

Judges Scientific plc
Remuneration Committee Terms of Reference
(adopted by the Board on 17.09.2025)

Purpose	<p>The Remuneration Committee (the Committee) is a Committee of Judges Scientific plc (the Company) Board of Directors (the Board). It determines the policy and the terms and conditions of employment, remuneration/compensation and benefits of Senior Executives who are defined as:</p> <ul style="list-style-type: none"> ○ Chair of the Board ○ Executive Directors ○ Executive Committee members ○ Internal Audit and Assurance Director (where such position exists) <p>In addition, the Committee shall review workforce remuneration and incentive programmes to ensure alignment with culture and strategy, taking these factors into account when determining the policy and remuneration for Senior Executives.</p>
Reports to	<p>The Board, via the Committee Chair (the Chair) who shall report on the Committee’s activities after each meeting and make recommendations to the Board where necessary.</p>
Membership	<ul style="list-style-type: none"> ● At least three members, all of whom shall be non-executive directors. A majority of the members should be independent i.e. have served on the Board for less than nine years. ● The Chair of the Board may not be a member unless required to enable a meeting quorum (with no other appropriate non-executive director being available). In any event, the Chair of the Board shall not take part in deliberations or recommendations in respect of his/her own terms of employment, remuneration, benefits or any other related aspect. ● On joining the Committee, members will be expected to undertake appropriate training as necessary. Subsequently it will be anticipated that their knowledge of best practice is kept up to date.
Chair	<ul style="list-style-type: none"> ● The Chair shall be appointed by the Board. ● Where possible, he/she should have served on the remuneration committee for at least 12 months prior to appointment as Chair. ● In the absence of the Chair and/or appointed deputy, the remaining members present shall elect one of themselves as Chair. ● The Chair of the Board shall not be the Chair. ● The Chair shall attend the Company’s AGM prepared to respond to any shareholder questions on the Committee’s activities and responsibilities. ● The Chair should engage with shareholders on significant matters related to the Committee’s areas of responsibility.

Secretary	The Company Secretary, or their nominee, (the Secretary) shall act as secretary of the Committee and will ensure timely delivery of papers to enable full and proper consideration to be given to the issues.
Quorum	Two Committee members.
Attendance	<ul style="list-style-type: none"> • Only Committee members have the right to attend and vote at Committee meetings. • Directors or other executives of the Company, or any external professional advisors may be invited to attend all or part of any meetings at the discretion of the Chair.
Frequency	The Committee shall meet at least twice a year.
Notice	<ul style="list-style-type: none"> • Shall be given to each member and attendee at the request of any of its members. • Where possible, notice shall be given at least five working days before the date of the meeting, confirming the venue, time and date together with an agenda of items to be discussed. Virtual meetings held via conference call applications are permitted.
Minutes	<ul style="list-style-type: none"> • Shall be prepared by the Secretary. • Draft minutes shall be circulated promptly to the Chair and, once agreed, to all Committee members and other Board members, unless the Chair considers it would be inappropriate to do so.
Review	At least annually, review performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes to the Board for approval.
Duties	<p>The Committee shall:</p> <p>1 Remuneration Policy</p> <p>1.1 Determine and agree with the Board the remuneration policy for the Senior Executives, including pension rights and any compensation payments. Ensure there is a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. Remuneration of non-executive directors shall be a matter for the Chair of the Board and the Executive Directors, in accordance with the Company's Articles of Association (Articles) and the remuneration policy. No director or Senior Executive shall be involved in decisions regarding their own remuneration.</p>

1.2 The objective of such policy shall be to attract, retain and motivate Senior Executives in the successful performance of their role, without paying more than is necessary. Remuneration should link rewards to corporate and individual performance. Performance-related elements should be transparent, stretching and rigorously applied. The Committee shall seek to align those targets with the Company's strategic objectives and relevant financial and non-financial measures, to ensure the delivery of long-term value in line with the Company's purpose. The Committee shall also determine the achievement of such targets and recommend approval of the total annual pay-outs to the Board. Bonus payments are at the Board's discretion.

1.3 In determining the remuneration policy and approving design of, and targets for, any performance related Senior Executives remuneration schemes, consider all necessary factors including, but not limited to:

1.3.1 Relevant legal and regulatory requirements;

1.3.2 The principles and provisions of the QCA Corporate Governance Code being applied by the Company (the **Code**), and recommendations in associated guidance;

1.3.3 The views and long-term interests of shareholders and other stakeholders;

1.3.4 Remuneration trends across the Company, including the remuneration and related policies of the wider workforce;

1.3.5 The risk appetite of the Company; and,

1.3.6 The alignment of the remuneration policy to the Company's purpose, values, culture and long-term strategy.

1.4 Review and consider (at least annually) remuneration and related policies in place across the Company to:

1.4.1 Ensure the ongoing appropriateness and relevance, and alignment of workforce remuneration (including incentive programs), with the Company's culture and strategy;

1.4.2 Ensure decisions on executive pay align with the wider Company remuneration policy;

1.4.3 Within the terms of the agreed policy and in consultation with the Chair and/or Group CEO, determine the total individual Senior Executives remuneration packages, including but not limited to base salary

2 Senior Executive remuneration

2.1 Consider and approve payments, or any non-cash benefits (including pension contributions) to be provided to/for the benefit of Senior Executives, and any other terms and conditions to apply on termination of an individual's employment (as approved by the Board). Ensure that contractual terms on termination, and any payments made, are fair. Any payment for loss of office to any current or former Chair or Executive Director should be consistent with the most recent directors' remuneration policy. Reducing compensation to reflect departure from a director's obligations should ensure that non-performance is not rewarded and that the duty to mitigate loss is fully recognised.

	<p>3 Remuneration consultants</p> <p>3.1 The Committee shall obtain reliable, up-to-date remuneration information in respect of companies of comparable scale and complexity. Where considered appropriate, appoint remuneration consultants and commission reports, surveys or other information necessary within any budget set by the Board.</p> <p>3.2 The Committee will establish the selection criteria, appoint and set the terms of reference for remuneration consultants. The Committee will consider any other connection the remuneration consultants may have with the Board.</p> <p>4 Colleague remuneration and benefits structure</p> <p>4.1 Approve the design and criteria of and determine targets for Senior Executives performance related pay schemes operated by the Company, approving the total annual payments that could be made under such schemes and monitoring their overall operation (in accordance with the provisions of the Code and guidance). Remuneration schemes and policies shall enable the use of discretion to override formulaic outcomes. Where considered appropriate, there shall be provisions enabling the Company to recover and/or withhold the payment of any sum or share awards, specifying the circumstances in which it would be appropriate to do so. The Committee shall maintain a formal policy on post-employment shareholding requirements, encompassing both vested and unvested shares.</p> <p>4.2 Review the design of all share incentive plans for the Board's, and where appropriate, shareholders' approval. Annually determine whether awards will be made, and if so, the overall amount of such awards, and the individual awards to Senior Executives.</p> <p>4.3 Determine the policy for, and scope of, pension arrangements for each Senior Executive. Only basic salary shall be pensionable. The pension contribution rates for the Senior Executives, or payments in lieu, shall consider those available to the general workforce.</p>
<p>Annual Report</p>	<p>The Committee shall produce a report to be included in the Company's annual report and accounts setting out:</p> <ul style="list-style-type: none"> • Information relating to the Executive Directors' remuneration, including, where required by law, the Executives Directors' remuneration policy and its implementation; • The Company's remuneration policy; • Any appointed remuneration consultants, including identification of such consultants and a statement whether they have any connection with the Company and/or individual directors; • An explanation of the strategic rationale for Executive Directors' remuneration policies, structures and any performance metrics; • Reasons why the remuneration is appropriate using internal and external measures, including pay ratios and pay gaps;

	<ul style="list-style-type: none"> • Whether the remuneration policy operated as intended in terms of company performance and quantum, and, if not, what changes are necessary; • Any shareholder engagement and the impact this has had on remuneration policy and outcomes; • Any workforce engagement to explain how executive remuneration aligns with wider company pay policy; and • The extent discretion has been applied to remuneration outcomes and the reasons why.
Authority	<p>The Committee shall have authority to:</p> <ul style="list-style-type: none"> • Undertake any activity within its terms of reference; • Seek any information it requires from any colleague/director in order to perform its duties; • Obtain, at the Company's expense (within the limits authorised by the Board from time to time), external legal or other professional advice on any matter within its terms of reference where required and invite persons giving such advice to attend Committee meetings; • Call any Company colleague or contractor to be questioned at a Committee meeting; and • Delegate any of its powers to one or more of its members or the Secretary.