



ARBUTHNOT BANKING GROUP PLC

Approved by the Board on 29 November 2018

Remuneration Committee

Membership:	Sir Henry Angest Chairman Sir Christopher Meyer Sir Alan Yarrow Membership of the Remuneration Committee is limited to non-executive directors together with the Group Chairman and CEO.
Quorum:	Two members (one of whom must be the Group Chairman and CEO).
Frequency of Meetings:	At least one meeting a year to review the salaries and other benefits to be paid to Executive Directors during the forthcoming year and the fees to be paid to Non Executive Directors and to review the Company's Remuneration Policy and the Directors' Remuneration Report. The Committee will also consider the principle of any incentives to be offered to Executive Directors and other members of management in the form of share or phantom options subject to the achievement of specific criteria as well as pension arrangements.
Responsibilities:	The Remuneration Committee has three core responsibilities: <ol style="list-style-type: none">1. Producing recommendations to the ABG Board on the overall remuneration policy of ABG and for setting the remuneration of individual ABG directors.2. Oversight of the ABG Remuneration Policy and its implementation.3. The preparation of decisions regarding remuneration, including those which have implications for the risk and risk management of the firm and which are to be taken by the management body. It takes into account, when preparing such decisions, the long-term interests of shareholders, investors and other stakeholders in the firm as well as the public interest.
Delegation:	Delegation to a sub-committee or individual is permitted.
Reporting:	To the Board of ABG.