

DATED: 19 JUNE 2015

HUNTERS PROPERTY PLC

REMUNERATION COMMITTEE TERMS OF REFERENCE

Spearing | Waite LLP

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

(the “Committee”)

1. CONSTITUTION

The Committee was constituted at a full meeting of the Board of directors (the “**Board**”) of Hunters Property PLC (the “**Company**”) held on 19 June 2015 in accordance with the articles of association of the Company.

2. DUTIES AND TERMS OF REFERENCE

- 2.1 The Committee shall determine and agree with the Board the framework or broad policy for the remuneration of the executive directors, including bonuses, pension rights, share incentive plans and compensation payments. The remuneration of the Chairman of the Company (the “**Chairman**”) and the non-executive directors shall be a matter for the Board or the shareholders (within the limits set in the articles of association). No director or senior manager shall be involved in any decisions as to their own remuneration. The Committee shall recommend and monitor the level and structure of remuneration for senior management.
- 2.2 In determining such policy, the Committee shall take into account all factors which it deems necessary including relevant legal and regulatory requirements and the provisions and recommendations of relevant guidance. The objective of such policy shall be to attract, retain and motivate the executive management of the Group without paying more than necessary. The remuneration policy shall bear in mind the Group's appetite for risk and be aligned to the Group's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and be designed to promote the long term success of the Group.
- 2.3 When setting remuneration policy for directors, the Committee shall review and have regard to the pay and employment conditions across the Group, especially when determining salary increases.
- 2.4 The Committee shall review the ongoing appropriateness and relevance of the remuneration policy.
- 2.5 The Committee shall approve the design of, and determine targets for, any performance related pay schemes operated by the Group and approve the total annual payments made under such schemes.
- 2.6 The Committee shall review the Group's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
- 2.7 The Committee shall review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, Company secretary and other senior executives and the performance targets to be used.
- 2.8 The Committee shall determine the policy for, and scope of, pension arrangements for each executive director and other senior executives.

- 2.9 The Committee shall 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.
- 2.10 Within the terms of the agreed policy and in consultation with the chairman of the Board (the “**Chairman**”) and/or Chief Executive of the Group as appropriate, the Committee shall determine the total individual remuneration package of each executive director, the Company secretary and other senior executives including bonuses, incentive payments and share options or other share awards.
- 2.11 The Committee shall:
- 2.11.1 ensure that contractual terms on termination 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 fully recognised;
 - 2.11.2 oversee any major changes in employee benefits structures throughout the Group; and
 - 2.11.3 agree the policy for authorising claims for expenses from the directors.
- 2.12 The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- 2.13 The Committee shall obtain reliable, up-to-date information about remuneration in other companies of comparable scale. The Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary to help it fulfil its obligations within any budgetary restraints imposed by the Board; and
- 2.14 The Committee shall consider such other matters as may be requested by the Board.

3. MEMBERSHIP

- 3.1 The members of the Committee and the chairman of the Committee (the “**Committee Chairman**”), who shall either be the Chairman or an independent non-executive director, shall be appointed by the Board.
- 3.2 The Committee shall have at least three members, at least one of whom must be an independent non-executive director or, if there are two or more independent non-executive directors, then not less than two independent non-executive directors, together with the Chairman and, if there is only one independent non-executive director, an executive director. Appointments to the Committee shall be for periods of up to three years, which may be extended for no more than two additional three-year periods.
- 3.3 At the date of formation of the Committee, it has been agreed that the members of the Committee will be Kevin Hollinrake, Dean Fielding and Harry Hill and the Committee Chairman shall be Dean Fielding.

4. VOTING ARRANGEMENTS

- 4.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.

4.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

4.3 Save where he has a personal interest, the Committee Chairman will have a casting vote.

5. ATTENDANCE AT MEETINGS

5.1 The Committee will meet at least twice a year. The Committee may meet at other times during the year as agreed between the members of the Committee or as requested by the Committee Chairman.

5.2 Only members of the Committee and the secretary of the Committee have the right to attend Committee meeting but other directors and external advisers may be invited to attend all or part of any meeting as and when appropriate.

5.3 The Company secretary or his or her nominee or such other person as the Board may decide (whether on a permanent or temporary basis) shall be the secretary of the Committee and 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.

5.4 A quorum shall be any two members of the Committee, one of whom shall be a non-executive director.

6. NOTICE OF MEETINGS

6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members or the Chairman.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

7. AUTHORITY

The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the company's expense, legal or professional advice on any matter within its terms of reference. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

8. REPORTING

The proceedings and resolutions of the Committee meetings, including the names of those present and in attendance shall be minuted by the Company secretary. Once approved, the minutes of each meeting will be circulated to all other members of the Board unless, in the opinion of the Committee Chairman, it would be inappropriate to do so. The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9. GENERAL MATTERS

- 9.1 The Committee Chairman should make him or herself available at each Annual General Meeting of the Company to answer questions concerning the Committee's work.
- 9.2 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, 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.
- 9.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company secretary for assistance as required and 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
- 9.4 The Committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/non listed companies and formation and operation of share schemes as appropriate.
- 9.5 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.6 The Committee shall ensure that the Company will comply to the extent that the Committee deems appropriate with the provisions regarding disclosure of information, including pensions, as set out the, QCA Corporate Governance Guidelines for Small and Mid Sized Quoted Companies, NAPF Corporate Governance Policy & Voting Guidelines for Smaller Companies and, the ISS UKI Voting Guidelines 2015 and with the requirements of the AIM Rules for Companies.
- 9.7 If determined to be appropriate by the Board, the Committee shall ensure that a report on the Company's remuneration policy and practices is included in the Company's annual report and that it is put each year to shareholders for approval at the Annual General Meeting. 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.
- 9.8 Through the Chairman, the Committee shall seek to ensure that the Company maintains contact as required with its principal shareholders about remuneration.