YouGov plc

Remuneration Committee

Reserved Matters & Terms of Reference

Adopted: 10 December 2020
Last Updated: 6 October 2026
Last Approved: 6 October 2026

Matters Reserved for the Remuneration Committee

The Remuneration Committee operates under Terms of Reference agreed by the Board.

The Board has delegated the following matters to the Remuneration Committee:

- Setting the strategy, structure and levels of remuneration for the Executive Directors
- Reviewing the remuneration for the Steering Team and selected senior management
- Reviewing performance of the Executive Directors against objectives and targets
- Approval of the Executive Directors' bonus plan design and outturn
- Setting the basis of Executive Directors' service agreements
- Reviewing the appropriateness of the Company's remuneration policy
- Reviewing the design of employee share incentive plans and making recommendations to the Board for the adoption of new plans or material changes to existing plans, including, where appropriate, recommendations to seek shareholder approval
- Approval of the achievement of Company performance targets for the Company's share incentive plans
- Approval of the Company's pay gap reporting
- Appointment and removal of remuneration advisors to the Committee
- Recommending the remuneration report and, where appropriate, the remuneration policy to the Board for shareholder approval
- Engagement with shareholders and wider stakeholders on remuneration matters
- Receiving information on pay and conditions in the wider Group

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YouGov plc
Remuneration Committee (the "Committee")
Terms of Reference

1. Membership

1.1. The Committee shall comprise at least two members, all of whom shall be independent Non-Executive Directors. The Chair of the board of directors (the "Board") may also serve on the Committee as an additional member, if they were considered independent on appointment as Chair. Members of the Committee shall be appointed by the Board in consultation with the Chair of the Remuneration Committee where appropriate.

1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, senior HR leadership and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3. The Board shall appoint the Committee Chair who shall be an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not be Chair of the Committee.

1.4. Before appointment as chair of the Committee, except in cases where emergency cover due to absence or exceptional circumstances applies and in accordance with rule 1.3, the appointee should have served on a remuneration committee for at least 12 months.

2. Secretary

The Company Secretary or their nominee shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

The quorum necessary for the transaction of business shall be two.

4. Meetings

The Committee shall meet at least twice a year and otherwise as required.

5. Notice of meetings

5.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members.

5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than two working days before the date of the meeting, except where exceptional circumstances demand a shorter notice period by consent of a quorum of members. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, with sufficient time to consider them ahead of any decision required.

6. Minutes of meetings

6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Minutes of Committee meetings will be agreed with the Committee Chair and shared with all members as well as the full Board of Directors and the Company Secretary (unless, exceptionally it would be inappropriate to do so) and any additional nominated recipients such as Committee Advisors.

6.3 In the event that Minutes are not to be circulated to the full Committee or Board of Directors for approval, they should be approved by the Committee Chair or Chair of the relevant meeting.

7. Engagement with shareholders

The Chair of the Committee should attend the annual general meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

8. Duties

The Committee should carry out the duties detailed below for the parent company, major subsidiary undertakings and the group, as appropriate.

The Committee shall:

8.1. Have responsibility for determining the remuneration policy and setting the remuneration level for the Executive Directors and the Chair of the Company, including pension rights and any compensation payments.

8.2. Recommend and monitor the level and structure of remuneration for senior management, including levels of compensation. The Committee shall approve new recruitment and remuneration packages in excess of £250,000 or local currency equivalent per annum when considering base salary. It is anticipated that this incorporates the CEO's senior executive team and limited other senior management and the Committee may review this value as appropriate.

8.3. No Director or senior manager shall be involved in any decisions as to their own remuneration. The Board itself or, where required by the Articles of Association, the shareholders, should determine the remuneration of the Non-Executive Directors (with exception of the Chair of the Company see 8.1) within the limits set in the Articles of Association.

8.4. In determining the remuneration policy for the Executive Directors and designated senior management, consider all factors which it deems necessary including relevant legal and regulatory requirements. The objective of such policy shall be 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 remuneration policy should have regard to the risk appetite of the Company and alignment to the Company's long strategic term goals. A significant proportion of remuneration should be structured to link rewards to corporate and individual performance and designed to promote the long-term success of the Company. The remuneration policy should have regard to requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture.

8.5. Review the on-going appropriateness and relevance of the remuneration policy.

8.6. Prepare and recommend to the Board an annual remuneration report to be put to an advisory shareholder vote.

8.7. In accordance with applicable corporate governance principles, recommend the remuneration policy to shareholders on at least an advisory vote.

8.8. Within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive, as appropriate, determine the total individual remuneration package of each Executive Director, the Company Chair and other designated senior management including bonuses, incentive payments and share options or other share awards. The choice of financial, non-financial and strategic measures is important, as is the exercise of independent judgement and discretion when determining remuneration awards, taking account of company and individual performance, and wider circumstances. For the purposes of this clause, the senior management in scope are those in the senior leadership team (referred to as the "Steering Team") or are earning in excess of £250,000 or local currency equivalent per annum when considering base salary.

8.9. Obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity. To help it fulfil its obligations the Committee shall 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. However the Committee should avoid designing pay structures based solely on benchmarking to the market or on the advice of remuneration consultants.

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

8.11. Review the design of all share incentive plans for approval by the Board (and shareholders as necessary). 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 Executive Directors and other designated senior executives and the performance targets to be used.

8.12. Recommending new share incentive plans, or substantial changes to existing share incentive plans, to shareholders on at least an advisory vote.

8.13. Ensure that contractual terms on termination of a Director, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised., taking into account the legal advice received by the Company with respect to the termination of the Director and associated costs and risks.

8.14. Oversee any major changes in employee benefits structures throughout the Company/Group.

8.15. From time to time, and as agreed with the company's Chief People Officer, receive reports on pay and conditions in the wider Group. When considering remuneration decisions, due regard should be given to pay and workforce conditions in the wider Group.

8.16. Work and liaise as necessary with all other Board Committees.

9. Reporting responsibilities

9.1. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.3. The Committee shall ensure that the applicable law and regulations regarding disclosure of information, including pensions, are fulfilled and produce a report of the Company's remuneration policy and practices to be included in the Company's Annual Report.

9.4. If the Committee has appointed remuneration consultants, the Annual Report of the Company's remuneration policy should identify such consultants.

10. Other matters

The Committee shall:

10.1. Have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat and the Company's legal team for assistance as required.

10.2. 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.

10.3. Give due consideration to applicable laws and regulations, and any published guidelines or recommendations, regarding the remuneration of Directors of AIM-listed companies and formation and operation of share schemes.

10.4. Arrange for periodic reviews of its own performance and, at least annually, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.