

## **UNITY TRUST BANK PLC (“the Bank”)**

### **REMUNERATION COMMITTEE**

#### **Terms of Reference**

1. **Constitution**

The Remuneration Committee (the Committee) was established by a resolution of the Board of Unity Trust Bank plc (the Bank) on 21 May 2015. The Terms of Reference were last revised and approved by the Board on 25 November 2022.

2. **Membership**

2.1 The Committee shall normally consist of at least three Non-Executive Directors, who shall include at least one Director determined by the Board to be independent.

2.2 The membership of the Committee shall be reviewed by the Nomination Committee on an annual basis.

2.3 The Board shall appoint the Committee Chair who shall be a director determined by the Board to be independent. In the absence of the Committee Chair, the Committee members present shall appoint one of themselves to chair the meeting. In the absence of an independent director, the Committee may co-opt one of the directors determined by the Board to be independent.

3. **Quorum**

The quorum shall be two members, one of whom must be a director determined to be independent on appointment.

4. **Attendance at the Meetings**

4.1 No one other than the Committee Chair and its members shall be entitled to attend meetings of the Committee, unless at the invitation of the Chair.

4.2 A Company Secretary of the Bank, or his or her nominee, will be the Secretary to the Committee. The Secretary shall circulate the minutes of the meeting to all members of the Board, unless it would be inappropriate to do so.

4.3 The Secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

5. **Frequency**

The Committee shall meet twice a year or more frequently if circumstances require.

6. **Authority**

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

## 7. **Responsibilities**

The responsibilities of the Committee are set out below.

The Committee shall:

### **Policy**

- 7.1 annually review and recommend the Remuneration Policy to the Board. The policy must be aligned to the Bank's long term strategy and consistent with the Bank's values, taking into account the impact of the policy on Unity's risk profile. The policy should be designed to offer a reward package which attracts, motivates and retains appropriately qualified and experienced people.
- 7.2 when recommending remuneration policy for members of the Executive Committee, review and have regard to pay and employment conditions across the Bank, especially when recommending or determining annual salary increases.
- 7.3 Remuneration policies should enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share-related awards under appropriate specified circumstances.

### **Bank-wide**

- 7.4 determine the level of funds available for annual salary reviews for Bank employees, with the allocation between individuals to be determined by management.
- 7.5 recommend to the Board significant changes to employee benefits, including but not limited to employer pension contributions, the wellbeing allowance, and death in service benefits.
- 7.6 recommend to the Board the scope, rules and targets of awards for any cohorts or individuals covered in employee share-related schemes operated by the Bank, and the total awards made under such schemes.
- 7.7 satisfy itself as to the accuracy of performance measures that govern performance related incentives.
- 7.8 review and recommend remuneration structures and incentive payouts which are adjusted for risks.
- 7.9 keep under review the Employee Profit Share Plan and all employee share-related schemes, recommending the level of funds available for distribution or award under the schemes to the Board.
- 7.10 make recommendations to the Board in relation to the grant and vesting of awards under the Bank's Key Person Share Option Plan, including the scaling of awards and implementation of clawbacks, as appropriate.
- 7.11 review and approve the Remuneration Policy Statement required annually by the regulators.
- 7.12 oversee that conflicts of interest are identified and resolved in the determination of remuneration.

### **Information and Consultants**

- 7.13 obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity on a periodic basis. To help it fulfil its obligations the Committee shall have full authority to appoint remuneration consultants within any budgetary restraints imposed by the Board.
- 7.14 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- 7.15 The Committee should avoid designing pay structures based solely on benchmarking to

the market or on the advice of remuneration consultants.

### **Remuneration of Specified Individuals**

- 7.16 recommend to the Board the remuneration arrangements of any Director of the Bank.
- 7.17 subject to 7.16 and awards under employee share-related schemes, determine the remuneration for the members of the Executive Committee.
- 7.18 ensure no Chair, Director or member of the Executive Committee shall be involved in any decisions as to their own remuneration.
- 7.19 when setting or recommending to the Board the pension contribution rates for Executives, or payments in lieu, these should be aligned with those available to the workforce.
- 7.20 receive highlights of the Performance Reviews of the Executives.
- 7.21 oversee that contractual terms on termination, and any payments made, are fair to the individual and the Bank, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- 7.22 in overseeing such packages and arrangements, give due regard to the contents of the UK Corporate Governance Code (the Code).

### **8. Other Matters**

- 8.1 Committee members shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 8.2 The Committee shall ensure there is a regular review of its own performance and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. The committee evaluation should cover the Committee's interaction with other Board committees.
- 8.3 Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.

### **9. Reporting responsibilities**

- 9.1 The Committee shall ensure that sufficient information is made available to the Board to enable disclosure of remuneration, including pensions in the Annual Report.
- 9.2 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.3 The Committee shall make whatever recommendations to the Board it deems appropriate to any area within its remit where action or improvement is needed.
- 9.4 The Committee shall make available its terms of reference explaining clearly its role and the authority delegated to it by the Board.
- 9.5 The Committee Chair should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.