TRU | FIN

Remuneration Committee
Terms of Reference

TRUFIN PLC (THE "COMPANY")

REMUNERATION COMMITTEE – (THE "COMMITTEE")

CONSTITUTION

1. The members of the Remuneration Committee for the time being shall be:

Penny Judd (Committee Chairman)
Steve Baldwin

2. The Committee shall consist of a minimum of 2 members appointed by the Board of the Company (the **"Board"**), on the recommendation of the Nomination Committee and in consultation with the Committee Chairman, membership being confined to all directors. The Committee Chairman shall be appointed by the Board which shall determine the period for which he/she shall hold office. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not be eligible to be appointed as Committee Chairman, but may serve on the Committee as an additional member if he or she was considered independent on appointment as Chairman.

3. Appointments to the Committee shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the members (other than the Chair of the Board, if they are a member of the Committee) continue to meet the criteria for membership of the Committee.

4. The Company Secretary or his or her 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.

5. The quorum for decisions of the Committee shall be any 2 members.

OBJECTIVES

6. The objectives of the Committee are to develop and determine remuneration packages for executive directors ("**Executive Directors**") and employees of the Company in line with the Company's prevailing Remuneration Policy from time to time ("**Remuneration Policy**").

ROLE

7. The Committee shall:

7.1 determine, in accordance with the Remuneration Policy, the remuneration of the Company's Executive Directors and such other members of the executive management

team as designated by the Board. No director or manager shall be involved in any decisions relating to their own remuneration;

7.2 in determining such remuneration, take into account all factors which it deems necessary;

7.3 review the ongoing appropriateness and relevance of the Remuneration Policy and, where considered by the Committee to be appropriate (as opposed to on a periodic basis), propose a new or amended policy to shareholders of the Company;

7.4 in consultation with the Executive Directors (as appropriate), determine the composition and structure of the total individual remuneration package of each Executive Director and other senior executives of the Company including bonuses, incentive payments and share options or other share awards bearing in mind that each remuneration package should motivate each executive director and support delivery of the Company's objectives in the short, medium and long term;

7.5 in determining such remuneration, give due regard to any relevant legal requirements, the provisions and recommendations in the Quoted Companies Alliance (QCA) Corporate Governance Code for Small and Mid-size Quoted Companies (the **"QCA Code"**), the QCA's Remuneration Committee Guide for Smaller Quoted Companies and the AIM Rules for Companies and any other applicable rules, as appropriate;

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

7.7 review and note annually the remuneration trends across the Company;

7.8 agree the policy for authorising claims for expenses from Executive Directors;

7.9 oversee any major changes in employee benefits structures throughout the Company; and

7.10 work and liaise as necessary with all other Board committees.

8. The Committee Chairman shall be responsible for:

8.1 setting the agenda for Committee meetings, chairing those meetings and ensuring the effective operation of the Committee;

8.2 ensuring that the Committee addresses all of the tasks delegated to it;

8.3 leading timely consultations with key shareholders, as directed by the Board, on remuneration policy generally or where there is a proposed significant change to the Remuneration Policy;

8.4 communicating the work of the Committee to shareholders including, where applicable, through drafting a Remuneration Report; and

8.5 answering questions on the Remuneration Policy, Remuneration Report and Company remuneration more generally at shareholder meetings.

9. The Secretary of the Committee will be responsible for:

9.1 working with the Committee Chairman in setting the agenda for meetings;

9.2 providing the Committee with informational support;

9.3 circulating papers to Committee members; and

9.4 taking minutes of Committee meetings.

10. The Committee shall not consider the remuneration of any non-executive director which shall be a matter for the Board.

REPORTING RESPONSIBILITIES

11. All decisions of the Committee shall be reported formally to the Board by the Committee Chairman. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. The Committee shall ensure that all legal and regulatory requirements regarding disclosure of information, and those set out in the QCA Code, are fulfilled and may, where it considers it to be appropriate, produce a report of the Company's compliance with the Remuneration Policy to be included in the Company's annual report ("**Remuneration Report**"). If the Committee has appointed remuneration consultants, the annual report of the Remuneration Policy should identify such consultants and state the fees and services rendered and whether they have any other connection with the Company.

13. Through the Chairman of the Board, the Committee shall ensure that the Company maintains contact as required with its principal shareholders about remuneration.

PROCEDURE

14. Notwithstanding the quorum requirements for the Committee, all members of the Committee should endeavour to attend all meetings of the Committee at which matters of general remuneration policy or the contents of any Remuneration Report are discussed.

15. Meetings of the Committee shall be held not less than twice each year and at such other times as the Committee Chairman requires, normally immediately before or after regular meetings of the Board but formal meetings (particularly in relation to the formal grant of share related awards) may also be held by conference telephone. Meetings may also be called by the Secretary of the Committee at the request of any member of the Committee.

16. At least 5 working days' notice of any meeting of the Committee shall be given, although such notice period may be waived or shortened with the consent in writing of all the members of the Committee for the time being. Notice of the meeting should confirm the venue, time and date together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

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

18. The draft minutes of the meetings of the Committee shall be circulated to all members of the Committee and, once agreed, to all members of the Board unless, in the opinion of the Committee Chairman, it would be inappropriate to do so.

19. The Committee Chairman shall be available at the Annual General Meeting of the Company to answer questions arising from the Remuneration Policy and any Remuneration Report and generally on the Committee's activities. He/she should also ensure that the Company maintains good contact with shareholders about remuneration in the same way as for other matters.

20. The Company's Chief Executive and/or Finance Director may be invited to attend and speak at meetings (or parts thereof) of the Committee. Other persons may be called upon or shall be able to speak by prior arrangement with the Committee Chairman.

21. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

September 2026