

Terms of Reference of the Remuneration Committee

Dated 14 September 2020

Phoenix Spree Deutschland Limited

Terms of Reference of the Remuneration Committee (the "Committee")

1 Membership

- 1.1 Members shall be appointed by the Board on the recommendation of the Nomination Committee or otherwise in consultation with the Chair.
- 1.2 The Committee shall be made up of at least three members of the Board, all of whom should be considered independent non-executive directors. The chair of the Company, provided that he/she is an independent Director (and was considered independent on appointment as chair of the Company), may be a Member of the Committee but cannot chair the Committee.
- 1.3 Only Members shall have the right to attend Committee meetings. However, other individuals such as external advisers may be invited to attend all or part of any meeting.

2 Chair

- 2.1 The Board shall appoint the Chair of the Committee. Before appointment as chair of the Committee, the Board should satisfy itself that the appointee has relevant experience and understanding of the Company. The Chair should have served on a remuneration committee for at least 12 months prior to his/her appointment as Chair of the Committee. The Chair has the responsibility of liaising with the Board.
- 2.2 The Chair shall chair the meetings of the Committee unless the Chair is UK resident and unable to travel to Jersey for meetings then a Jersey resident member may be appointed chair for that meeting. In the absence of the Chair of the Committee, the remaining Members present shall elect one of themselves to chair the meetings of the Committee.

3 Secretary

- 3.1 The Company Secretary (or his/her delegate) or such other person as the Board may determine from time to time shall be the secretary of the Committee.
- 3.2 The secretary of the Committee or his/her delegate shall attend meetings of the Committee to take minutes.
- 3.3 In the absence of the secretary of the Committee, the Members present at a meeting of the Committee shall elect another person to act as the secretary for the purposes of that meeting.

4 Quorum

- 4.1 The quorum necessary for the transaction of business of the Committee shall be two Members.
- 4.2 The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The relevant Member shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her associates have a material interest.

- 4.3 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

- 5.1 The Committee shall meet at least once a year and otherwise as required.
- 5.2 Any Member may request a meeting if they consider that one is necessary.

6 Attendance at meetings

- 6.1 Members may attend meetings of the Committee either in person or through telephonic and/or electronic means of communication. Such a meeting of Members shall only be validly convened if the majority of the Members participating are located outside the United Kingdom. Such a meeting shall be deemed to take place where the Chair of the meeting then is located provided that no meeting can take place in the United Kingdom
- 6.2 Should any Member wish to attend a meeting through telephonic and/or electronic communications, prior arrangements shall be made with the secretary of the Committee.

7 Notice of meetings

- 7.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its Members or at the request of the Chair of the Committee.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be forwarded to each member of the Committee, and to any other person required to attend within a reasonable time prior to the date of the meeting.
- 7.3 An agenda of items to be discussed shall be forwarded to the Chair of the Committee in the first instance unless otherwise agreed by the Chair of the Committee, then circulated to each member of the Committee and any other person required to attend within a reasonable time prior to the date of the meeting. Supporting papers shall be sent to Members and to other attendees as appropriate, at the same time.
- 7.4 Any Member shall be entitled, by notice to the secretary of the Committee, to include other matters relevant to the functions of the Committee in the agenda of a Committee meeting.
- 7.5 All meeting of the Committee shall be held outside the United Kingdom.

8 Minutes of meetings

- 8.1 The secretary of the Committee (or his/her delegate) in attendance at the meetings of the Committee shall minute in sufficient detail all proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any Member and/or dissenting views expressed.
- 8.2 Draft minutes of the Committee meetings shall be circulated to the Chair of the Committee for review and comment prior to circulation to the wider Committee within

a reasonable time after the meeting with a final draft tabled at the next appropriate Committee meeting for approval and at the Board meeting for information purposes, unless it is considered inappropriate to do so by the Chair.

- 8.3 Minutes of the Committee meetings shall be kept by the secretary of the Committee and shall be available for inspection by any Member or Director at any reasonable time on reasonable notice.

9 Duties

- 9.1 The Committee shall:

9.1.1 determine in accordance with the Company's articles of association or, alternatively, by the Board, the remuneration of non-executive directors, taking the following into consideration:

- (a) levels of Directors' remuneration should reflect the time commitment and responsibilities of the role;
- (b) non-executive Directors' remuneration should not include share options or other performance-related elements;
- (c) notice of contract period should be set at one year or less;
- (d) 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;
- (e) no Director should be involved in deciding his or her own remuneration; and
- (f) independent judgement and discretion should be exercised when authorising remuneration outcomes, taking account of Company and individual performance and wider circumstances.

9.1.2 determine the policy and set the remuneration for the Company's chair;

9.1.3 review the on-going appropriateness and relevance of the remuneration policy on an annual basis and ensure it is put to shareholders at least every three years, or any year where there is a change to the policy, noting that the policy should be designed to support strategy and promote the long-term success of the Company;

9.1.4 judge where to position the Company relative to other companies in relation to the level of Directors' remuneration, but using such comparisons with caution in view of the risk of increased remuneration with no corresponding improvement in performance; and

9.1.5 have full authority to appoint remuneration consultants 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.

9.2 The Committee shall consider such other matters as may be requested by the Board.

10 Reporting responsibilities

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

10.2 The Committee shall prepare a report on the Company's remuneration policy and practices for inclusion in the Company's annual report and ensure each year that it is put to shareholders for approval at the Annual General Meeting of the Company. If the Committee has appointed remuneration consultants, this report should identify such consultants and state whether they have any other connection with the Company or individual Directors.

10.3 The Committee shall prepare a report detailing the work of the Committee for inclusion in the annual report.

10.4 The Committee must exercise independent judgement when evaluating advice of external third parties.

10.5 The Committee Chair shall seek shareholder engagement on matters within the scope of the Committee's responsibilities including attending the Annual General Meeting of the Company (ideally in person but, if not possible, by phone) to answer any shareholder questions on the Committee's activities.

10.6 The Committee shall ensure that the Company maintains contact as required with its principal Shareholders about remuneration.

11 Other matters

11.1 The Committee shall have access to sufficient resources in order to carry out its functions and discharge its duties.

11.2 All Members shall have access to the advice and services of the secretary of the Committee with a view to ensuring that procedures of the Committee and all applicable rules and regulations are followed.

11.3 The Committee shall, at least once a year, review its own performance, 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.

11.4 The Committee shall give due consideration to laws and regulations relevant to the Company, in particular the Companies (Jersey) Law 1991 (as amended), the provisions of the AIC Code and the Financial Conduct Authority's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate.

11.5 The Committee shall work and liaise as necessary with all other Board committees.

12 Authority

- 12.1 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, professional advice on any matter within its terms of reference, including independent professional remuneration advice and recruitment consultants.
- 12.2 The Committee is authorised to seek any information it requires from any Director and all Directors will be directed to co-operate with any request made by the Committee.

Definitions

In these Terms of Reference, unless the context requires otherwise, the following definitions shall apply:

"AIC Code" means the Association of Investment Companies Code of Corporate Governance

"Board" means the board of Directors of the Company

"Chair" means the chair of the Committee appointed from time to time

"Company" means Phoenix Spree Deutschland Limited

"Company Secretary" means the company secretary of the Company from time to time

"Directors" means the directors of the Company from time to time

"Member" means a member of the Committee from time to time

"Shareholders" means the shareholders of the Company