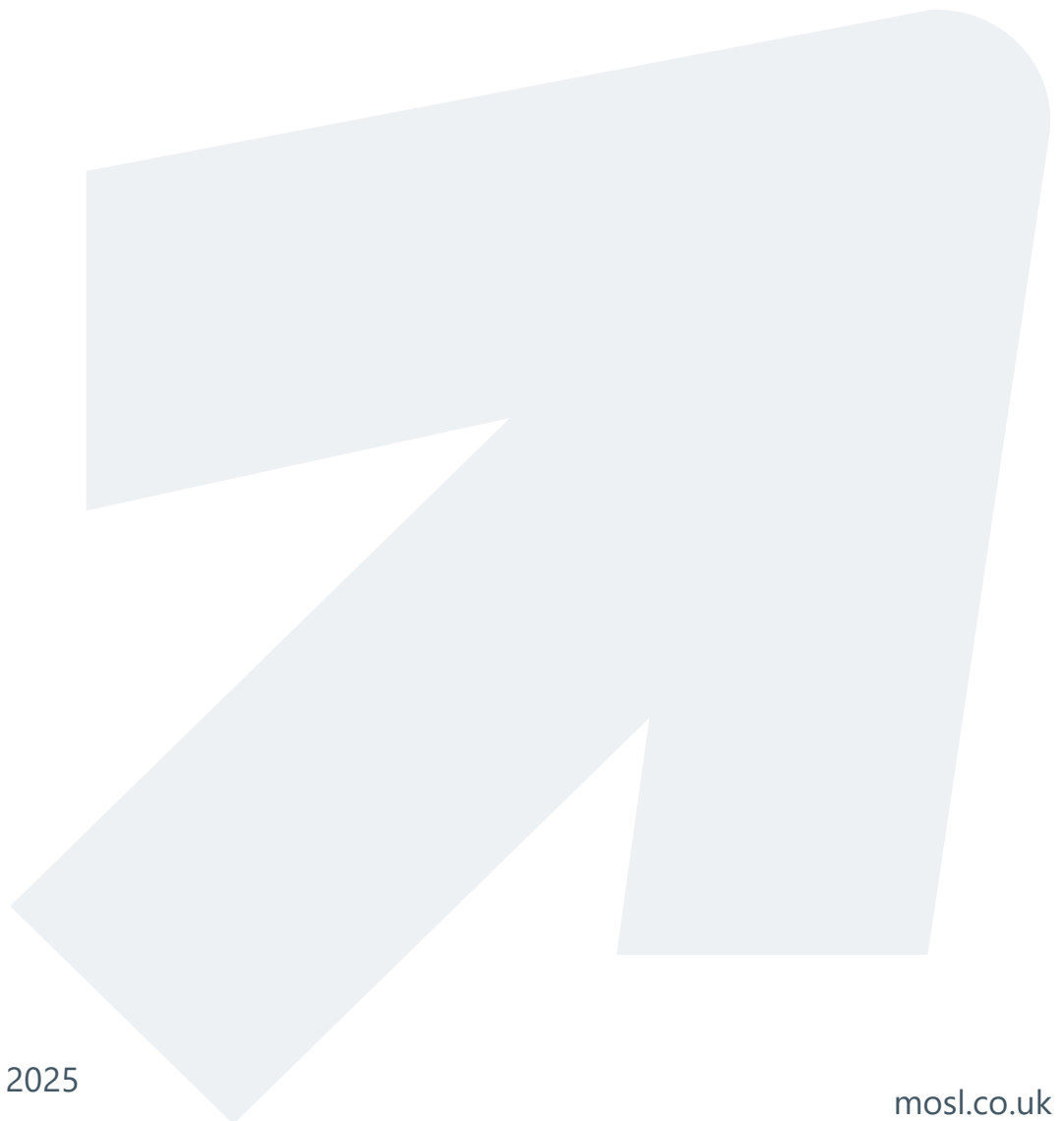


**Market Operator Services Limited
Remuneration Committee
Terms of Reference**



1. Membership

- 1.1 Members of the Committee are appointed by the Board for a period determined by the Board. The Committee is made up of at least two members who are Non-Executive Directors of the company.
- 1.2 With the consent of the Board, the Committee may co-opt one independent member who is not a member of the MOSL Board to broaden its relevant knowledge base, specifically but not exclusively in relation to remuneration and reward packages.
- 1.3 The Chair of the Committee will be appointed by the Board.
- 1.4 The Chair of the Board may not be a member of the Committee but shall routinely be invited to attend each meeting.
- 1.5 If executive directors or members of the Senior Leadership Team (“SLT”) are involved in advising or supporting the Committee, they must advise the Committee of any conflicts of interest given their role in the business.
- 1.6 Appointments to the Committee shall be for a period of up to three years, which may be extended for a further three years, provided the director still meets the criteria for membership.

2. Meetings

- 2.1 Meetings of the Committee shall be called by the Committee Chair.
- 2.2 Meetings shall normally be held at such times as the Committee deems appropriate and typically not less than three times a year. At least one meeting shall be held to prepare and review the directors’ remuneration report.
- 2.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with the agenda, are forwarded to each member of the Committee and any other person required to attend, no later than three working days before the date of the meeting. Supporting papers are sent to Committee members and others as appropriate, at the same time or as soon as practicable thereafter.
- 2.4 Committee members will agree on the yearly meeting cycle dates at the beginning of each financial year, or earlier. Meetings will typically be held virtually, and so dial-in details or videoconferencing facilities will be provided.
- 2.5 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as the Chair of the Board, the CEO, HR personnel and external advisors may be invited to attend for all or part of any meeting as and when appropriate.
- 2.6 Any Board member wishing to attend meetings of the Committee as an observer may do so with the consent of the Committee Chair.
- 2.7 The quorum necessary to transact business is two Board members.
- 2.8 In the absence of the Committee Chair, the remaining Committee members present may elect one of their number to chair the meeting.
- 2.9 The Company Secretary (or their nominee) minutes the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. A suitable MOSL nominee will attend to minute the proceedings for those portions where the Company Secretary has recused themselves from the meeting.
- 2.10 Minutes of Committee meetings are circulated promptly to all Committee members with the agreed Board SLA of 15 Business Days of the meeting.

3. Reporting

- 3.1 The Committee Chair will report to the MOSL Board on its proceedings after each meeting.
- 3.2 The Committee makes whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 3.3 The Committee will feed into the MOSL annual report in relation to the business' remuneration policy and practices.

4. Responsibilities

The duties of the Committee are:

- 4.1 To provide strategic support to the Executive in relation to HR policy, to ensure that reward, incentives, and conditions available to the company's workforce are appropriate. In particular, the remuneration and benefits policy for the SLT to ensure they are provided with appropriate incentives to ensure sustained high performance, are rewarded for their individual and collective contributions to the success of the business.
- 4.2 To provide independent strategic judgement on remuneration policies, processes and practices to ensure that MOSL remunerates in a manner that:
 - 4.2.1 Is fair, responsible, and transparent;
 - 4.2.2 Aligns with best practice;
 - 4.2.3 Ensures that management are provided with appropriate incentives to encourage enhanced performance;
 - 4.2.4 Supports the strategy of the organisation, and
 - 4.2.5 Focuses on an inclusive culture that supports a diverse workforce to strengthen innovation and promote optimal business practices.
- 4.3 To **approve** all elements of remuneration and aspects of financial and non-financial reward that drive behaviour for the SLT, at an individual level as recommended by the CEO, ensuring that they are rewarded for their individual and collective contributions to the success of the business.
- 4.4 To **approve** the Key Performance Indicators related to the short term incentive allocations for the Company and the SLT; and to exercise judgement in reviewing and approving the achievement of these performance indicators utilising its discretion to override formulaic outcomes and/or in unexpected or unforeseen circumstances.
- 4.5 To **oversee and approve** all employee benefits, including but not limited to pension arrangements.
- 4.6 To ensure that all provisions regarding the required disclosure of remuneration, including employee benefits, are fulfilled.
- 4.7 To **approve** the remuneration of the independent members of the Strategic Panel and its committees, as recommended by the Head of People, Risk and Compliance, in conjunction with the Company Secretary, ensuring that this remains competitive whilst balanced against the need to achieve the best value for the Company's members.
- 4.8 To **oversee** the regular benchmarking, at least every two years, of remuneration paid to Independent Non-Executive Directors and the independent members of the Strategic Panel and its committee members.

- 4.9 To **review** the remuneration of the Independent Non-Executive Directors but this remains a matter for the approval of the Board. When considering this, the impacted independent directors will be recused for conflict-of-interest purposes.
- 4.10 To **review and recommend** to the Board:
 - 4.10.1 The remuneration of the CEO;
 - 4.10.2 The biannual review of the CEO's performance
- 4.11 To **review** the framework of the Company's Remuneration Policy, although the details remain the remit of management.
- 4.12 To **approve** any Company wide salary proposed.
- 4.13 To **review** its own performance and terms of reference, at least once every two years and recommend any changes it considers necessary to the Board for approval.
- 4.14 To **oversee** the regular review of Equity, Diversity, and Inclusion initiatives and the reporting of gender and ethnicity pay gap data in support of MOSL's diversity objectives as determined from time to time.
- 4.15 To **review** the outcomes of the annual audits on promotions, performance, uptake on training, mentoring and coaching, and flexible working in support of ensuring the absence of bias.
- 4.16 Any remuneration arrangements outside of the business's remuneration policy or usual practice, for example, retention payments or payments in lieu of notice or in settlement (subject to any legal restrictions), should be brought to the Committee's attention prior to implementation.
- 4.17 In discharging the above responsibilities, the Committee must ensure that no director/ member of SLT is involved in any decisions as to her/his own remuneration
- 4.18 The Committee may commission external advice, subject to the costs being approved by either (i) the CEO of MOSL or (ii) the MOSL Board.

Recommended by the Remuneration Committee on 31 January 2025

Approved by the Board on 27 February 2025