

FORESIGHT VCT PLC

REMUNERATION COMMITTEE TERMS OF REFERENCE

The Board has established a Committee of the Board to be known as the Remuneration Committee. The terms of reference of the Remuneration Committee consider the provisions set out in the AIC Code of Corporate Governance, the FRC Guidance on Board Effectiveness 2018 and the Chartered Governance Institute Model Terms of Reference for Remuneration Committees (*where appropriate*).

Definitions

- (i) Reference to the "Board" shall mean the board of directors of the Company.
- (ii) Reference to the "Code" shall mean the AIC Code of Corporate Governance.
- (iii) Reference to the "Committee" shall mean the Remuneration Committee.
- (iv) Reference to the "Company" shall mean Foresight VCT plc.
- (v) Unless otherwise stated, reference to "Chair" shall mean the Chair of the Committee.

1. Membership

- 1.1. The committee shall comprise all board directors, all of whom shall be non-executive directors. The chair of the Board may also serve on the committee as an additional member if they were considered independent on appointment as chair but cannot chair the Committee.
- 1.2. Appointments to the Committee are made by the Board.
- 1.3. The members of the Committee at 04 June 2024 are Margaret Littlejohns, Dan Sandhu, David Ford and Patricia Dimond.
- 1.4. The Chair of the Committee is Patricia Dimond.

2. Secretary

- 2.1. 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.

3. Quorum

- 3.1. A quorum shall be two members.

4. Frequency of Meetings

- 4.1. Meetings shall be held at least once a year. The external auditors may request a meeting if they consider one necessary.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time

6. Minutes of meetings

- 6.1. The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of committee meetings shall be circulated to all members of the Committee.

7. Engagement with Shareholders

- 7.1 The Committee Chair should attend the annual general meeting to answer any shareholder questions on the Committee's activities.

8. Authority

- 8.1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek such information which is deemed necessary to fulfil its duties.
- 8.2. The Committee is entitled by the Board to obtain outside legal or other independent professional advice and to ensure the attendance of outsiders with relevant experience and expertise if it considers it necessary.

9. Duties

The duties of the Committee shall be:

- 9.1 To determine and recommend to the Board the framework or broad policy for the remuneration of the Company's non-executive directors.
- 9.2 To review the ongoing appropriateness and relevance of the remuneration policy, taking into account that:
 - (i) the levels of remuneration for the chair and all non-executive directors should reflect the time commitment and responsibilities of the role;
 - (ii) remuneration for all non-executive directors should not include share options or other performance-related elements;
 - (iii) provision should be made for additional directors' fees where directors are involved in duties beyond those normally expected as part of the director's appointment. In such

instances the board should provide details of the events, duties and responsibilities that gave rise to any additional directors' fees in the annual report;

- (iv) ensure that all provisions regarding disclosure of remuneration, as set out in the Directors' Remuneration Report Regulations 2002 and the Code are fulfilled.

9.3 To be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;

9.4 To report the frequency of, and attendance by members at, Remuneration Committee meetings in the Annual Reports;

9.5 To make available the Committee's terms of reference. These should set out the Committee's delegated responsibilities and be reviewed and, where necessary, updated annually.

10. Reporting Procedures

10.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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.

10.3 The Committee shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's Annual Report and ensure each year that it is put to shareholders for approval at the AGM.

10.4 The Company's annual report shall contain:

- (i) a statement of remuneration policy and details of the remuneration of each Director;
- (ii) a graph or table comparing total Directors' remuneration vs total distributions; and
- (iii) a table of prior years' Director fees and the current year's fees.

Dated: 28 November 2024

END