



REMUNERATION COMMITTEE TERMS OF REFERENCE

1 COMPOSITION AND QUORUM

The remuneration committee is a committee of the Board of Directors of Pendragon PLC appointed by the Board and shall comprise of at least three members. All members of the committee shall be independent non-executive directors.

The quorum necessary for the transaction of business shall be two.

The company secretary acts as secretary to the committee.

2 CHAIRMAN

The chairman of the committee is an independent non-executive director. From January 2019, any future appointees as chair of the committee should have served on the committee for at least 12 months,

3 PARTICIPATION EXCLUSION

No director or executive shall be involved in any decisions as to his or her own remuneration.

4 MEETINGS

The committee shall meet not less than once a year and at such other times as the chairman of the committee shall require.

5 RESPONSIBILITIES

The committee's responsibilities are as follows:

(i) to determine and agree with the Board the framework or broad policy for the remuneration of the chair, executive directors and such other members of the executive senior management. The definition of 'senior management' is set by the UK Corporate Governance Code, July 2018 and is the executive committee or first layer of management below board level, including the company secretary;

(ii) in determining such policy, to take into account all such factors it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives which align their interests with those of shareholders, and encourage enhanced performance in the short and medium term as well as the achievement of the company's longer term strategic goals. The policy shall also be designed to reflect the commitment and responsibilities of the respective roles of the executive senior management and ensure they are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;

(iii) to liaise with the nomination committee to ensure that the remuneration of newly appointed executive directors and executive senior management is consistent with the company's overall remuneration policy;

(iv) to determine targets for any performance-related pay schemes operated by the company and ask the Board, when appropriate, to seek shareholder approval for any long term incentive arrangements;

(v) within the terms of the agreed remuneration policy, to determine the total individual remuneration package of the chair each executive director and executive senior management, including, where appropriate, bonuses, incentive payments and share - based incentives;

(vi) to determine the policy for and scope of pension arrangements, service agreements, termination packages and compensation commitments for the executive directors:

(vii) in determining the remuneration packages and arrangements for executive directors other than the chief executive, to take into account the views of the chief executive:

(viii) review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive director remuneration,

(ix) in determining such packages and arrangements, to give due regard to the comments and recommendations of the UK Corporate Governance Code (July 2018) as well as the UK Listing Authority's Listing Rules and associated guidance including the Investment Association Principles of Remuneration

(x) to ensure that provisions regarding disclosure of remuneration, including pensions, as listed in the Companies Act 2006 the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, The Companies (Miscellaneous Reporting) Regulations 2018 and The Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019 are fulfilled.

6, AUTHORITY

6.1 The committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.

6.2 The committee is authorised to obtain outside legal or other independent professional advice, including the appointment of a remuneration consultant.