

IPB Insurance Clg

Board Remuneration Nomination and Culture Committee (REMCO)

Effective 23 July 2026

Version History

Date	Owner	Version	Approver	Description
July 2024	Chair of Remuneration and Nomination Committee	V1.0 ¹	IPB REMCO and Board of Directors	Annual Review
July 2025	Chair of Remuneration Nomination and Culture Committee	V1.1	IPB REMCO and Board of Directors	Annual Review
July 2026	Chair of Remuneration Nomination and Culture Committee	V1.2	IPB REMCO and Board of Directors	Annual Review

Next Review	July 2027
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¹ Version 1.0 used as although previous versions exist, version history page commenced in July 2024

1. Purpose

- 1.1 The Remuneration Nomination and Culture Committee (“REMCO” or ‘Committee’) is a committee of the Board of Directors (‘Board’) of IPB Insurance CLG (‘the Company’) constituted on CBI consultation and per regulatory provisions, with delegated responsibility for supporting Board oversight of IPB’s remuneration, nomination and culture practices.
- 1.2 The Board has delegated authority to the Committee, without abrogating responsibility, in respect of the functions and powers set out in these terms of reference. The Committee is also authorised to make decisions under any authority delegated to it by the Board.

2. Membership

- 2.1 The Board shall appoint Committee members (“Members”) on recommendation of the REMCO, and the Committee shall be comprised of a minimum of three Members, with the number of Members being sufficient to handle the nature, scale and complexity of the business. The Committee shall comprise solely of Independent Non-Executive Directors (‘INEDs’) and Group Non-Executive Directors (‘GNEDs’). The majority of Members shall be INEDs. There shall be at least one shared Member between IPB’s Risk Committee and REMCO. The Committee, as a whole, shall have relevant remuneration, nomination and culture experience. An additional INED/GNED may be appointed by the Chair of the Committee (“the Committee Chair”) as a Member on a per meeting basis (“Per Meeting Member”) and the term “Member” shall include Per Meeting Member where appropriate, anticipating a quorum requirement. This Per Meeting Member appointment will be noted at the following Board meeting.
- 2.2 The Board shall appoint the Committee Chair on the basis of recommendations from REMCO. The Committee Chair shall be an INED or a GNED other than the Board Chair. In the absence of the Committee Chair at a Committee meeting, the remaining Members present shall elect one of them to chair the meeting.
- 2.3 Members are generally appointed for three years, however for reasons of continuity of experience, a director may continue as a member of the Committee for longer. Membership of the Committee is reviewed, annually or more often, if required, through REMCO to ensure that the membership is appropriate in terms of skills and experience.
- 2.4 Should a significant actual or perceived conflict of interest arise, either in relation to the Committee’s work or a change in a Member’s personal circumstances, the affected Member shall promptly declare the conflict to the Committee Chair, the Board Chair and the Company Secretary. The declaration shall be formally recorded, and appropriate steps taken to resolve the matter. Should the conflict involve either the Committee Chair or the Board Chair, the conflict shall instead be declared to another Member designated by the Company Secretary. In cases where the conflict is ongoing, REMCO and the Board may revise the Committee’s composition.
- 2.5 The Board in consultation with REMCO, shall replace a Member who is unable to provide sufficient time to attend meetings over the medium to long term, with a suitable appointee.

3. Secretary

- 3.1 The Company Secretary or the Committee Chair's nominee shall act as secretary of the Committee

4. Meetings and Reporting Procedures

- 4.1 The Committee shall meet at least four times a year.
- 4.2 The Committee Chair shall be responsible for the effective management of the Committee's agenda and ensure that adequate time is made available for discussion of all agenda items. Members may suggest items for inclusion, and all agenda items before the Committee shall have clear sponsorship and authorship assigned
- 4.3 Meetings of the Committee shall be called by the Company Secretary at the request of the Committee Chair or any of the Members, subject to satisfaction of the quorum of three Members for transacting business with decisions by majority vote.
- 4.4 Unless the Committee otherwise agrees, notice of each meeting confirming the date, time and venue, together with the agenda shall be served electronically to Members no later than seven calendar days before the meeting. Supporting papers shall also be sent to Members and to other attendees as appropriate but may be circulated with shorter notice on the approval of the Committee Chair
- 4.5 Members shall attend meetings regularly and in person or participate via video or teleconference if not possible to attend due to circumstances beyond their control. Members may communicate their perspective on a topic in advance of a meeting if they are unable to attend, via email to the Company Secretary for communication.
- 4.6 Only Members have the right to attend and vote at Committee meetings. However, the Committee may invite non-members, including other Board members, members of management, internal audit, external audit and any advisers, to attend all or part of a meeting.

5. Voting Arrangements

- 5.1 Each Member shall have one vote, which may be cast on matters considered at the meeting. Votes can only be cast by Members attending a meeting, whether in person or by remote video or teleconference.
- 5.2 If a matter that the Committee considers is one where a Member, either directly or indirectly, has a personal interest, that Member shall not be permitted to vote at the meeting.
- 5.3 Except where they have a personal interest, the Committee Chair, or their alternate, shall have a casting vote.
- 5.4 The Committee Chair may ask any attendees of a meeting including Members to leave the meeting to allow discussions of matters relating to them or a conflict of interest arises.

6. Minutes of the Meeting

- 6.1 The Committee shall minute the proceedings, decisions, and actions arising from all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of a Committee meeting shall be agreed with the Chair fifteen (15) working days, or as soon as possible thereafter, following the meeting and then circulated to all Members for approval. The minutes shall be included in the Committee pack for Board visibility in advance of a subsequent Board meeting.

7. Reporting Responsibilities

The Committee Chair shall:

- 7.1 Report to the Board on Committee proceedings after each meeting and update the Board on any significant matters arising at the Committee meeting.
- 7.2 Prepare a formal annual account of the Committees activities for the Company's Stakeholder and Annual Report, with the Committee Chair representing it at general meetings of the Company.
- 7.3 Make whatever recommendations to the Board the Committee considers appropriate on any area within its remit where action or improvement is needed.
- 7.4 Annually review and update these terms of reference, and once approved by the Board, make available to the Company's members via the Company's website.

8. Resources

- 8.1 The Committee shall have access to adequate resources to carry out its duties, as required.
- 8.2 The Company Secretary shall arrange induction for new Members as well as ongoing and relevant training for all Members on matters within the Committee's remit. The Company Secretary shall secure (at IPB's expense) independent legal, accounting or other professional advice for the Committee as required by Members to support the discharge of their duties

9. Role and Responsibilities: -

The Committee's role and responsibilities shall include:

9.1 Board Succession Planning:

- 9.1.1 The Committee shall support selection and recommend for Board approval the appointment of Executive Directors, INEDs, GNEDs and Observers and the remunerative arrangements in respect of all aspects of Directors' roles, including the Board Chair, Deputy Chair (if applicable), Board Committee Chairs & Members and Observers whilst noting the Audit Committee's responsibility per its Terms of Reference for appointing an INED as Committee Chair for recommendation for approval by the REMCO and Board. This shall consider regulatory responsibilities per the Corporate Governance Requirements for Insurance Undertakings 2015 and regulatory related internal fitness and probity processes.
- 9.1.2 The Committee shall make recommendations regarding resourcing of

the role of Company Secretary to ensure adequacy of skills and resources to support discharge of statutory and other duties per company law.

- 9.1.3 The Committee shall develop and monitor application of IPB's Board Diversity Policy by monitoring the appropriateness of Board Committee and Board Members and Observers for their roles.
- 9.1.4 The Committee shall consider Board Committee and Board membership if any on-going conflicts of interest arise.
- 9.1.5 The Committee shall make succession planning recommendations to the Board, in respect of Executive Director, INED, GNED and Observer appointments, retirements, resignations, re-appointments and re-elections per skills, knowledge, experience, contribution, challenge and current and envisaged future business demands.
- 9.1.6 The Committee shall ensure preparation of role profiles for Board appointments.
- 9.1.7 The Committee shall identify anticipated time commitment requirements for optimum engagement.
- 9.1.8 The Committee shall manage annual processes of appointment of the Board Chair and Deputy Chair (if applicable) who shall, be an INED or a GNED with CBI agreement.

9.2 Board Performance Evaluation and Training:

- 9.2.1 The Committee shall ensure an annual review of the overall performance of the Board, its committees and individual directors, relative to any objectives, strategy and corporate governance requirements and the implementation of any recommendations.
- 9.2.2 The Committee shall ensure provision of appropriate induction training to appointees to Observer, Board Committee and Board roles.
- 9.2.3 The Committee shall ensure development of Observer, Board Committee and Board member skills, knowledge and experience through training and development to facilitate optimum contributions and informed decision making on an ongoing basis.

9.3 Internal Governance and Controls:

- 9.3.1 The Committee shall oversee monitoring of the adequacy of internal governance fora and frameworks to include organisational structures and reporting channels, authorities, and signatories to ensure no one person has unfettered control.

9.4 For the CEO and Senior Management roles which may have a material impact on IPB's risk profile (as defined in the Company's authorities' material): -

- 9.4.1 The Committee shall support the selection process, and shall approve appointments for Board approval, ensuring adherence to the required regulatory standards and subject to S9.1 above, by ensuring preparation of comprehensive role profiles, statements of responsibility (where required) and ensuring appropriate integrity and adequate knowledge, experience, skill and competence for roles in the course of appointment.
- 9.4.2 The Committee shall monitor the appropriateness of those in these roles on an on-going basis to include overseeing succession planning and talent development arrangements.
- 9.4.3 The Committee shall approve recommended role or remuneration

changes, impacts of resignations and leaver arrangements.

9.5 Culture: -

The Committee shall support the Board in ensuring that IPB's culture aligns with its desired culture:

- 9.5.1 The Committee shall nurture ongoing commitment to cultivation of a desired organisational culture, including where people can "Speak Up", diversity and equity and inclusion is fostered and celebrated.
- 9.5.2 The Committee shall regularly monitor to ensure that the desired culture of IPB is effectively embedded and supported in all aspects of the company's day-to-day operations, including specific responsibility for ensuring that Diversity and Inclusion is adequately considered in all decision-making and activities on a day-to-day basis
- 9.5.3 The Committee shall recommend periodic "deep dive" reviews on Culture topics to the IPB Board as appropriate.

9.6 Sustainability: -

The Committee shall consider recommendations from the Board Sustainability Committee on sustainability-related matters.

9.7 Fitness and Probity:

- 9.7.1 The Committee shall ensure adherence to the required regulatory standards,
- 9.7.2 The Committee shall monitor processes to ensure the fitness and probity of Board Members, Observers and individuals performing roles which may have a material impact on IPB's risk profile
- 9.7.3 The Committee shall ensure CBI reporting within 5 working days of any Board decision to remove the Head of a Control Function with clear articulation of the underlying rationale and avoidance of agreements purporting to preclude or dis-incentivise information provision to the CBI.

9.8 Remuneration Policy & Practices: The Committee shall establish IPB's Remuneration Policy

- 9.8.1 The Committee shall ensure its alignment with an objective of incentivising management per parameters to encourage enhanced performance of personnel underpinned by a focus on securing of sustainability for the short, medium and long term aligned to IPB's mutual ethos and IPB's members' interests.
- 9.8.2 The Committee shall regularly assess progress against agreed strategy, plans, targets and metrics to fairly and responsibly reward individual contributions to IPB's success, ensuring that excessive risk taking is not promoted and that the remuneration framework and processes in place correspond with IPB's risk strategy and appetite.
- 9.8.3 The Committee shall annually review for Board approval, the appropriateness of the remuneration policy and its adherence to best practice, regulatory requirements, risk appetite and IPB's mutual status.
- 9.8.4 The Committee shall ensure alignment with stakeholders' interests and consistency with a reasonable assessment of IPB's financial situation and prospects.

9.9 Remuneration Framework and Individual Packages: per IPB's Remuneration Policy and in consultation with relevant parties: -

- 9.9.1 The Committee shall annually review and approve for Board approval, the Remuneration Framework.
- 9.9.2 The Committee shall agree total compensation packages, i.e. base pay benchmark setting and benefits, particularly for: -
- individuals performing roles which may materially impact IPB's risk profile including Executive Directors
 - the position particular to the Board Chair, with the Board Chair excused from decision making on this
 - the Board Chair and Executive Directors, per the Remuneration Policy and in consultation with relevant parties, determining INED and GNED remuneration arrangements and no individual shall participate in decisions on their own remuneration.
- 9.9.3 The Committee shall review individual remuneration packages and any ad hoc arrangements of Executive Directors, the Company Secretary, Senior Management and on other individuals performing roles which may have a material impact on IPB's risk profile.

9.10 The Committee shall undertake any other related duties directed by the Board.

9.11 The Committee shall support IPB with fulfilling their responsibilities under the Central Bank Individual Accountability Framework.

10 Committee Effectiveness and Consideration

- 10.1** To ensure it is operating at maximum effectiveness, the Committee shall, at any time, propose to the Board changes it considers necessary for approval.
- 10.2** In framing REMCO relevant strategies, frameworks and policies, and supporting oversight of Culture, the Committee shall consider the principles and provisions of the Corporate Governance Requirements for Insurance Undertakings 2015 and the long-term interests of IPB's members and customers.