

# Remuneration Committee

## General Terms of Reference

The Remuneration Committee of Margin Art & Media PLC (“the Company”) is established by the Board of Directors to ensure that the Company maintains a transparent, responsible, and performance-aligned remuneration framework consistent with long-term shareholder value, financial prudence, and the cultural mission of the organisation.

## 1. Purpose

The Committee shall:

- Determine and agree with the Board the remuneration policy for the Chair, Executive Directors, and senior management.
- Ensure remuneration structures promote long-term sustainable growth and align with the Company’s strategic objectives, including its museum development and cultural mission.
- Safeguard against excessive risk-taking through incentive structures.
- Ensure compliance with applicable UK corporate governance standards and stock exchange listing requirements.

## 2. Responsibilities

The Committee shall:

- Review and approve base salary, annual bonus, long-term incentive plans, pension arrangements, and benefits.
- Oversee share-based incentive schemes associated with public market listings.
- Review workforce remuneration trends to ensure fairness and proportionality.
- Ensure that remuneration policies reflect the Company’s zero-debt, asset-backed financial philosophy.

- Prepare an annual Remuneration Report for inclusion in the Company's Annual Report and Accounts.

### **3. Composition**

- Comprised of at least three Non-Executive Directors.
- Majority to be independent.
- The Chair of the Board may serve as a member but shall not chair the Committee.

### **4. Governance Principles**

The Committee operates under principles of:

- Transparency
- Accountability
- Performance alignment
- Financial sustainability
- Ethical integrity