Terms of Reference for the Remuneration Committee of Victrex plc

Approved and adopted by the Board of Directors of Victrex plc (**Company**) to take effect from 1 October 2026.

1. CONSTITUTION

1.1. The Remuneration Committee (**Committee**) is a committee of the board of directors (**board**) of the Company.

1.2. The Committee has the delegated authority of the board in respect of the functions and powers set out in these Terms of Reference.

1.3. The Terms of Reference of All Board Committees applies unless stated otherwise.

2. ROLE

2.1. The role of the Committee is to assist the board to fulfil its responsibility to shareholders to ensure that:

2.1.1. remuneration policy and practices of the Company are designed to support strategy and promote long-term sustainable success, reward fairly and responsibly, with a clear link to corporate and individual performance, having regard to statutory and regulatory requirements; and

2.1.2. executive remuneration is aligned to company purpose and values and linked to delivery of the company's long-term strategy.

2.2. Subject to paragraph 2.3, in particular, the Committee shall consider:

2.2.1. remuneration policies, including base pay, long-term and short-term incentives, shareholding requirements and use of the Committee's discretion;

2.2.2. remuneration practice and its cost to the Company;

2.2.3. recruitment, service contracts and severance policies;

2.2.4. pension and superannuation arrangements and other benefits;

2.2.5. the engagement and independence of external remuneration advisers; and

2.2.6. a review of workforce remuneration and related policies and the alignment of incentives and rewards with culture.

2.3. The remuneration of the senior independent director and non-executive directors of the board shall be a matter for the chair and the executive directors to be decided at a meeting of the board to be determined within the limits set in the Company's articles of association. No director shall be involved in any decisions as to their own remuneration.

3. DUTIES & TERMS OF REFERENCE

The Committee shall carry out the following duties for the Company and its subsidiaries (**Group**) and advise the board appropriately:

3.1. Remuneration policy and practices

3.1.1. determine and agree with the board the policy for the remuneration and benefits, including pension rights and compensation payments, of the executive directors and set the remuneration for:
  3.1.1.1. the chair of the Company;
  3.1.1.2. executive directors;
  3.1.1.3. the Company Secretary; and
  3.1.1.4. senior management;

3.1.2. subject to paragraph 3.5.2, in determining the remuneration policy, consider
  3.1.2.1. all relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code (**Code**) and associated guidance;
  3.1.2.2. the need to promote the long-term sustainable success of the Company and the alignment to the Company purpose and values, without paying more than is necessary, having regard to the views of shareholders and other stakeholders, and ensuring that executive directors, the Company Secretary and senior management are rewarded in a fair and responsible manner, provided with appropriate incentives to encourage enhanced performance and are rewarded for their individual contributions;
  3.1.2.3. the strategy of the Group and how the policy reflects and supports the long-term strategy;
  3.1.2.4. the Company's risk appetite and risk management strategy ensuring that the remuneration policy is aligned to the Company's risk policies and systems and long-term strategic goals; and
  3.1.2.5. any shareholding requirements, including vesting and holding periods, and any post-employment shareholding requirements for executive directors that encompass both unvested and vested shares;

3.1.3. when determining remuneration schemes and the remuneration policy, consider the use of discretion by the Committee to override formulaic outcomes;

3.1.4. review at least annually the on-going appropriateness and relevance of the remuneration policy and consult with significant shareholders, as appropriate, on the policy or any other aspects of remuneration;

3.1.5. within the terms of the agreed remuneration policy, determine the total remuneration package for the chair of the board and each element of the total individual remuneration package for each executive director, the Company Secretary and senior management (having had regard to input from the Chief Executive as appropriate) including (to the extent applicable):
  3.1.5.1. base salary;
  3.1.5.2. profit sharing and specific incentive remuneration schemes or arrangements;

3.1.5.3. participation in share option schemes and share ownership plans;

3.1.5.4. pension arrangements, including the level of contributions by the Company; and

3.1.5.5. other bonuses and benefits in cash or in kind;

3.1.6. ensure, where relevant, that any payments made in respect of any remuneration package are permitted under the latest shareholder approved remuneration policy and, if not, that either a revised remuneration policy or the proposed payment is submitted for shareholder approval;

3.1.7. within the terms of the agreed remuneration policy, decide on any ex-gratia payments to be made and benefits granted to directors and senior management and their surviving spouses;

3.1.8. exercise any discretion or judgment on remuneration outcomes in accordance with any incentive schemes and the remuneration policy, taking account of company and individual performance, and wider circumstances; and

3.1.9. agree the policy for authorising claims for expenses from the directors.

3.2. Share based remuneration and bonus arrangements

3.2.1. recommend for approval by the board the design of, and determine the targets for, the operation of all long-term incentive schemes, including all schemes involving the award of shares or the grant of options, in which executive directors, the Company Secretary and senior management participate. For any such schemes or plans, determine each year whether the awards will be made, and if so, approve the levels of participation in such schemes or plans by those individuals;

3.2.2. monitor and assess any performance conditions applicable to any long-term incentive awards granted under any schemes or plans adopted by the Company. Ensure that the performance conditions are fully explained, aligned to the Company purpose and values, and clearly linked to the successful delivery of the Company's long-term strategy and enhancement of shareholder value. Consider whether any factors should be taken into account which would make an alternative outcome more appropriate and aligned to the interests of shareholders;

3.2.3. consider whether the executive directors, the Company Secretary and senior management should be eligible for annual bonuses. Bonuses shall be used to reward a contribution to the business which exceeds the level expected;

3.2.4. recommend for approval by the board the design of, and determine annual targets and key performance indicators for, any bonus scheme operated by the Company and assess performance against targets and key performance indicators, by the Company, individual executive directors, the Company Secretary and senior management;

3.2.5. exercise independent judgement and discretion when authorising outcomes under all incentive arrangements, taking account of company and individual performance, and wider circumstances;

3.2.6. design and invoke agreed safeguards, for example, clawback or withholding the payment of any sum or share award, to protect against rewards for failure through appropriate risk management of any incentive arrangements to ensure that any performance-related payments reflect actual achievements; and

3.2.7. ensure that all incentive arrangements are aligned to the Company's risk policies and systems, its purpose and values, support the strategy and promote long-term sustainable success.

3.2.8. advise on any major changes in employee share plans.

3.3. Pensions

Review the pension arrangements for the executive directors, the Company Secretary and senior management and consider:

3.3.1. the alignment of pension contribution rates, or payments in lieu, for executive directors with those available to the workforce; and

3.3.2. the pension consequences and associated costs to the Company of basic salary increases and any other changes in pensionable remuneration or contribution rates, particularly for directors close to retirement, when compared with workforce arrangements.

3.4. Service contracts and severance

3.4.1. approve the terms of the service contracts, the duration of which shall not normally exceed one year's notice period, for executive directors and any material amendments to those contracts;

3.4.2. determine the policy for, and scope of, termination payments and compensation commitments for each executive director and ensure that poor performance is not rewarded and that there is a clear policy to link non-contractual payments to performance;

3.4.3. ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company and in accordance with legal and regulatory requirements, that failure is not rewarded and that the duty to mitigate loss is fully recognised; and

3.4.4. determine the policy for the inclusion of malus and clawback provisions in directors' contracts and/or other agreements or documents which cover director remuneration.

3.5. Workforce remuneration and related policies

3.5.1. review workforce remuneration and related policies and the alignment of incentives and rewards with culture;

3.5.2. when setting the policy for executive director remuneration, take into account the matters in paragraph 3.5.1;

3.5.3. engage with the workforce to explain how executive remuneration aligns with wider company pay policy;

3.5.4. describe what engagement has taken place in its annual report on remuneration; and

3.5.5. oversee any major changes in remuneration and employee benefits structures throughout the Group.

3.6. Remuneration consultants

3.6.1. to help it to fulfil its obligations and enable it to judge where to position the Company relative to other companies, 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 but within any budgetary restraints imposed by the board; and

3.6.2. be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.

3.7. Shareholder approval

3.7.1. produce a report to shareholders annually on matters relating to remuneration that shall include the information required to be disclosed by the Companies Act 2006 (including any regulations made under that Act), the Code, the UK Listing Rules and any other relevant statutory, regulatory or governance codes and incorporate:

3.7.1.1. an annual statement by the Committee's chair and annual report on directors' remuneration (together, **annual remuneration report**); and

3.7.1.2. the directors' remuneration policy when it must be submitted for approval in accordance with paragraph 3.7.2 (**directors' remuneration policy**) and, in any other case, either the directors' remuneration policy, a summary of such policy or details of when the directors' remuneration policy was approved and where it can be found on the Company's website;

3.7.2. submit the directors' remuneration policy for approval by the board and shareholder:

3.7.2.1. every three years;

3.7.2.2. in any year in which there is a change to the policy;

3.7.2.3. if shareholder approval was not obtained when last submitted; and

3.7.2.4. if majority shareholder approval was not achieved on the last submitted annual remuneration report; and

3.7.3. submit the annual remuneration report for approval on an advisory basis by the board and shareholders at the annual general meeting each year; and

3.7.4. subject to delegation of authority by the board, engage in appropriate discussions as necessary with shareholders if, 20 per cent. or more of votes have been cast by shareholders against a resolution to approve the annual remuneration report or directors' remuneration policy or any long-term incentive scheme at any annual general meeting or general meeting, as the case may be, and agree with the board any appropriate disclosure, including in the annual report.

3.8. Engagement with shareholders

3.8.1. The committee chair should attend the annual general meeting to answer any shareholder questions on the committee's activities.

3.8.2. In addition, the committee chair should consider engaging with shareholders on significant matters raised in relation to the AGM or any substantive changes in relation to the remuneration policy or practice.

3.9. Other matters

3.9.1. keep abreast of external remuneration trends and market conditions including receiving an annual presentation from its external remuneration consultants;

3.9.2. subject to delegation of authority by the board, determine whether the disclosure of any information on performance conditions and performance targets would be commercially sensitive;

3.9.3. agree the policy for authorising expense claims from the chair and Chief Executive Officer.

4. MEMBERSHIP

The board shall appoint the Committee chair, and before such appointment, the appointee should have served on a remuneration committee for at least 12 months.

5. ATTENDANCE AT MEETINGS

5.1. The Committee shall meet at least three times a year and otherwise as required.

5.2. No person shall participate at a meeting of the Committee (or during a relevant part) at which any part of their remuneration is being directly discussed or participate in any recommendation or decision specifically concerning their remuneration.

6. REPORTING RESPONSIBILITIES

6.1. The Committee shall:

6.1.1. report to the board on workforce reward, incentives and conditions, and support the board's monitoring of the alignment of company policies and practices with culture and strategy;

6.1.2. ensure that provisions regarding the disclosure of information, including pensions, as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) and the Code, are fulfilled;

6.1.3. where a board director resigns (or has their contract terminated) under whatever circumstances, the Committee (on the instructions of the Board) shall publish a statement setting out payments a departing board director has received or may receive in the future as soon as practicable following termination of employment;

6.1.4. prepare a formal report for shareholders to be incorporated in the Company's annual report that shall include the matters referred to in paragraph 3.7 and ensure that it is submitted for approval;

6.1.5. if the Committee has appointed remuneration consultants, identify in the annual report, the name of the consultants and state whether they have any connection with the Company or individual directors;

6.1.6. prepare and adopt a report on the Committee's work and activities for inclusion in the Company's annual report.