

INVOCARE LIMITED

PEOPLE, CULTURE & REMUNERATION COMMITTEE CHARTER

1 INTRODUCTION

The People, Culture and Remuneration Committee (“the Committee”) is a committee of the Board of directors of InvoCare Limited (“Company”) established under article 10.6 of the Company’s constitution.

This Charter sets out the role, composition, authority, responsibilities and operation of the Committee.

In this Charter, the Company and its subsidiaries are collectively called the “Group”.

2 ROLE

The role of the Committee is to assist the Board in the effective discharge of its responsibilities in relation to policies and procedures in the area of People and Culture.

3 RESPONSIBILITIES

The Committee has the following responsibilities:

- > Recommend to the Board the culture that the Group seeks to aspire to and monitor performance against implementation plans;
- > Consider and review (with input from external remuneration consultants as necessary) the remuneration and employment policies and procedures for the Group;
- > Review and make recommendations to the Board regarding the remuneration and appointment of senior executive officers;
- > Review and make recommendations to the Board regarding the policies for short term and long-term incentives;
- > Review employee engagement survey results and recommendations;
- > Review the delivery and performance of learning and development programmes;
- > Review findings of talent reviews including succession plans for senior executive officers
- > Review any statutory diversity reporting required to be made by the Group;
- > Review and make recommendations for approval by the Board all reports on executive remuneration required by law or regulation or which is proposed to be included in the annual report.
- > Review papers submitted by Management’s People, Culture and Remuneration Committee.

4 MEMBERSHIP

The Committee shall consist of at least three members all of whom are independent non-executive directors, one of whom will be the chair. The chair of this Committee shall not also be chair of the Board.

Each member of the Committee must be free of any relationship that may interfere with the exercise of independent judgement.

The Board shall elect both the chair and the members of the Committee and ensure the Committee remains of sufficient size, independence and technical expertise to discharge its mandate effectively.

5 MEETINGS

It is intended the Committee meet quarterly and at such other times as are required to perform its functions.

The quorum for meetings of the Committee is two members of the Committee.

Except as otherwise stated in this Charter, the meetings will be conducted in the same manner and rules as Board meetings.

Any Board member who is not a member of the Committee may attend meetings of the Committee.

The Committee may request attendance of management or any other parties at its meetings.

6 ANNUAL REVIEW

When appropriate, but at least on an annual basis, the Committee shall review this charter and, if necessary, recommend changes to the Board.

7 AUTHORITY

The Committee has the authority from the Board to review and investigate any matter within the scope of its Charter and make recommendations to the Board in relation to outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.

The Committee has unrestricted access to employees, records, internal and external auditors, tax and other financial or legal advisers engaged by the Group. The Committee is authorised to take advice from any external parties as appropriate and at the Group's expense, as approved by the Board Chairman.

8 REPORTING TO THE BOARD

The Committee must promptly provide the Board with minutes of its meetings and for inclusion in the Board papers of the next Board meeting.

The Committee must also report to the Board in relation to all matters relevant to the Committee's role and responsibilities set out in this Charter.