

Introduction to the Directors' Remuneration Policy

The Company's Directors' Remuneration Policy set out in the 2020 Annual Report and accounts was approved by shareholders at the 2021 AGM. In accordance with the applicable legislation, the Company is seeking approval for a new Directors' Remuneration Policy at the 2024 AGM. The approach taken by the Remuneration Committee to the determination of the new Policy and the differences between the new Policy and the Policy approved by shareholders at the 2021 AGM are described in the statement from the Remuneration Committee Chair on pages 89-92. As described in the statement from the Remuneration Committee Chair, the development and finalisation of the Policy took into account the consultation with key shareholders. Input was also sought from the Executive Directors, but the Policy was finalised by the Remuneration Committee, which no Executive Director is a member of.

In summary, the new Policy aims to align the Group's practices more closely with shareholder expectations whilst ensuring that the Policy supports the Group's strategy to transform and grow the business and enables it to recruit and retain high calibre Executive and Non-Executive talent and pay competitively within the global talent markets in which it operates. With the cell and gene therapy industry at an inflection point, the Group is in the right market at the right time, and well-equipped to succeed with a highly skilled workforce and leading-edge technology. A significant proportion of cell and gene therapy is based in the US and the US market continues to have significant commercial potential for the Group. The Group operates in a global talent market and needs to pay competitively against CDMO businesses in Europe, Asia and the United States.

Directors' Remuneration Policy

Policy table

Component and purpose	Operation	Maximum potential	Performance targets and metrics
Executive Directors			
<p>Base salary</p> <p>To provide a base salary which is sufficient to attract and retain Executive Directors of a suitable calibre.</p>	<p>Base salaries are normally reviewed annually taking into account a number of factors which may include (but are not limited to):</p> <ul style="list-style-type: none"> underlying Group performance; role, experience and individual performance; competitive salary levels and market forces; and pay and conditions elsewhere in the Group. <p>Any changes are normally effective from 1 January.</p>	<p>While there is no maximum salary, increases will normally be within or below the range of salary increase awarded (in percentage of salary terms) to other employees in the Group.</p> <p>Higher salary increases may be awarded in appropriate circumstances, such as, but not limited to:</p> <ul style="list-style-type: none"> where an Executive Director has been promoted or has had a change in scope or responsibility; to take account of competitive salary levels and market forces; to reflect an individual's development or performance in role; where there has been a change in market practice; or where there has been a change in size and/or complexity of the business. <p>Such increases may be implemented over such time period as the Remuneration Committee deems appropriate.</p>	<p>While no formal performance conditions apply, an individual's performance in role is taken into account in determining any salary increase.</p>
<p>Benefits</p> <p>To provide benefits on a market competitive basis.</p>	<p>Benefits may include medical insurance (including for the Executive Director's spouse or partner and dependants), life assurance, permanent health insurance, provision of a company car or a car allowance, assistance with the preparation of tax returns, tax equalisation arrangements, other benefits consistent with those typically offered in their country of residence and other appropriate benefits determined by the Remuneration Committee. Additional benefits or allowances may be provided based on individual circumstances, including the location of the Executive Director. These may include, for example, travel expenses.</p>	<p>There is no predetermined maximum but the totals are reviewed annually by the Remuneration Committee.</p>	<p>Not applicable.</p>

DIRECTORS' REMUNERATION REPORT (CONTINUED)

Component and purpose	Operation	Maximum potential	Performance targets and metrics
<p>Retirement benefits</p> <p>To provide funding for retirement.</p>	<p>The Group operates a defined contribution scheme for all employees, including Executive Directors.</p> <p>Executive Directors are permitted to take a cash supplement instead of some or all of the contributions to a pension plan. Non-UK national Executive Directors are permitted to participate in home country pension arrangements where appropriate.</p>	<p>A maximum employer contribution or cash supplement (or combination thereof) not exceeding the contribution available to the wider workforce as determined by the Remuneration Committee (currently 7.5% in the UK).</p>	<p>Not applicable.</p>
<p>Sharesave scheme</p> <p>To create alignment with the Group and promote a sense of ownership.</p>	<p>Executive Directors are entitled to participate in a tax qualifying all employee Sharesave scheme under which they may make monthly savings contributions over a period determined in accordance with the applicable legislation and which are linked to the grant of an option over the Company's shares with an option price which can be at a discount of up to 20% to the market value of shares at grant (or such other discount as may be permitted by the applicable legislation from time to time).</p> <p>Executive Directors will be able to participate on the same basis as other qualifying employees in any other all-employee share scheme adopted by the Group.</p>	<p>For the Sharesave scheme, participation limits and the level of discount permitted in setting the exercise price are determined in accordance with the applicable legislation from time to time.</p> <p>For any other all-employee share plan, the maximum will be determined in accordance with the plan rules and will be the same as for other qualifying employees.</p>	<p>Not subject to performance measures in line with usual practice</p>

Component and purpose	Operation	Maximum potential	Performance targets and metrics
<p>Annual bonus</p> <p>To incentivise and reward delivery of the Group's objectives.</p> <p>Delivery of part of the bonus as a deferred bonus award aligns the incentive package with shareholders' interests.</p>	<p>Bonus targets and measures are typically reviewed annually and any pay-out is determined by the Remuneration Committee after the year end.</p> <p>The Remuneration Committee has discretion to amend the pay-out should: (1) any potential pay-out not reflect the Remuneration Committee's assessment of overall performance; (2) any potential pay-out be inappropriate in the context of circumstances that were unexpected or unforeseen at the start of the performance period; or (3) there be any other reason why an amendment is appropriate.</p> <p>Bonus Deferral</p> <p>The extent of the deferral of bonus will ordinarily depend upon achievement against the Company's In-Service Share Ownership Guideline.</p> <ul style="list-style-type: none"> • If an Executive Director has not met the Company's In-Service Share Ownership Guideline as determined by the Remuneration Committee, ordinarily 50% of the bonus will be delivered as a deferred bonus award. • If an Executive Director has met the In-Service Share Ownership Guideline as determined by the Remuneration Committee, ordinarily 25% of the bonus will be delivered as a deferred bonus award. <p>The Remuneration Committee may permit or require the deferral of a greater proportion of any bonus earned.</p> <p>Any bonus not delivered as a deferred bonus award will be paid in cash.</p> <p>Deferred bonus awards ordinarily vest in three equal instalments on the first, second and third anniversaries of the award. The deferred bonus awards are not subject to further performance targets.</p> <p>Dividend Equivalents Additional shares may be awarded in respect of shares subject to deferred bonus awards to reflect the value of dividends over the deferral period. These dividend equivalents may assume the reinvestment of dividends into shares on such basis as the Remuneration Committee determines.</p> <p>Recovery provisions apply as summarised below.</p>	<p>The usual target annual bonus opportunity is 75% of base salary and the usual maximum annual bonus opportunity is 150% of base salary (2x target).</p> <p>In exceptional circumstances, the target annual bonus opportunity may be increased to up to 100% of base salary and the maximum annual bonus opportunity is to up to 200% of base salary (2x a target bonus of 100% of base salary). These exceptional circumstances are: (1) to facilitate the recruitment of a new Executive Director; and (2) in the event of a significant increase in the size and complexity of the business.</p>	<p>The performance metrics may be based on financial and/or non-financial objectives (which may include leading performance indicators, ESG metrics and individual objectives). At least 50% of the bonus opportunity will be based on financial measures. Metrics and targets are set by the Remuneration Committee taking into account the strategic needs of the business. Financial objectives are typically assessed over a financial year, but may be assessed over part of the year.</p> <p>Subject to the Remuneration Committee's discretion to amend the pay-out, for financial metrics, up to 50% of the target (up to 25% of the maximum) which may be earned for a metric is earned for threshold performance, rising to 100% of the target amount (50% of the maximum) for on-target performance and to 2x the target amount (100% of the maximum) for meeting or exceeding the maximum level of performance. For non-financial objectives, the bonus will be earned between 0% and 100% based on the Remuneration Committee's assessment of the extent to which the objective has been achieved.</p>

DIRECTORS' REMUNERATION REPORT (CONTINUED)

Component and purpose	Operation	Maximum potential	Performance targets and metrics
<p>Long Term Incentives</p> <p>To enhance shareholder alignment by providing Executive Directors with longer term interests in shares whilst requiring challenging performance before the awards vest.</p>	<p>At the discretion of the Remuneration Committee, grants of nil or nominal cost shares awards (Performance Shares Awards) which vest subject to the achievement of performance targets, typically assessed over a three-year performance period.</p> <p>Holding period Vested shares will be subject to a holding period of two years after vesting before they are "released". The holding period will be structured either on the basis that: (1) the Executive Director is not entitled to acquire shares until the end of it; or (2) the Executive Director is entitled to acquire shares following vesting but that (other than as regards sales to cover tax liabilities and any exercise price) the Executive Director is not able to dispose of those shares until the end of it.</p> <p>Dividend equivalents Additional shares may be awarded in respect of any Performance Shares Award to reflect the value of dividends over the period between the grant and the date on which the Executive Director is first able to acquire the vested shares. These dividend equivalents may assume the reinvestment of dividends into shares on such basis as the Remuneration Committee determines.</p> <p>Recovery provisions apply as summarised below.</p>	<p>The maximum Performance Shares Award is:</p> <ul style="list-style-type: none"> Up to 175% of base salary in respect of a financial year for an Executive Director other than the CEO; and Up to 200% of base salary in respect of a financial year for the CEO. <p>In exceptional circumstances, the maximum Performance Shares Award in respect of a financial year may be increased to up to 400% of base salary for any Executive Director. These exceptional circumstances are: (1) to facilitate the recruitment of a new Executive Director; and (2) in the event of a significant increase in the size and complexity of the business.</p>	<p>Performance conditions will be based on financial measures and/or the achievement of non-financial objectives (which may include leading performance indicators and ESG metrics). Financial measures may include (but are not limited to) share price, shareholder return, EBITDA and revenue measures. The weighting of measures and objectives will be determined in respect of each grant by the Remuneration Committee. The proposed approach to performance metrics and targets for the awards to be granted in respect of 2024 is set out on page 94.</p> <p>The Remuneration Committee has discretion to amend the formulaic vesting out-turn should: (1) any formulaic output not reflect the Remuneration Committee's assessment of overall performance; (2) any formulaic output be inappropriate in the context of circumstances that were unexpected or unforeseen at the date of grant; or (3) there be any other reason why an amendment is appropriate.</p> <p>Subject to the Remuneration Committee's discretion to amend the formulaic vesting outturn, for the achievement of threshold performance in respect of a financial measure, up to 25% of the award will vest rising to 100% of the award vesting for achieving or exceeding maximum performance; for below threshold performance, none of the award will vest.</p> <p>For non-financial measures, vesting will be determined between 0% and 100% depending upon the Remuneration Committee's assessment of the extent to which the measure has been achieved.</p>

Notes to the Policy table

Recovery provisions

The annual bonus and long-term incentive awards are subject to malus and clawback provisions as follows:

Annual bonus

For up to two years following the payment of an annual bonus award, the Remuneration Committee may require the repayment of some or all of the cash award in the relevant circumstances (clawback). Deferred bonus awards which have not yet vested may be cancelled or reduced in the relevant circumstances (malus). For up to one year following the first instalment of a deferred bonus award vesting, the Remuneration Committee may require the repayment of some or all of the shares acquired pursuant to the deferred bonus award in the relevant circumstances (clawback).

Long term incentive awards

The Remuneration Committee has the right to reduce, cancel or impose further conditions on unvested awards in the relevant circumstances (malus). For up to two years following the vesting of a long-term incentive award the Remuneration Committee may require the repayment of some or all of the award in the relevant circumstances (clawback).

Circumstances in which malus and/or clawback may be applied.

Malus or clawback may be applied in the event of:

- A material misstatement of the Group's financial results;
- An error in the information or assumptions on which the award was granted or vests including an error in assessing any applicable performance conditions;
- A material failure of risk management by the Group;
- Serious reputational damage to the Group;
- Material misconduct on the part of the participant; or
- Material corporate failure.

Share ownership guidelines

To align Executive Directors with shareholders and provide an ongoing incentive for continued performance, the Remuneration Committee has adopted formal share ownership guidelines, which apply both during and after employment. The Remuneration Committee retains discretion to vary these provisions in exceptional circumstances.

In-Service Share Ownership Guideline

Executive Directors are required to build and maintain a minimum level of shareholding equal to their normal annual LTIP opportunity. Executive Directors will be required to retain half of any post-tax (and if relevant, post exercise price) awards which vest under the long-term incentive plans, and half of any post-tax shares which vest under a deferred bonus award, until the share ownership guideline has been satisfied. Shares which are fully owned with no outstanding vesting criteria count towards the share ownership guideline together with shares subject to deferred bonus awards and shares subject to Performance Shares Awards which have vested but which are in a holding period (in each case, on a net of tax basis).

Post-Employment Share Ownership Requirement

Shares are subject to this requirement only if they are acquired from long-term incentive or deferred bonus awards granted after 1 January 2019. Following employment, an Executive Director must retain such of the relevant shares as have a value at cessation equal to their in-service share ownership requirement, with the required holding tapering to zero over a two-year period. If the Executive Director holds less than the required number of relevant shares at any time, they will be required to retain all of those shares.

Performance metrics and targets

Performance metrics for the annual bonus and LTIP are set by the Remuneration Committee and aligned with the strategy of creating a leading global quality and innovation-led cell and gene therapy CDMO. Financial and non-financial metrics are utilised to align the interests of Executive Directors with both the overall financial performance of the Group and forward looking performance, with at least 50% of the annual bonus to be based on financial metrics as outlined above. Appropriately stretching targets are set each year for the annual bonus and LTIP taking into account a number of different factors including business expectations and market conditions. The proposed approach to performance metrics and targets for the 2024 annual bonus and the LTIP awards to be granted in respect of 2024 are set out on pages 94.

The Remuneration Committee retains the ability to adjust or set different performance measures in appropriate circumstances (such as a change in strategy, a material acquisition and/or a divestment of a Group business, or a change in prevailing market conditions) which cause the Remuneration Committee to determine that the measures are no longer appropriate and that amendment is required so that they achieve their original purpose.

Operation of share plans

Awards and options may be adjusted in the event of a variation of share capital or other relevant event in accordance with the rules of the applicable share plan. All discretions available under the rules of any share plan operated by the Group will be available under this Policy, except where expressly limited under this policy. This includes that awards may be granted as cash based awards over a notional number of shares, and that share awards may be settled in whole or in part in cash at the election

DIRECTORS' REMUNERATION REPORT (CONTINUED)

of the Remuneration Committee; the Remuneration Committee would only use these cash provisions for operational flexibility, for example if a regulatory restriction in any territory prevented the Company from offering shares to an Executive Director.

Differences in remuneration policy for all employees

The structure of the reward package for the wider employee population is based on the principle that it should be sufficient to attract and retain the best talent and be competitive within the global talent market in which the Company operates. The Company's approach to being competitive is to include comparison with global CDMO businesses and local market conditions, whilst ensuring that employees are remunerated for their contribution linked to the Group's holistic performance.

All employees receive a base salary and are entitled to participate in benefits, including the Group's defined contribution pension scheme to which the Group contributes.

The Company operates a Group-wide cash bonus scheme which gives employees at all levels the opportunity to share in the success of the Group by receiving a cash bonus linked to their grade level and their own personal performance. The maximum bonus receivable varies between the participating employees.

Where possible, the Group also encourages employee share ownership through a number of share plans that allow employees to benefit from the Group's success. Generally speaking, a much higher proportion of total remuneration for the Executive Directors is linked to business performance, compared to the rest of the employee population, so that remuneration will increase or decrease in line with business performance and to align the interests of Executive Directors and shareholders.

Consideration of employment conditions elsewhere in the Group

Each year the Remuneration Committee is briefed on the structure and quantum of the all-employee remuneration framework as well as throughout the year being informed about the context, challenges and opportunities relating to the remuneration of the wider workforce to enable the Remuneration Committee to consider the broader employee context when making Executive remuneration decisions.

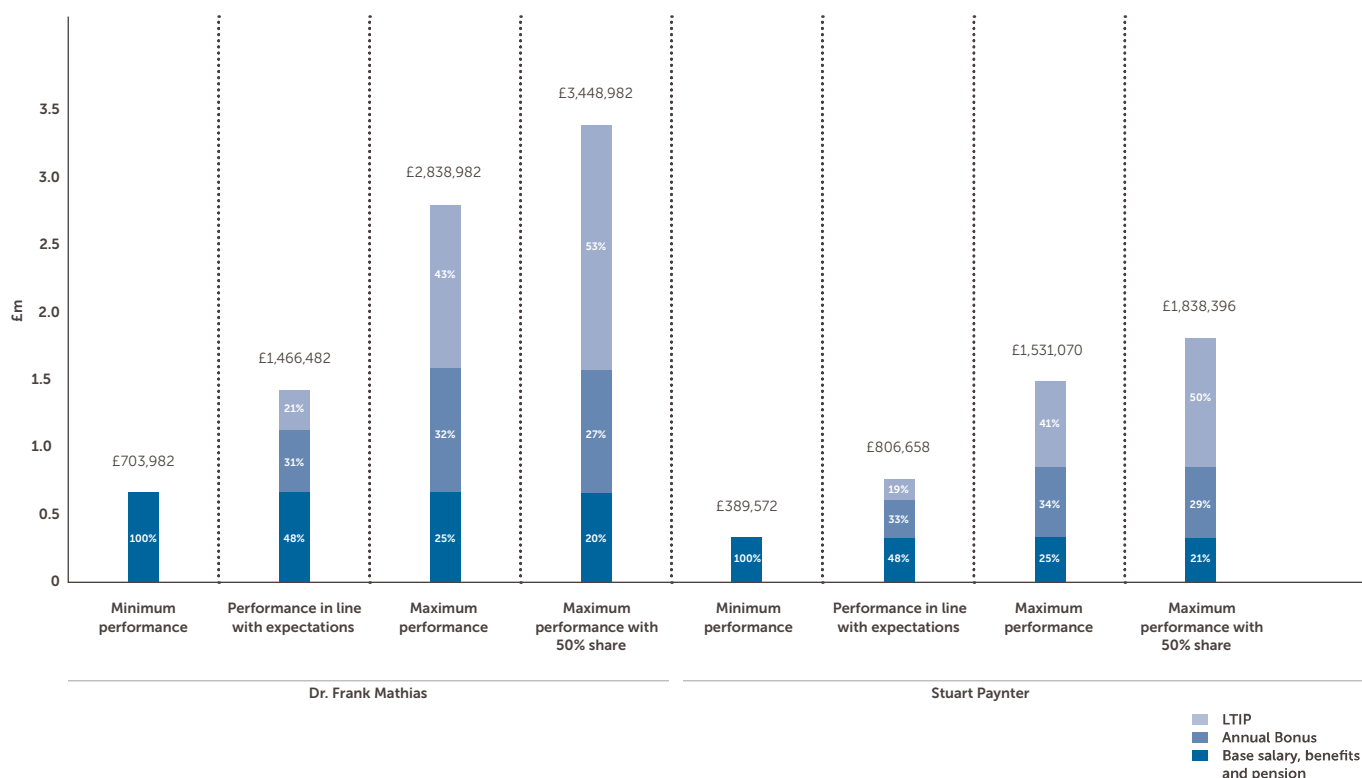
The Chief Executive Officer determines the overall salary increases and bonuses for all employees, other than the Executive Directors, the Corporate Executive Team and Company Secretary which are subject to the approval of the Remuneration Committee. The Group is committed to offering highly competitive reward packages for all employees. Every year, the Group benchmarks salaries and benefits against appropriate markets which informs the decision-making process. The Chief Executive Officer discusses the overall increase in payroll cost and the total amount to be paid in bonuses with the Chair of the Remuneration Committee before implementing the salary increases and bonuses.

The Remuneration Committee's approach to the formulation of this Policy included canvassing the views of shareholders. While the Remuneration Committee has not consulted with employees when preparing this Policy, the Remuneration Committee considers the pay and employment conditions of all other employees when setting and implementing the Policy, and as noted above, the level of salary increase for the wider workforce is taken into account when determining any salary increase for Executive Directors. During March 2023, the Group engaged with the workforce at a meeting of the WEP to explain how Executive pay aligns with the wider Group pay policy; the output of this engagement was taken into account in formulating this new Policy.

Component and purpose	Operation	Maximum potential
Non-Executive Directors		
Non-Executive Directors' fees and benefits	<p>The Chair's fees are set by the Remuneration Committee.</p> <p>The fees of other Non-Executive Directors are determined by the Board.</p> <p>The Chair and Non-Executive Directors may be eligible to receive benefits such as the use of secretarial support, assistance with the preparation of tax returns, or other benefits that may be appropriate.</p> <p>Travel and accommodation expenses in connection with attendance by the Chair and Non-Executive Directors at relevant meetings (and any tax thereon) are paid by the Company.</p> <p>The Chair and Non-Executive Directors do not participate in any of the Group's incentive plans and do not receive pension contributions.</p>	<p>There is no overall maximum, but fees are set taking into account the responsibilities of the role, expected time commitment and market competitive fee levels.</p> <p>Fees may be structured on the basis of a base fee with additional fees for one or more of the following: (1) chairing a Board Committee; (2) being a member of a Board Committee; (3) holding the position of Vice-Chair or Senior Independent Director (or any other relevant role); (4) having regard to the additional time commitments associated with the fulfilment of their role by a Non-Executive Director taking into account their location.</p> <p>A proportion of the fees may be subject to a requirement that the after-tax amount will be applied in the acquisition of shares at market value which must be retained for a specified period.</p>

Total remuneration opportunity

The total remuneration for Dr. Frank Mathias and Stuart Paynter that could result from the proposed remuneration policy in 2024 under four different performance levels is shown below:



Performance level	Fixed pay	Annual Bonus (including any amount deferred under the DBP)	LTIP
Minimum performance	Fixed elements of remuneration only: <ul style="list-style-type: none"> base salary – being the salary for 2024; pension contribution or salary supplement assuming a contribution/supplement rate of 7.5%; and benefits – benefits for 2023 as stated in the single figure table on page 97, “annualised” in the case of Dr. Frank Mathias to reflect the fact that he served for part only of 2023. 	No bonus.	No award vesting.
Performance in line with expectations	As above.	75% of salary (50% of maximum) awarded for achieving target performance.	25% of maximum vesting, being: <ul style="list-style-type: none"> for Dr. Frank Mathias, equivalent to 50% of salary; and for Stuart Paynter equivalent to 43.75% of salary.
Maximum performance	As above.	150% of salary (2x target) awarded for achieving maximum performance.	100% vesting for achieving maximum performance, being: <ul style="list-style-type: none"> for Dr. Frank Mathias equivalent to 200% of salary; and for Stuart Paynter equivalent to 175% of salary.
Maximum performance plus an assumed 50% increase in the share price for the purposes of the LTIP	As above.	As above.	100% vesting for achieving maximum performance plus an assumed 50% increase in the share price, being: <ul style="list-style-type: none"> for Dr. Frank Mathias equivalent to 300% of salary; and for Stuart Paynter equivalent to 262.5% of salary.

DIRECTORS' REMUNERATION REPORT (CONTINUED)

Approach to recruitment remuneration

The Remuneration Committee's overarching principle for recruitment remuneration is to pay no more than is necessary to attract an Executive Director of the calibre required to shape and deliver the Group's business strategy, recognising that the Group competes in a global talent market, including against US CDMO businesses. In determining each element of pay and the package as a whole upon recruitment, the Remuneration Committee will take into account all relevant factors including, but not limited to, the skills and experience of the individual, the market rate for an individual of that experience, as well as the importance of securing the best person for the role.

The remuneration package of a new Executive Director will be subject to the principles and limits referred to below:

- Base salary will be set at a level appropriate to the role and the experience of the Executive Director being appointed. This may include agreement on future increases up to a market rate, in line with increased experience and/or responsibilities, subject to good performance, where it is considered appropriate.
- Retirement and other benefits will be provided in line with the Policy.
- Annual bonus and LTIP opportunities for a newly appointed Executive Director may be awarded up to the maximum permitted by the Policy table. However, the use of these maximum incentive opportunities for a newly appointed Executive Director will not be automatic.
- The Remuneration Committee will not offer non-performance related incentive payments (for example a "guaranteed sign-on bonus").
- Other elements may be included in the following circumstances.
 - An interim appointment being made to fill an Executive Director role on a short-term basis.
 - If exceptional circumstances require that the Chair or a Non-Executive Director takes on an executive function on a short-term basis.
 - If an Executive Director is recruited at a time in the year when it would be inappropriate to provide a bonus or long-term incentive award for that year as there would not be sufficient time to assess performance. Subject to the limit on variable remuneration set out below, the quantum in respect of the months employed during the year may be transferred to the subsequent year so that reward is provided on a fair and appropriate basis.
 - If the Executive Director will be required to relocate in order to take up the position, it is the Group's policy to allow reasonable relocation, travel and subsistence payments. Any such payments will be at the discretion of the Remuneration Committee.
- The Remuneration Committee may also alter the performance measures, performance period, vesting period, deferral period and holding period of the annual bonus, deferred bonus awards or long-term incentives if the Remuneration Committee determines that the circumstances of the recruitment merit such alteration. The rationale will be clearly explained in the following Directors' Remuneration Report.
- The maximum level of short and long-term incentive opportunity which may be granted (excluding "buyout" awards as referred to below) is 600% of salary (reflecting the limits in the policy table).

Any share awards referred to in this section will be granted as far as possible under the Group's share plans. If necessary, and subject to the limits referred to above, recruitment awards may be granted outside of these plans as permitted under the Listing Rules which allow for the grant of awards to facilitate, in unusual circumstances, the recruitment of an Executive Director.

Compensation for the forfeiture of any remuneration arrangements in respect of a previous employment or engagement would be considered on a case-by-case basis. The Remuneration Committee will generally seek to structure such "buyout" awards or payments on a like for like basis to the remuneration arrangements forfeited and on the basis that they are limited to the expected value of the forfeited awards. Where considered appropriate, such special recruitment awards will be liable to forfeiture or "malus" and/or "clawback" on early departure.

Where a position is filled internally, any ongoing remuneration obligations or outstanding variable pay elements shall be allowed to continue according to the original terms.

Fees for new Non-Executive Directors will be in line with the Policy.

Service contracts and policy on payment for loss of office

The Company's policy is for Executive Directors' service contracts to have a notice period of up to 12 months. Non-Executive Directors are engaged on initial three year contracts and thereafter on one-year rolling contracts subject to annual re-election by shareholders. Details of the notice periods in the Executive Directors' service contracts and in the Non-Executive Directors' letters of appointment are set out below.

Service contracts	Date of appointment	Notice period
Dr. Frank Mathias	27 March 2023	12 months
Stuart Paynter	29 August 2017	12 months

Letters of appointment	Date of appointment	Notice period
Dr. Roch Doliveux	24 June 2020	3 months
Stuart Henderson	1 June 2016	3 months
Dr. Heather Preston	15 March 2018	3 months
Robert Ghenchev	24 June 2019	3 months
Professor Dame Kay Davies	1 March 2021	3 months
Dr. Michael Hayden	15 July 2021	3 months
Catherine Moukheibir	14 December 2021	3 months
Namrata Patel	13 April 2022	3 months
Leone Patterson	1 May 2023	3 months

All Directors are subject to re-election by shareholders on an annual basis. Catherine Moukheibir and Dr. Michael Hayden have informed the Board that they will not be standing for re-election at the forthcoming AGM in June 2024.

The principles on which the determination of payments for loss of office will be approached are set out below:

Policy	
Payment in lieu of notice	<p>Executive Directors may be required to work during their notice period or be paid in lieu of notice if not required to work for their full notice period.</p> <p>Contractual termination payments may not exceed the Director's current salary and benefits (including pension contributions and any applicable salary supplement) for the notice period. Alternatively, the Company may continue to provide the relevant benefits.</p>
Annual Bonus	<p>This will be at the discretion of the Remuneration Committee on an individual basis and the decision as to whether or not to award a bonus in full or in part will be dependent on a number of factors, including the circumstances of the individual's departure and their contribution to the business during the bonus period in question such that a bonus will be paid only where the Remuneration Committee considers there are "good leaver" circumstances. Any bonus amounts paid will typically be pro-rated for time in service during the bonus period and will, subject to performance, be paid at the usual time (although the Remuneration Committee retains discretion to pay the bonus earlier in appropriate circumstances).</p> <p>The starting point would be that the deferral would apply on a similar basis as it would for a continuing Director in line with the policy table depending upon whether the former Director had met the In-Service Share Ownership Guideline at cessation. However, the Remuneration Committee has discretion to pay the whole of any bonus earned for the year of departure and preceding year in cash where deferral would otherwise apply, although would only do so where in the opinion of the Remuneration Committee there are compassionate "good leaver" circumstances.</p>
Deferred Bonus Awards	<p>The extent to which any unvested award will vest will be determined in accordance with the applicable share plan rules.</p> <p>Unvested awards will normally lapse on cessation of employment. However, if a participant leaves due to death, ill-health, injury, disability, the sale of their employer or any other reason at the discretion of the Remuneration Committee, the Remuneration Committee shall determine whether the award will vest at the normal date or at an earlier date. In either case, this will be determined by the Remuneration Committee, taking into account, unless the Remuneration Committee determines otherwise, the period of time elapsed from the date of grant to the date of cessation relative to the deferral period.</p>
Long Term Incentives	<p>The treatment of long-term incentive awards will be determined in accordance with the applicable share plan rules.</p> <p>Unvested awards Unvested long-term incentive awards will normally lapse on cessation of employment. However, if a participant leaves due to death, ill-health, injury, disability, the sale of their employer or any other reason at the discretion of the Remuneration Committee, the Remuneration Committee shall determine whether the award will continue until the originally anticipated vesting date or vest at an earlier date. In either case, the extent of vesting will be determined by the Remuneration Committee taking into account the extent to which the performance condition is satisfied and, unless the Remuneration Committee determines otherwise, the period of time elapsed from the date of grant to the date of cessation relative to the performance period. If the award continues, the holding period will ordinarily apply until its originally anticipated end date, although the Remuneration Committee has discretion to release the award at an earlier date.</p> <p>Vested awards in a holding period If an Executive Director ceases employment with the Group after an award has vested but before the end of its holding period, the award will continue to the end of the holding period (unless the cessation is for summary dismissal, in which case it will lapse). The award will be released to the extent it has vested by reference to the performance conditions. The Remuneration Committee retains discretion to release the award at cessation.</p>
Change of control or other relevant corporate event	<p>Unvested awards The extent to which unvested deferred bonus awards and long-term incentive awards will vest will be determined in accordance with the rules of the relevant plan.</p> <ul style="list-style-type: none"> Deferred bonus awards will vest in full in the event of a takeover, merger or other relevant corporate event. Long-term incentive awards will vest early on a takeover, merger or other relevant corporate event. The Remuneration Committee will determine the level of vesting taking into account the extent to which the performance condition is satisfied and, unless the Remuneration Committee determines otherwise, the period of time elapsed from the date of grant to the date of the relevant event relative to the performance period. <p>Vested awards in a holding period Vested long-term incentive awards will be released on a takeover, merger or other relevant corporate event to the extent they have vested by reference to the performance conditions.</p>

DIRECTORS' REMUNERATION REPORT (CONTINUED)

Other payments

Payments may be made either in the event of a loss of office or a change of control under the Sharesave scheme, which is governed by its rules and the legislation relating to such tax qualifying plans. There is no discretionary treatment for leavers or on a change of control under this scheme.

In appropriate circumstances, payments may also be made in respect of accrued holiday, outplacement and legal fees and any other all-employee share plan. In appropriate circumstances, the Remuneration Committee may agree that certain benefits (such as medical insurance) may be continued for a reasonable period following termination of employment. If an Executive Director has relocated as part of their appointment, the Company may pay reasonable repatriation costs for leavers at the Remuneration Committee's discretion. The Remuneration Committee retains discretion to make additional exit payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement or compromise of any claim arising in connection with the termination of a Director's office or employment.

Where a 'buyout' or other award is made in connection with recruitment, the leaver provisions would be determined no later than the time of the award.

Existing contractual arrangements

The Remuneration Committee retains discretion to make any remuneration payment or payment for loss of office outside the policy in this Annual Report and accounts (including exercising any discretions available to it in connection with any such payment):

- where the terms of the payment were agreed before the Policy came into effect (provided that, in the case of any payment agreed after the Company's 2018 Annual General Meeting, they are in line with the Policy in place at the time the terms were agreed or were otherwise approved by shareholders); or
- where the terms of the payment were agreed at a time when the relevant individual was not a Director of the Company and, in the opinion of the Remuneration Committee, the payment was not in consideration of the individual becoming a Director of the Company; or
- to satisfy contractual commitments under legacy remuneration arrangements.

For these purposes, "payments" includes the satisfaction of awards of variable remuneration and, in relation to an award over shares, the terms of the payment are agreed at the time the award is granted.

Statement of consideration of shareholder views The Remuneration Committee greatly values the continued dialogue with shareholders and regularly engages with shareholders and representative bodies to take their views into account when setting and implementing the Company's remuneration policies. The Company engaged extensively with shareholders and their proxy advisers on the 2024 Remuneration Policy review. More detail on the engagement with shareholders in 2024 can be found in the Remuneration Committee Chair's letter on pages 89-92.