

**easyHotel plc**  
**Remuneration Committee ('Committee') Terms of Reference**

<b>Role</b>	The Remuneration Committee is a committee of the Board of Directors of easyHotel plc (the Board), from which it derives its authority and to which it regularly reports on matters related to remuneration policy.
<b>Membership</b>	<p>The Committee comprises of at least two independent Non-executive Directors.</p> <p>Members of the Committee are appointed by the Board, on the recommendation of the Nomination Committee.</p> <p>Appointments to the Committee are for a period of up to three years, which may be extended for a maximum of two additional three year periods, provided the director still meets the criteria for membership of the Committee and at the Board's discretion.</p> <p>The Board will appoint the Committee Chairman who will be an independent Non-executive Director.</p>
<b>Members</b>	<ol style="list-style-type: none"><li>1. Scott Christie (Committee Chairman)</li><li>2. Jonathan Lane</li></ol>
<b>Secretary</b>	The Company Secretary will act as Secretary to the Committee.
<b>Attendees</b>	Only members of the Committee have the right to attend Committee meetings. However Executive Directors, in particular the Chief Executive Officer, and other colleagues and executives may be invited as the Committee feels appropriate and necessary.
<b>Frequency</b>	<p>The Committee will normally meet two times per year at appropriate times in the annual cycle and otherwise as required. A timetable of meetings and scheduled items for consideration will be agreed each year.</p> <p>Meetings of the Committee will be called by the Secretary of the Committee at the request of any of its members. The Secretary will ensure Committee members receive information and papers in a timely manner to enable full and proper consideration to be given to the issues.</p> <p>Draft minutes of Committee meetings will be circulated promptly to all members. Draft minutes may also be circulated to other members of the Board at the discretion of the Committee Chairman.</p>
<b>Quorum</b>	Two members of the Committee shall constitute a quorum.
<b>Written resolutions</b>	The Committee may pass a resolution in writing provided that the written resolution has the unanimous consent of all members of the Committee. Consent may be given in any written form, including electronically, for example by email.
<b>Mandate</b>	<p>The Committee is authorised:</p> <ol style="list-style-type: none"><li>1. To seek any information it requires from any employee of the Group in order to perform its duties.</li><li>2. To obtain, at the Group's expense, outside legal or other professional advice on any matter within its terms of reference.</li><li>3. To call any employee to be questioned at a meeting of the Committee as and when required.</li><li>4. To have the right to publish in the Company's Annual Report &amp; Accounts details of any issues that cannot be resolved between the Committee and the Board.</li></ol>

- Responsibilities**
5. Paying due regard to all relevant statutory, regulatory and best practice requirements, in particular the QCA Code with which the Board has elected to comply, the Committee will carry out the following duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate:
- a. determine and agree the overall remuneration policy for the organisation as a whole, ensuring that it is consistent with the Group's strategy, risk appetite, encourages appropriate risk taking and risk management behaviours, and is fully documented;
  - b. determine and agree the detailed policy for the remuneration of the Executive Directors and such other senior managers as the Remuneration Committee may from time to time determine. The remuneration of other non-executive directors shall be a matter for the Board following a recommendation put forward by the executive team. No director or manager shall be involved in any decisions as to their own remuneration;
  - c. in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to attract and retain individuals of the calibre needed to deliver the Group's strategy and objectives and to ensure that the executive directors and other senior managers are provided with appropriate reward and remuneration to encourage enhanced performance in keeping with the Group's risk appetite and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Group, and for the Group's overall performance;
  - d. review the ongoing appropriateness and relevance of the remuneration policy on an annual basis;
  - e. approve the design of, and determine targets for, any performance related pay schemes and each year assess performance against such targets and approve the total payments to be made under such schemes;
  - f. within the terms of the agreed policy and in consultation with the Chairman of the Board and/or the Chief Executive as appropriate, determine the total individual remuneration package of each executive director and other senior managers as the Remuneration Committee may from time to time determine;
  - g. ensure that contractual terms on termination, and any payments made, are fair to the individual and the Group, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
  - h. have oversight of employee benefit structures, including retirement benefits, across the Group and its whole workforce and review any major proposed changes to them;
  - i. review and note annually the remuneration trends across the Group;
  - j. agree the policy for authorising claims for expenses from the Chief Executive and Chairman;
  - k. prepare and oversee disclosures of remuneration arrangements, including voluntary disclosures made in the interests of appropriate transparency;
  - l. approve the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee. The Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

- Reporting Responsibilities**
6. The Committee Chairman will report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
  7. The Committee will make whatever recommendations to the Board it deems appropriate on

any area within its remit where action or improvement is needed.

8. The Committee will report to the Board on how it has discharged its responsibilities which will be included in the Group's Annual Report. This report will specifically cover the Group's remuneration policy and how it has been implemented, including details of individual Directors' remuneration packages, eligibility to participate in variable pay arrangements and the quantum of such pay that shall apply on achievement of relevant performance targets.
9. The Committee Chairman will attend the annual general meeting to answer member questions on the Committee's activities.

**Other matters**

10. The Committee will:
  - a. have access to sufficient resources in order to carry out its duties, including access to the Company Secretary;
  - b. 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;
  - c. oversee any investigation of activities which are within its terms of reference; and
  - d. Annually arrange for reviews 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.

These terms of reference were approved by the Board on 14 December 2018.