

DATED 23 September 2025

AUCTION TECHNOLOGY GROUP PLC

REMUNERATION COMMITTEE - TERMS OF REFERENCE

AUCTION TECHNOLOGY GROUP PLC (THE "COMPANY")
REMUNERATION COMMITTEE – TERMS OF REFERENCE

1. CONSTITUTION

- 1.1** The board of directors of the Company (the "**Board**") has established a committee of the Board known as the Remuneration Committee (the "**Committee**").
- 1.2** The meetings and proceedings of the Committee are governed by these Terms of Reference which were adopted by the Board on 23 September 2025.

2. MEMBERSHIP

- 2.1** The Committee shall consist of a minimum of three members appointed by the Board, on the recommendation of the nomination committee and in consultation with the Chair of the Committee. All members shall be independent non-executive directors.
- 2.2** The Chair of the Board shall not be eligible to be appointed as Chair of the Committee but may serve on the Committee as an additional member if they were considered independent on appointment as Chair.
- 2.3** The Chair of the Committee shall be appointed by the Board on the recommendation of the nomination committee, which shall determine the period for which they shall hold office, and in consultation with the Committee. The Chair of the Committee shall be a non-executive director who has served on a remuneration committee for at least 12 months.
- 2.4** In the absence of the Chair of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.5** Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the members (other than the Chair of the Board, if they are a member of the Committee) continue to be independent. The Committee may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee.
- 2.6** Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chair of the Board (if they are not a member of the Committee) and/or the Company's Chief Executive and/or Chief Financial Officer and/or Chief People Officer may be invited to attend and speak at meetings (or parts thereof) by the Committee Chair. Other persons may be called upon or shall be able to speak by prior arrangement with the Chair of the Committee.

3. SECRETARY

The Company Secretary, or their nominee, shall act as 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.

4. QUORUM

4.1 The quorum for decisions of the Committee shall be any two members.

4.2 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.

5. FREQUENCY OF MEETINGS

The Committee shall meet not less than twice each year or otherwise as required. Formal meetings may be held by conference telephone or other communication equipment allowing those participating to hear and speak to each other and the quorum in that event shall be any two Committee members so linked.

6. NOTICE OF MEETINGS

6.1 Meetings may also be called by the Secretary of the Committee at the request of any member of the Committee.

6.2 At least five working days' notice of any meeting of the Committee shall be given, although such notice period may be waived or shortened with the consent in writing of all the members of the Committee for the time being. Notice of the meeting should confirm the venue, time and date together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. Late submission or circulation of supporting papers will be permitted at the discretion of the Chair of the Committee.

6.3 Notices and supporting papers may be circulated electronically (if the recipient has agreed to receive them in this way) or in hard copy as circumstances permit.

7. MINUTES OF MEETINGS

7.1 The Secretary shall minute the proceedings and discussions of all meetings of the Committee, including recording the names of those present and in attendance and any conflicts of interest. In the absence of the Secretary, the Chair of the Committee shall designate any Committee member or other meeting participant who is authorised to attend the meeting by the Chair of the Committee to minute the proceedings.

- 7.2 The draft minutes of the meetings of the Committee shall be agreed with the Chair of the Committee and then circulated to all members of the Committee and, once approved, to the Board and the Company Secretary unless a conflict of interest exists or, exceptionally, it would be inappropriate to do so in the opinion of the Chair of the Committee.

8. **ENGAGEMENT WITH SHAREHOLDERS**

The Chair of the Committee shall be available in person or by video at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and achievements of the Committee. In addition, the Chair of the Committee should also seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, as appropriate.

9. **DUTIES**

The Committee shall, on behalf of the Board and the shareholders of the Company:

- 9.1 be responsible for determining, in accordance with the principles and provisions of the UK Corporate Governance Code, the policy for directors' remuneration and setting remuneration for the Chair of the Board, executive directors and senior management including the company secretary (the "**Executive Group**"). No director or senior manager shall be involved in any decisions as to their own remuneration. The Board itself, or, where required by the articles of association, the shareholders should determine the remuneration of the non-executive directors, within the limits set in the articles of association.
- 9.2 in determining the remuneration policy, take into account relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code, associated guidance and any other factors which it deems necessary. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the Company successfully without paying more than is necessary, having regard to views of shareholders and other stakeholders.
- 9.3 when setting remuneration policy for executive directors, review and have regard to (i) pay and employment conditions and remuneration trends across the Company or Group, especially when determining annual salary increases; and (ii) the alignment of workforce incentives and rewards with culture;
- 9.4 review the ongoing appropriateness of workforce remuneration and related policies;
- 9.5 consider, and if thought appropriate, engage with the Group's workforce to explain how the remuneration of the executive directors aligns with the wider pay policy of the Group;
- 9.6 review the ongoing appropriateness and relevance of the remuneration policy;

- 9.7** consider and determine all elements of the remuneration of the Executive Group, including:
- 9.7.1** basic salary (the Committee shall also consider the pension consequences of basic salary increases);
 - 9.7.2** bonuses and performance-related payments (including profit sharing schemes) and approve the total annual payments thereof;
 - 9.7.3** discretionary payments;
 - 9.7.4** pension contributions;
 - 9.7.5** benefits in kind; and
 - 9.7.6** equity grants or options,
- and in doing so consider the choice of objectively determined financial, non-financial and strategic measures, as well as the exercise of independent judgement, taking account of company and individual performance and wider circumstances;
- 9.8** consider and determine the remuneration related provisions of the service agreements of the Executive Group (in particular the term, any notice period (which shall not normally exceed one year) and compensation commitment on early termination) to ensure that any payments that may be made under such agreements do not reward poor performance and that the duty to mitigate loss is fully recognised;
- 9.9** ensure that remuneration schemes and policies for executive directors contain, where appropriate, malus and clawback provisions in prescribed circumstances, such as payments based on erroneous or misleading data, misconduct, misstatement of accounts, serious reputational damage and corporate failure;
- 9.10** approve any payment to, and/or any non-cash benefit to be provided to, or for the benefit of an executive director or other member of the Executive Group and any other terms and conditions to apply on termination of that person's employment (once the decision to dismiss or reach agreement to terminate employment has been taken by the Board);
- 9.11** approve the design of, and determine targets for, any performance related pay schemes operated by the Company for the Executive Group and consider setting a limit for what it considers is a reasonable reward for individual executives;
- 9.12** establish and review, as the Committee considers necessary, key performance indicators, gender and other pay reporting metrics;
- 9.13** in relation to any incentive plan for the Executive Group, including cash bonus plans and any share-based plans:

- 9.13.1** determine policy for the grant of equity grants, options or awards to executive directors and senior executives of the Company and the Group, to ensure that they are provided with appropriate incentives consistent with the Company's policy;
- 9.13.2** approve all and any equity grants, options or awards to executive directors and senior executives, including consideration of the quantum of grants and vesting schedules;
- 9.13.3** set appropriate performance targets in connection with the equity grants, options or awards;
- 9.13.4** determine, in conjunction with the Company's advisers, whether such performance targets have been satisfied;
- 9.13.5** approve any amendments to the plans prior to obtaining any necessary shareholder approval;
- 9.13.6** exercise any discretion specified in the rules of the plans and generally oversee the administration of plans offered to executive directors and/or other senior executives;
- 9.13.7** ensure the plans include provisions that would enable the Company to recover sums paid or withhold the payment of any sum, and specify the circumstances in which it would be appropriate to do so; and
- 9.13.8** determine each year whether any equity grants, options or awards will be made under the plans and, if so, the overall amount of such equity grants, options or awards, the individual equity grants, options or awards to executive directors, Company Secretary and other senior executives and the performance targets to be used.
- 9.14** consider and review the terms of any new equity plans for the Executive Group;
- 9.15** oversee the administration of any all-employee share scheme operated by or to be established by the Company in accordance with the rules of that scheme and any applicable legal and stock exchange requirements and with any requirements of His Majesty's Revenue and Customs;
- 9.16** where required by law to do so, ensure that any remuneration payment or payment for loss of office to any current or former Chair or executive director of the Board is consistent with the most recent directors' remuneration policy that has been approved by shareholders or is otherwise approved by the shareholders as required by the relevant regulations, the Companies Act 2006, the UK Listing Rules of the UK Financial Conduct Authority (the "FCA") and all other relevant laws and regulations;

- 9.17** consider and make recommendations to the Board concerning disclosure of details of remuneration packages and structures in addition to those required by law or by the FCA or the London Stock Exchange;
- 9.18** obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity.
- 9.19** be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee and to commission or purchase any reports, surveys or information which it deems necessary at the expense of the Company. However, the Committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants;
- 9.20** determine the policy for, and scope of, pension arrangements for each executive director and other senior executives including ensuring that only basic salary is pensionable and that the pension contribution rates for executive directors, or payments in lieu, are aligned with those available to the workforce;
- 9.21** oversee any major changes in employee benefits structures throughout the Company or Group;
- 9.22** ensure that remuneration schemes promote long term shareholdings by executive directors that support alignment with long-term shareholder interests and consider share award vesting and holding periods, and a formal policy setting out (i) post-employment shareholding requirements and (ii) the minimum shareholding requirement that an executive director is expected to meet during their employment, as well as the time period during which the executive director must achieve this requirement and the consequences of the executive director not achieving the stated shareholding requirement;
- 9.23** design remuneration schemes and policies and practices to support strategy and promote long term sustainable success, with executive remuneration aligned to company purpose and values, clearly linked to the successful delivery of the Company's long term strategy, and reserve the exceptional right to use discretion to override formulaic outcomes, potentially including provisions that would enable the Company to recover and/or withhold sums or share awards and the specific circumstances in which it would be appropriate to do so;
- 9.24** agree the policy for authorising claims for expenses from members of the Board; and
- 9.25** consider whether or not and to what extent the views of employees and shareholders should be obtained in relation to the formulation of the executive directors' remuneration policy.

10. REPORTING RESPONSIBILITIES

10.1 All decisions of the Committee shall be reported formally to the Board by the Chair of the Committee.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and adequate time should be available for Board discussion where necessary. All decisions on recommendations referred to the Board shall take effect only upon approval thereof by resolution of the Board, at a meeting which is properly convened and constituted and in accordance with the Company's articles of association.

10.3 The Committee shall compile a report on its activities in discharging its responsibilities to be included as a separate section in the Company's annual report. The report should include:

10.3.1 a description of its malus and clawback provisions, including:

- (a) the circumstances in which malus and clawback provisions could be used;
- (b) a description of the period for malus and clawback and why the selected period is best suited to the organisation; and
- (c) whether the provisions were used in the last reporting period and, if so, a clear explanation of the reason should be provided in the annual report; and

10.3.2 a description of its work, including:

- (a) an explanation of the strategic rationale for executive directors' remuneration policies, structures and any performance metrics;
- (b) reasons why the remuneration is appropriate using internal and external measures, including pay ratios and pay gaps;
- (c) whether the remuneration policy operated as intended in terms of company performance and quantum, and, if not, what changes are necessary;
- (d) what engagement has taken place with shareholders and the impact this has had on remuneration policy and outcomes;
- (e) what engagement with the workforce has taken place to explain how executive remuneration aligns with wider company pay policy; and

- (f) to what extent discretion has been applied to remuneration outcomes and the reasons why.

- 10.4** The Committee shall ensure that provisions regarding disclosure of information relating to directors' remuneration including, where required by law, the directors' remuneration policy and its implementation, as set out in the Companies Act 2006, the FCA's UK Listing Rules, the UK Corporate Governance Code and all other relevant laws and regulations (each as amended from time to time) are fulfilled.
- 10.5** Where required, the Committee shall produce reports relating to directors' remuneration including an annual statement by the Committee's Chair, the directors' remuneration policy and an annual report on directors' remuneration, which shall form part of the Company's annual report and ensure such report(s) are put to shareholders for approval as required by relevant law or regulation.
- 10.6** If the Committee has appointed a remuneration consultant, the consultant should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

11. PROCEDURE

- 11.1** The Committee shall conduct an annual review of its work and these terms of reference to ensure it is operating at maximum effectiveness and shall make recommendations about any changes it considers necessary to the Board.
- 11.2** The Chair of the Committee shall review membership of the Committee annually, as part of the annual performance review of the Committee.
- 11.3** The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 11.4** In order to facilitate the administration of the Company's cash bonus or share based incentive plans, the Committee may delegate the exercise of some or all of its powers or discretions to the Chairman of the Committee, one or more of its other members and/or the Company Secretary and Chief People Officer, in accordance with the rules of those plans and the overarching principles of these Terms of Reference. For the avoidance of doubt, the Committee may not delegate its authority to determine the levels and/or terms of any equity grants, options or awards made or to be made to any member of the Executive Group under such plans.
- 11.5** The Committee shall make available its terms of reference on the Company's website explaining clearly its role and authority delegated to it by the Board.
- 11.6** References in these terms of reference to the "**Group**" mean the Company, its subsidiaries and its subsidiary undertakings.

12. OTHER MATTERS

The Committee shall:

- 12.1** have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 12.2** 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;
- 12.3** give due consideration to applicable laws and regulations, including but not limited to the provisions of the UK Corporate Governance Code, the requirements of the FCA's UK Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules (as may be amended or replaced from time to time) and the guidelines published by the Investment Association;
- 12.4** oversee any investigation of activities within its terms of reference; and
- 12.5** work and liaise as necessary with all other Board committees, ensuring interaction between committees and with the Board is reviewed regularly.

23 September 2025