

MONEYSUPERMARKET.COM GROUP PLC (the "Company")
TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

1. CONSTITUTION

The Committee has been established by resolution of the board of directors of the Company (the "**Board**") and is to be known as the Remuneration Committee.

2. MEMBERSHIP

2.1 The Board shall appoint the chairman of the Remuneration Committee (the "**Chairman**"), who shall not be the chairman of the Board. In the absence of the Chairman or any 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.

2.2 The members of the Remuneration Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chairman.

2.3 The Remuneration Committee shall consist of at least three members, all of whom are independent non-executive directors. The chairman of the Board may also serve on the Remuneration Committee as an additional member if he or she was considered independent on appointment as chairman.

2.4 Appointments to the Remuneration Committee shall be for a period of up to three years, which may be extended for two further three-year periods, provided the director still meets the criteria for membership of the Remuneration Committee.

2.5 The Board shall regularly review the membership of the Remuneration Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals.

2.6 If executive directors or senior management are involved in advising or supporting the Remuneration Committee, that role should be clearly separated from their role within the business and care should be taken to recognise and avoid conflicts of interest.

2.7 The Remuneration 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.

3. QUORUM

A quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Remuneration 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 Remuneration Committee.

4. ATTENDANCE AT MEETINGS

4.1 No one other than the Chairman, and members, of the Remuneration Committee is entitled to attend or vote at a meeting of the Remuneration Committee.

4.2 However, other individuals, such as the chairman of the Board, chief executive, members of senior management, the head of human resources and external advisers, may be invited by the Remuneration Committee to attend for all or part of any meeting, as and when appropriate and necessary.

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

5. **SECRETARY**

5.1 The Company Secretary shall act as the secretary of the Remuneration Committee (the "**Secretary**").

5.2 The Secretary shall keep a record of:

5.2.1 the membership, and the dates of any changes to the membership, of the Remuneration Committee; and

5.2.2 any person who, or firm which, provides advice or services to the Remuneration Committee or materially assists the Remuneration Committee on matters relating to directors' remuneration and the nature of any other services provided by that person to the Company during the year.

6. **FREQUENCY OF MEETINGS**

Meetings shall normally be held at such times as the Remuneration Committee deems appropriate and in any event shall be held not less than twice a year. At least one meeting shall be held for the purpose of preparing and reviewing the directors' remuneration report.

7. **PROCEEDINGS**

7.1 Unless varied by these terms of reference, meetings and proceedings of the Remuneration Committee will be governed by the provisions of the Company's Articles of Association regulating the meetings and proceedings of directors.

7.2 The Articles of Association provide, amongst other things, that meetings may be held by telephone or video conference and a quorum shall be deemed to be present if at least the number of committee members required to form a quorum participates by telephone or video conference.

7.3 Meetings of the Remuneration Committee shall be called by the Secretary at the request of the committee chairman.

7.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the Remuneration Committee and any other person required to attend not later than 48 hours prior to the date of the meeting.

7.5 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. The Secretary shall record the proceedings and resolutions of all meetings of the Remuneration Committee, including the names of those present and in attendance. The Secretary shall circulate the draft minutes of such meetings to all members of the Remuneration Committee promptly. Once agreed, the minutes shall be circulated by the Secretary to all members of the Board, unless the Remuneration Committee decides it would be inappropriate to do so.

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

8. **AUTHORITY**

8.1 The Remuneration Committee is authorised by the Board at the expense of the Company to investigate any matter within its terms of reference. It is authorised to seek any information it requires from any employee in order to perform its duties and all employees are directed to co-operate with any requests made by the Remuneration Committee.

- 8.2 The Remuneration Committee is authorised by the Board, at the expense of the Company, to obtain external legal or other professional advice on any matters within its terms of reference.
- 8.3 The Remuneration Committee shall have access to sufficient resources to carry out its duties, including access to the company secretariat for assistance as required.
- 8.4 These terms of reference may be amended from time to time by the Board.

9. DUTIES

The Remuneration Committee shall be responsible for all elements of the remuneration of the executive directors and the chairman of the Company, including pension rights and compensation (i.e. damages) payments. The Remuneration Committee should also recommend and monitor the level and structure of remuneration for the senior management of the Company and the group. The senior management for this purpose shall mean such persons as are determined by the Board and shall include the Company Secretary. The duties of the Remuneration Committee shall be:

- 9.1 to determine the policy for the remuneration ("the Policy") (including benefits, pension arrangements and termination payments) of the chairman of the Board, the chief executive officer, the executive directors, and the senior management of the Company and ensure that the Directors' Remuneration Report is put to shareholders for approval at the AGM;
- 9.2 in determining the Policy for remuneration, to take into account all factors which it deems necessary (including relevant legal and regulatory requirements, the provisions of the UK Corporate Governance Code (the "**Governance Code**"), institutional shareholder guidelines in relation to directors' remuneration and associated guidance) the objective of the Policy being 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. The Policy should have regard to the risk appetite of the company and alignment to the company's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Company;
- 9.3 to determine the Company's policy on the duration of contracts with executive directors, and notice periods and termination payments under executive directors' contracts, with a view to ensuring that any termination payments are fair to the individual and the Company, that failure is not rewarded and the duty to mitigate loss is fully recognised;
- 9.4 to consider and make recommendations in respect of any other terms of the service contracts of the executive directors and any proposed changes to these contracts, and to review the Company's standard form contract for executive directors from time to time;
- 9.5 within the terms of the agreed framework or Policy to determine the total individual remuneration package of the chairman of the Board, each executive director, and the senior management of the Company, including, where appropriate, bonuses, incentive payments, share options, other share awards and pension arrangements;
- 9.6 having regard to the provisions of the Governance Code, including Schedule A of the Governance Code, to advise on and determine all formulae and targets for performance-related schemes operated by the Company, the methods for assessing whether performance conditions are met and the eligibility of executive directors for annual bonuses and benefits under long-term incentive schemes and approve the total annual payments made under such schemes;
- 9.7 to review the design of all share incentive plans for approval by the Board and shareholders and, for any such plans, determine each year whether awards will be made and if so, the overall amount of such awards, the individual awards to the chairman of the Board, the chief

- executive officer, the executive directors, and the senior management of the Company and the performance targets to be used;
- 9.8 to identify to the Board for its consideration and final determination any performance measures, performance targets and formulae which may be considered commercially sensitive for the Company;
- 9.9 when appropriate, to request the Board seek shareholder approval of all new long-term incentive schemes save in the circumstances permitted by the Listing Rules;
- 9.10 to operate, administer, review and make all decisions relating to all aspects of any share option scheme or incentive arrangement operated by or to be established by the Company, (subject always to the rules of that scheme and any applicable legal and regulatory requirements) including but not limited to:
- 9.10.1 the selection of those eligible directors and employees of the Company and its subsidiary companies to whom options or awards should be granted,
- 9.10.2 the timing of any grant of options or awards,
- 9.10.3 the numbers of shares over which options or awards are to be granted,
- 9.10.4 the exercise price at which options or awards are to be granted, and
- 9.10.5 the imposition of any objective condition which must be complied with before any option or award may be exercised or vest.
- 9.11 to liaise with the Nomination Committee to ensure that the remuneration of newly-appointed executive directors and senior management is within the Company's overall Policy;
- 9.12 to consider any other matters relating to the remuneration of or terms of employment applicable to the executive directors, chairman of the Company and the senior management of the Company and referred to the Remuneration Committee by the Board;
- 9.13 when setting the Policy for directors, review and have regard to pay and employment conditions across the Company or group, especially when determining annual salary increases;
- 9.14 to obtain reliable, up-to-date information about remuneration in other companies;
- 9.15 to be aware of and oversee any major changes in Policy or employee benefit structures throughout the Company or group;
- 9.16 to review the ongoing appropriateness and relevance of the Policy for the chairman of the Board, the chief executive officer, the executive directors and the senior management of the Company;
- 9.17 to have regard, in the performance of the duties set out in this clause, to any applicable laws and regulations including, to the Governance Code, the Listing Rules, the Disclosure and Transparency Rules, any published guidelines or recommendations regarding the remuneration of directors of listed companies and the formation and operation of share option schemes (in particular the guidelines published by the Investment Association and National Association of Pension Funds) and on corporate performance on environmental, social and governance issues (in particular the guidelines published by the Association of British Insurers and the National Association of Pension Funds) which the Remuneration Committee considers relevant or appropriate;
- 9.18 to help it fulfil its obligations the Remuneration Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary. The Remuneration Committee shall be exclusively

responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee at the expense of the Company but within any budgetary restraints imposed by the Board;

- 9.19 in conjunction with the Board, to draft and approve the annual directors' remuneration report, having regard to the provisions of the Companies Act 2006, Listing Rules, the Governance Code and the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008, and ensure that all provisions regarding disclosure of remuneration are fulfilled;
 - 9.20 to assist in the drafting of the section in the Company's Annual Report relating to the activities of the Remuneration Committee in accordance with the Governance Code and to liaise with the Board in relation to the same;
 - 9.21 to agree the policy for authorising claims for expenses of all directors appointed to the Board;
 - 9.22 to ensure that it is in a position to justify all of its actions and proposed courses of action;
 - 9.23 in exercising its powers, to take into account the duties of directors under Chapter 2 of Part 10 of the Companies Act 2006 (the "**2006 Act**") including, in particular, section 172 of the 2006 Act, which requires a director to act in a way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:
 - 9.23.1 the likely consequences of any decision in the long term,
 - 9.23.2 the interests of the Company's employees,
 - 9.23.3 the need to foster the Company's business relationships with suppliers, customers and others,
 - 9.23.4 the impact of the Company's operations on the community and the environment,
 - 9.23.5 the desirability of the Company maintaining a reputation for high standards of business conduct, and
 - 9.23.6 the need to act fairly as between members of the Company;
 - 9.24 to promptly provide the Board with such information as may be necessary or desirable in the opinion of the Board to enable the Board to monitor its conduct in order that each member of the Board may fulfil his duties and responsibilities as a director;
 - 9.25 at least once a year to review its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval, in accordance with the Governance Code;
 - 9.26 to ensure that these terms of reference are made available in accordance with the Governance Code;
 - 9.27 to make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed; and
 - 9.28 to ensure that the Company maintains a dialogue with shareholders about the remuneration of executive directors and senior management and the work of the Remuneration Committee.
10. **EXCLUSIONS**
- 10.1 The terms of reference of the Remuneration Committee do not encompass decisions to appoint, employ or dismiss executives or directors.

10.2 The remuneration of non-executive directors shall be a matter for the executive directors and the chairman of the Board (subject to the Articles of Association of the Company). Where permitted by the Articles of Association, the Board may, however, delegate this responsibility to a smaller sub-committee of executive directors, which may include the chief executive officer.

11. REPORTING TO SHAREHOLDERS

11.1 The annual report shall include:

11.1.1 a description of the work of the Remuneration Committee as required under the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulation 2008, including where an executive directors serves as a non-executive director elsewhere, whether or not the director will retain such earnings and if so what the remuneration is; and

11.1.2 where remuneration consultants are used, details of the consultants and a statement of any other connection they have to the Company.

12. ANNUAL GENERAL MEETING

The Chairman shall be available at the Annual General Meeting to answer questions arising from the directors' remuneration report and generally on remuneration principles and practice and the activities of the Remuneration Committee. He or she should also ensure that the Company maintains good contact with shareholders about remuneration in the same way as for other matters.

10 September 2015