

**RECKITT BENCKISER GROUP PLC (the Company)**  
**REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

**Adopted by resolution on 19 November 2021**

**A: CONSTITUTION**

- 1 The Board of Directors of the Company (the **Board**) resolved on 4 September 2007 to establish a Committee of the Board to be known as the Remuneration Committee (the **Committee**).
- 2 The Board has resolved to amend the Terms of Reference of the Committee. These Terms of Reference replace in their entirety those last adopted on 16 November 2020.

**B: PURPOSE AND DELEGATED AUTHORITY**

- 3 The Committee's purpose is to assist the Board in fulfilling its oversight responsibility by ensuring that remuneration policy and practices reward fairly and responsibly; are designed to support the strategy and long term success of the company; and take account of the generally accepted principles of good governance.
- 4 The Board has delegated the authority set out in these terms of reference to the Committee. The Committee may sub-delegate any of its powers and authority as it thinks fit including instructing employees or creating sub-committees to review and report to it on specific issues.

**C: SCOPE**

On Behalf of the Board and subject to Board approval, the Committee shall primarily:

- 5 Regularly review and provides feedback on the Company's overall remuneration strategy;
- 6 In respect of the Chair, the Executive Directors and members of the Executive Committee, set, review and approve:
  - 6.1 Remuneration policies, including annual bonuses and long term incentives;
  - 6.2 Individual remuneration arrangements;
  - 6.3 Individual benefits including pension arrangements;
  - 6.4 Terms and conditions of employment including the Executive Directors' service agreements;
  - 6.5 Participation in any of the Company's bonus and long term incentive plans; and
  - 6.6 The targets and outcomes for any of the Company's performance related bonus and long term incentive plans.
- 7 The remuneration of Non-Executive Directors shall be a matter for the Board. The Chief Human Resources Officer shall make the initial recommendations to the CEO taking into account good governance practices, the time commitments and responsibilities of the roles, and relevant market data. The Chair of the Board and the CEO are responsible for evaluating and making recommendations to the Board.

**D: MEMBERSHIP**

- 8 The Board shall appoint at least three independent Non-Executive Directors as members. In addition, the Chair of the Board may be a member of, but not Chair, the Committee if they were considered independent on appointment as Chair.
- 9 An independent director appointed by the Board shall Chair the Committee. Before appointment as Committee Chair, the appointee will normally have served on a remuneration committee for at least 12 months. If the Chair is absent, one of the other Committee members will be elected to act as Chair.

- 10 Appointments to the Committee shall be for an initial period of three years, which may be extended for two further periods of up to three years, provided that the member (other than the Chair of the Board) still meets the criteria for independence and/or membership of the Committee. In exceptional circumstances, with the Board's approval, membership may be extended past a 9-year period if the Board determines that the member remains independent.

## **E: ADMINISTRATION**

### **Quorum and Attendees**

- 11 The quorum for the Committee shall be any two Committee members.
- 12 Only members of the Committee have the right to attend the Committee's meetings. However, the CEO will normally be invited to attend meetings and the Committee may invite other attendees including, but not limited to, members of management, external advisers, the Chief Human Resources Officer and the Group Head of Reward (if he or she is not already the Secretary of the Committee) to attend for all or part of any meeting as and when appropriate. The Committee will take extra care to recognise and avoid conflicts of interest.

### **Secretary**

- 13 The Company Secretary, their nominee, the Chief Human Resources Officer or the Group Head of Reward shall act as Secretary to the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

### **Meetings**

- 14 The Committee shall meet at least twice a year and at other such times as any member or the Secretary of the Committee shall require. Formal meetings may be held in-person, by telephone, video conference or written resolutions.

### **Agenda, Papers and Minutes**

- 15 The agenda of items to be discussed together with supporting papers shall be sent to Committee members and to other attendees, as appropriate.
- 16 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

## **F: REPORTING**

- 17 The Committee shall regularly report to the Board on the matters discussed and, once approved, minutes of the Committee meetings shall be circulated to all Committee members and all other members of the Board unless, in the opinion of the Chair of the Committee, it would be inappropriate to do so.
- 18 The Committee shall report to the Board on its work in discharging its responsibilities during the year and the outcomes of its formal performance evaluation.
- 19 The Committee shall produce a report of the Company's remuneration policy and practices for inclusion in the Remuneration Report and ensure that it is put to shareholders for approval at the AGM. The remuneration policy shall be put to shareholders for approval:
- 19.1 if the existing policy is amended, or
  - 19.2 if a majority shareholder approval was not achieved when last submitted; or
  - 19.3 no more than three years after the approval of the previous remuneration policy
- 20 The Annual Remuneration Report should articulate the implementation of the remuneration policy, the degree to which stakeholders have been engaged, how the Company has performed during the year and the consequential remuneration outcomes. The Committee shall provide a description of its

work in the annual report in line the requirements of the UK Corporate Governance Code, alongside details of any appointed remuneration consultants and any other connections they have with the company.

- 21 The Chair of the Committee shall maintain contact on remuneration issues as required with the Company's principal shareholders and shall attend the AGM to answer questions on the Committee's activities and on the Remuneration Report.

#### **G: RESOURCES**

- 22 The Committee may obtain directly and at the Group's expense any outside independent professional advice including from external remuneration advisers and it shall be responsible for the selection criteria, appointing, setting terms of reference for and compensation of such remuneration advisers.

#### **H: DUTIES AND RESPONSIBILITIES**

In fulfilling these terms of reference, the Committee shall:

- 23 Have regard to the provisions relating to the remuneration of directors in the UK Corporate Governance Code, the Listing Rules and the Disclosure Guidance and Transparency Rules as well as relevant guidelines published by proxy voting agencies and our major shareholders, and any other application rules, as appropriate;
- 24 Ensure that the remuneration policy is designed to support the strategy and promote the long-term sustainable success of the Company, having regard to views of shareholders and other stakeholders, the risk appetite of the Company, alignment to the Company's long term strategic goals (including alignment to the Company's Environmental, Social and Governance ('ESG') ambitions) and performance, and alignment to shareholder interests;
- 25 Keep abreast of external remuneration trends and market conditions and ensure that the Company maintains a competitive level of executive reward that is aligned with the Company's remuneration policy and is designed to promote the long-term sustainable success of the Company;
- 26 Review wider workforce remuneration and related policies and the alignment of incentives and reward with culture, taking these into account when setting the policy for Executive Director remuneration and when determining variable pay outcomes;
- 27 The Designated Non-Executive Director for engagement with the Company's workforce will maintain a dialogue with the wider workforce as appropriate, in order to ensure the Committee understands employees' views on issues relating to remuneration, and that they understand the alignment between Executive Director remuneration and their remuneration;
- 28 When determining Executive Director remuneration policy and practices, consider the Code requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture.
- 29 Consult with the Chair of the Company and the CEO in formulating the remuneration policy and when determining specific remuneration packages (other than in respect of the Chair and CEO);
- 30 Operate the Company's Long Term Incentive schemes, determining award levels to Executive Directors, reviewing and approving award levels for the members of the Executive Committee and retaining oversight of award levels for other employees participating in these schemes and determining any performance conditions to apply to the vesting of awards;
- 31 Ensure that remuneration schemes and policies enable the use of discretion to override formulaic outturns, and exercise independent judgement and discretion when authorising remuneration outcomes, taking into account of Company performance, individual performance, the wider employee experience, the shareholder experience and wider circumstances as appropriate;

- 32 Ensure that variable incentive schemes have appropriate recovery provisions including malus and clawback provisions where appropriate;
- 33 Ensure that variable incentive schemes have appropriate time horizons including performance periods, deferral periods, and holding periods where appropriate;
- 34 Review and determine the specific remuneration packages and compensation packages on employment or termination of office for each of the Executive Directors and members of the Executive Committee whilst ensuring that for Executive Directors they remain in line with the latest shareholder approved Directors' Remuneration Policy and that no individual is directly involved in setting their own remuneration;
- 35 Determine and keep under review the shareholding requirements, including any policies for post-employment shareholding requirements, for Executive Directors and members of the Executive Committee.
- 36 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;
- 37 Ensure any statement on loss of office payments for both Executive and Non-Executive Directors is transparent and published as soon as reasonably practicable.
- 38 Oversee any major changes in employee benefits structures throughout the Group; and
- 39 Work and liaise as necessary with all other Board committees.

**I: TRAINING, REVIEW AND EVALUATION**

- 40 The Committee shall 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.
- 41 To maintain maximum effectiveness, the Committee shall at least once a year undertake a review of its own performance, its membership and organisation and these terms of reference and it shall make appropriate recommendations to the Board for approval.