



# Remuneration Committee

## Terms of Reference



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## 1 Constitution

The Board of RWS Holdings plc (the 'Board') has reviewed and confirmed the establishment of a Committee of the Board to be known as the Remuneration Committee (the 'Committee').

## 2 Membership

- The Committee shall comprise at least three members, all of whom shall be independent Non-Executive Directors. The Chair of the Board may also serve on the Committee as an additional member if the Chair was considered independent on appointment as Chair of the Board. Members of the Committee shall be appointed by the Board in consultation with the Chair of the Committee.
- Only members of the Committee shall have the right to attend Committee meetings. However, other individuals, including but not limited to, the Chief Executive Officer, Chief People Officer, General Counsel and Company Secretary, and external advisers, may be invited to attend all or any part of any meeting as and when deemed appropriate and necessary.
- Appointments to the Committee shall be for a period of up to three years which may be extended for further periods of up to three years, provided members (other than the Chair of the Board if the Chair is a member of the Committee) continue to be independent.
- The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these Terms of Reference to be appointed to that position by the Board. The Chair of the Board shall not be Chair of the Committee.

## 3 Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

## 4 Quorum

The quorum for the transaction of business shall be two.

## 5 Frequency of meetings

The Committee shall meet formally at least twice a year and otherwise as required.

## 6 Notice of meetings

- Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
- Unless otherwise agreed, 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 independent Non-Executive Directors, no later than two working days before the date of the meeting. Supporting papers shall be sent to Committee members, other attendees and other members of the Board, as appropriate, at the same time.

## 7 Minutes of meetings

- The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless, in the opinion of the Committee Chair, it would be inappropriate to do so.
- Signed copies of the minutes of meetings of the Committee shall be maintained for the Company's records in hard and soft copy.

## 8 Annual General Meeting

The Committee Chair (or an appointed deputy) should attend the Annual General Meeting to answer any shareholder questions on executive remuneration and the Committee's activities.

## 9 Duties

The Committee should carry out the duties detailed below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.

The Committee shall:

- Have responsibility for setting the remuneration policy for all Executive Directors and the Company's Chair, the Executive Team and Company Secretary, including pension rights and any compensation payments. The Board itself, or where required by the Articles of Association, the shareholders, should determine the remuneration of the Non-Executive Directors within the limits set in the Articles of Association. No Executive Director, member of the Executive Team or Company Secretary shall be involved in any decisions as to their own remuneration.
- In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Quoted Companies Alliance (QCA) 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. The remuneration policy should have regard to the risk appetite of the Company and alignment to the Company's long term strategic goals. A significant proportion of remuneration should be structured as to link rewards to corporate and individual performance and designed to promote the long-term success of the Company.
- When setting remuneration policy for Directors, Executive Team and Company Secretary, review and have regard to pay and employment conditions across the Group, especially when determining annual salary increases.
- Review the on-going appropriateness and relevance of the remuneration policies.
- Within the terms of agreed policy and in consultation with the Chair of the Company and/or Group Chief Executive Officer, as appropriate, determine the elements of the individual remuneration package for the Chair, the Executive Directors, Executive Team and Company Secretary including salary, benefits, bonuses, incentive payments and share options or other share awards and pension arrangements.
- Review and provide input on the remuneration package of any new or newly-promoted employee which is proposed to include any elements of remuneration which are (i) outside of the wider bonus and incentive plans operated by the Company (including incentive payments linked to the financial performance of a specific business area); and (ii) either

uncapped or at a level commensurate with the Executive Team.

- Obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations, the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company but within any budgetary restraints imposed by the Board.
- Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting terms of reference for any remuneration consultants who advise the Committee.
- Approve the design of, and determine the targets for, any performance-related pay schemes operated by the Company and approve total annual payments made under such schemes.
- Review the design of all share incentive plans for approval by the Board. For any such plans, undertake all such acts and decisions necessary to operate the plan, including determining whether awards should be made, and if so, the overall amount of such awards, the individual awards to Executive Directors, Executive Team and Company Secretary and the performance targets to be used. Exercise any discretion with respect to the vesting of awards permitted by the plan rules and decide any dispute or question relating to an award or the exercise or vesting thereof.
- Determine the policy for, and scope of, pension arrangements for each Executive Director, the Executive Team and Company Secretary.
- Approve the terms and conditions of any service contract with each Executive Director, the Executive Team and Company Secretary.
- Determine the terms of the Chair of the Board's letter of appointment.
- Ensure that contractual terms on termination (including any settlement, severance or compromise terms or exit arrangement) for each Executive Director, Executive Team and Company Secretary, 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 recognised.
- Oversee any major changes in employee benefit structures throughout the Group.
- Approve any grants and invitations to participate in the Company's Sharesave plans including participating companies, duration of awards, savings limits, determining savings provider whether options should be granted at a discount, limits on the number of shares under option and any scaling back of applications. In respect of any Company share plan, make such adjustments to number of shares under option or award, the option price (if any) and/or any other related matters as may be judged appropriate in the event of a variation of the issued share capital of the Company through a rights issue, open offer, share repurchase or equivalent arrangement.
- Agree the policy for authorising claims for expenses from the Directors.
- Review and approve any gender pay gap report required to be published by the Group by applicable law or regulation.
- Work and liaise as necessary with all other Board Committees.

## 10 Reporting responsibilities

- The Committee Chair shall report to the Board on matters discussed at each meeting of the Committee.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- The Committee will ensure that the provisions regarding disclosure of remuneration, including pensions, as required under all applicable laws and regulations relating to the Company, as well as any associated guidance relating to those laws and regulations, are appropriately fulfilled.



- If the Committee has appointed remuneration consultants, the annual report of the Company's remuneration policy should identify such consultants and state whether they have any other connection with the Company.
- Through the Chair of the Board, ensure that the Company maintains contact as required with its principal shareholders about remuneration.

## 11 Further delegation

The Chair of the Committee shall have the power to consider and if thought fit approve:

- any points of detail in connection with the administration of the Company's executive pay arrangements or any employee share plan (including discretionary plans), where the substantive issue has already been considered and approved by the Committee;
- the grant of options or awards (or the variation of an option or award already granted or of any performance conditions to which it is subject) under the Company's employee share plans, where this is necessary to correct a manifest error or administrative omission;
- The results of any test of a performance condition or calculation of time apportionment that may lead to vesting of an option or award under an employee share plan of the Company;

provided always that where any powers conferred by this section are exercised, the Chair of the committee shall report the circumstances and the decisions taken to the next following meeting of the Committee.

## 12 Other matters

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- Give due consideration to laws, regulations and any published guidelines (including the QCA Code) or recommendations regarding the remuneration of Directors of listed companies and formation or operation of share plans as appropriate.
- Arrange for periodic review of its own performance and, at least annually, 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.

## 13 Authority

The Committee is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its Terms of Reference.

Approved by the Board of RWS Holdings plc 9

June 2025



#### About us

RWS is a content solutions company, powered by technology and human expertise. We grow the value of ideas, data and content by making sure organizations are understood. Everywhere.

Our proprietary technology, 45+ AI patents and human experts help organizations bring ideas to market faster, build deeper relationships across borders and cultures, and enter new markets with confidence – growing their business and connecting them to a world of opportunities.

It's why over 80 of the world's top 100 brands trust RWS to drive innovation, inform decisions and shape brand experiences.

With 60+ global locations, across five continents, our teams work with businesses across almost all industries. Innovating since 1958, RWS is headquartered in the UK and publicly listed on AIM, the London Stock Exchange regulated market (RWS.L).

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