



Notice of the 2025 Annual General Meeting of Gulf Marine Services PLC (“GMS”)

To be held on 29 May 2025 at 2.30pm (UAE time) at the offices of Gulf Marine Services WLL, Office 403, International Tower, 24th (Karama) Street, Abu Dhabi, United Arab Emirates

Important information: This document and the accompanying Form of Proxy are important and require your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial advisor) immediately.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents, as soon as possible, to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Registered Office

107 Hammersmith Road London
W14 0QH United Kingdom

Directors

Mansour Al Alami
(Executive Chairman)

Lord Anthony St John of Bletso
(Non-Executive Director)

Charbel El Khoury
(Non-Executive Director)

Jyrki Koskela
(Non-Executive Director)

Haifa Al Mubarak
(Non-Executive Director)

23 April 2025

Dear Shareholder

Notice of Annual General Meeting 2025

Notice is hereby given that the Annual General Meeting (the “AGM”) of Gulf Marine Services PLC (the “Company”) will be held on 29 May 2025 at 2.30pm (UAE time) at the offices of Gulf Marine Services WLL, Office 403, International Tower, 24th (Karama) Street, Abu Dhabi, United Arab Emirates.

The Board recognises that the AGM is an important event for shareholders in the corporate calendar and is committed to ensuring that shareholders can exercise their right to vote and ask questions in connection with this meeting. Accordingly, for those shareholders that do not wish to attend or are unable to do so, questions in connection with the business of the AGM can be submitted on reasonable notice by email to cosec@gmsplc.com in advance of the AGM and, in so far as relevant to the business of the meeting, questions will be responded to by email and taken into account if appropriate at the meeting itself. We are not planning to have a Directors’ presentation at the AGM and it will be held strictly to conduct the business of the AGM.

Voting at the AGM will be by way of a poll so that all the votes cast in advance by shareholders appointing the Chairman of the Meeting as their proxy to vote on their behalf can be taken into account. Shareholders have one vote for each ordinary share held when voting on a poll and this procedure ensures that every vote can be cast.

The results of the AGM will be announced as soon as practical after it has taken place.

Shareholder voting

Shareholders wishing to vote on any of the matters of business at the AGM are encouraged to submit their votes as soon as possible in advance of the meeting and in any case, by 11.30am (UK time) on 27 May 2025 through the proxy and electronic voting facilities and to appoint the Chairman of the meeting as their proxy for this purpose.

A Form of Proxy for use by shareholders in connection with the AGM has been sent to registered shareholders. You are requested to complete and return the Form of Proxy in accordance with its instructions so that it arrives no later than 11.30am (UK time) on 27 May 2025.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

The Notice of Meeting follows in Appendix I to this letter and sets out the business to be transacted. An explanation of each of the resolutions also follows in Appendix II to this letter. Accompanying this letter is a copy of the Company’s Annual Report and Accounts for the year ended 31 December 2024.

Recommendation

Your Board considers that the proposals outlined are in the best interests of the Company and its Shareholders as a whole. Accordingly, your Board recommends that you vote in favour of all the resolutions to be proposed at the AGM, as the Directors intend to do so in respect of their own beneficial holdings. In making their recommendation, each Director being proposed for re-appointment abstains in relation to the resolution for their own re-appointment and to any other resolution in which he or she has a personal interest.

Yours sincerely,

Mansour Al Alami

Executive Chairman



NOTICE OF AGM

Important information: This document and the accompanying Form of Proxy are important and require your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

GULF MARINE SERVICES PLC

(INCORPORATED AND REGISTERED IN ENGLAND AND WALES UNDER COMPANY NUMBER 08860816)

NOTICE OF AGM

Notice is hereby given that the Annual General Meeting (the "AGM") of Gulf Marine Services PLC (the "Company") will be held on 29 May 2025 at 2.30pm (UAE time) at the offices of Gulf Marine Services WLL, Office 403, International Tower, 24th (Karama) Street, Abu Dhabi, United Arab Emirates to transact the business set out in the resolutions below.

Shareholders are encouraged to submit their Form of Proxy as soon as possible and in any event by no later than 11.30am (UK time) on 27 May 2025. We are not planning to have a Directors' presentation at the AGM and it will be held strictly to conduct the business of the AGM.

Resolutions 1 to 9 (inclusive) and 11 will be proposed as ordinary resolutions; this means that for each of those resolutions to be passed, more than half of the votes cast must be in favour. Resolutions 10 and 12 will be proposed as special resolutions; this means that for these resolutions to be passed, at least three-quarters of the votes cast must be in favour.

Voting on all resolutions will be by way of a poll. The Company believes this will result in a more transparent and accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who have appointed the Chairman as proxy for the meeting. Shareholders have one vote for each ordinary share held when voting on a poll.

Resolutions 1 to 9 (inclusive) and 11 will be proposed as Ordinary Resolutions and Resolutions 10 and 12 will be proposed as Special Resolutions.

Report and Accounts

1. To receive the Company's annual accounts for the financial year ended 31 December 2024 together with the Directors' reports and the auditor's report on those accounts (the "2024 Annual Report and Accounts").

Directors' Remuneration Report

2. To receive and approve the Directors' Remuneration Report set out on pages 68 to 83 (inclusive) of the 2024 Annual Report and Accounts (excluding the part containing the summary of the Directors' Remuneration Policy).

Re-appointment of Directors

3. To re-appoint Mansour Al Alami as a Director.
4. To re-appoint Lord Anthony St John of Bletso as a Director.
5. To re-appoint Charbel El Khoury as a Director.
6. To re-appoint Jyrki Koskelo as a Director.
7. To re-appoint Haifa Al-Mubarak as a Director.

Re-appointment of External Auditor

8. To re-appoint KPMG as external auditor of the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditor's Remuneration

9. To authorise the Audit and Risk Committee to determine the remuneration of the auditor on behalf of the Board of Directors.



Purchase of own shares

10. To authorise the Company generally and unconditionally for the purposes of section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of the Company's ordinary shares on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum aggregate number of ordinary shares that may be purchased is 112,994,631;
- b. the minimum price, exclusive of any expenses, which may be paid for each ordinary share shall be equal to the nominal value of each ordinary share; and
- c. the maximum price, exclusive of any expenses, which may be paid for each ordinary share is the higher of:
 - i. 105% of the average mid-market price of an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days prior to the day the purchase is made; and
 - ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - a. the last independent trade; and
 - b. the highest current independent bid for any number of the Company's ordinary shares on the trading venues where the market purchases are carried out.

This authority shall expire on the date of the next AGM of the Company or at the close of business on 30 June 2026, whichever is the earlier, unless previously renewed, varied or revoked by the Company in a general meeting, save that the Company may, before such expiry, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

Approval of Gulf Marine Services plc Long-Term Incentive Plan

11. That the Company's Long Term Incentive Plan (the "LTIP"), the rules of which are summarised in Appendix III to this Notice, be and is hereby approved as an employees' share scheme within the meaning of section 1166 of the Act and UKLR 9.3.1R of the UK Listing Rules and that the Directors of the Company be and are hereby authorised to do all such things as may be necessary to establish and carry the LTIP into effect.

Notice of general meetings, other than AGMs

12. That a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board

Tony Hunter

Company Secretary

23 April 2025

Gulf Marine Services PLC

Registered Office: 107 Hammersmith Road, London, W14 0QH, United Kingdom



EXPLANATION OF RESOLUTIONS

Resolution 1 – To receive the Report and Accounts

The Directors are required to present the Company's audited accounts, Directors' Reports and Auditor's Report to the AGM. These are contained in the Company's annual accounts for the financial year ended 31 December 2024 (the "2024 Annual Report and Accounts").

Resolution 2 – To approve the Directors' Remuneration Report

This resolution deals with the remuneration paid to the Directors during the year under review. Shareholders are invited to vote on the Directors' Remuneration Report, which appears on pages 68 to 83 (inclusive) in the 2024 Annual Report and Accounts (excluding the Directors' Remuneration Policy). Resolution 2 is an advisory vote.

Resolutions 3 to 7 – Re-appointment of Directors

In accordance with the UK Corporate Governance Code and consistent with relevant institutional voting guidance, all current Directors of the Company will seek re-appointment by shareholders at the AGM.

Resolutions 3, 4, 5, 6 and 7 are for the re-appointment of Mansour Al Alami, Lord Anthony St John of Bletso, Charbel El Khoury, Jyrki Koskela and Haifa Al-Mubarak who retire at this AGM as explained on page 66 of the 2024 Annual Report and Accounts, and are being proposed for re-appointment.

In considering the independence of the Non-Executive Directors, the Board has taken into account the UK Corporate Governance Code. As set out on page 58 in the 2024 Annual Report and Accounts, the Board considers Lord Anthony St John of Bletso, Jyrki Koskela and Haifa Al Mubarak to be independent Non-Executive Directors in accordance with the provisions of the UK Corporate Governance Code.

Biographical details of all the Directors are set out on pages 56 to 57 of the 2024 Annual Report and Accounts and are also available for viewing on the Company's website (<http://www.gmsplc.com>). Following Board review and recommendation from the Nomination Committee, the Board is satisfied that each Director seeking re-appointment at the AGM continues to be effective and demonstrates a commitment to the role and that each such Director continues to be able to dedicate sufficient time to their duties. The Board is accordingly recommending the re-appointment of each Director.

Resolution 8 – To re-appoint KPMG as external auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint an external auditor to serve until the next such meeting. The Board, on the recommendation of its Audit and Risk Committee, recommends the re-appointment of KPMG as external auditor.

Resolution 9 – To authorise the Directors to determine the remuneration of KPMG

This resolution gives authority to the Audit and Risk Committee to determine the external auditor's remuneration, as is customary.

Resolution 10 – Authority for the Company to make market purchases of its own shares

This resolution would, if passed, authorise the Company to make market purchases of up to 112,994,631 of its own ordinary shares, representing approximately 10% of the Company's issued share capital as at 22 April 2025, being the latest practicable date before publication of this Notice. The resolution specifies the minimum and maximum prices at which the ordinary shares may be bought under this authority.

If granted, the authority conferred by this resolution will expire on the earlier of 30 June 2026 and the conclusion of the Company's next AGM. It is the intention of the Directors to seek to renew this authority at each annual general meeting of the Company.

The Directors may consider exercising the authority to purchase the Company's ordinary shares if market conditions and the Company's financial position make this possible but will keep this under review. The Directors would not exercise the authority unless they believed that the expected effect would promote the success of the Company for the benefit of its shareholders as a whole. Any shares purchased would be effected by a purchase in the market and may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share schemes. The Company currently has no shares held in treasury.

As at 22 April 2025, being the latest practicable date before publication of this Notice, the total number of outstanding warrants to subscribe for shares in the Company was 23,544,041 (representing approximately 2.08% of the Company's issued share capital and approximately 2.31% of the Company's issued share capital if the Company's full authority proposed by this resolution 10 was used and the shares purchased were cancelled). Details of the warrants in issue can be found on page 85 of the 2024 Annual Report and Accounts.



Resolution 11: Approval of Gulf Marine Services plc Long-Term Incentive Plan

The purpose of Resolution 11 is to seek shareholder approval at the AGM for the renewal of the Company's Long Term Incentive Plan (the "LTIP"). The LTIP was first adopted in 2014 and expired in 2024. The LTIP is now being put to shareholders to approve its renewal for a further ten years and, if approved, the LTIP will terminate at the Company's AGM in 2035 (unless further shareholder approval is obtained). The LTIP was amended to include malus and clawback provisions and approved by shareholders on 30 June 2021. No substantial changes are being proposed to the rules as part of this approval. The principal terms of the LTIP are summarised in Appendix III to this Notice.

A copy of the rules of the LTIP will be available for inspection at the National Storage Mechanism from the date of publication of this Notice of Meeting, and at the place of the AGM from at least 15 minutes before the AGM until the end of the AGM.

Resolution 12 – Notice of general meetings, other than AGMs

Under the Act, the notice period required for all general meetings of the Company is 21 days. An AGM is required by law to be held on at least 21 clear days' notice, but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

This resolution would, if passed, allow the Company flexibility to call general meetings, other than AGMs, on not less than 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

A resolution in identical terms was passed at the previous AGM of the Company, held on 5 June 2024.

The Board confirms that, in its opinion, all of the resolutions are in the best interests of the shareholders of the Company as a whole and recommends that shareholders vote in favour of them. In making their recommendation, each Director being proposed for re-appointment abstains in relation to the resolution for their own re-appointment and to any other resolution in which he or she has a personal interest.



The information in the Chairman's letter is incorporated by reference into these notes which explain your general rights as a member and your rights to attend and vote at the Annual General Meeting ("AGM") or to appoint someone else to vote on your behalf. In order to ensure your vote is counted, you are encouraged to return your Form of Proxy as soon as possible and in any case not later than 11.30am (UK time) on 27 May 2025. We are not planning to have a Directors' presentation at the AGM and it will be held only to conduct the business of the AGM.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the register of members of the Company at 6.30pm (UK time) on 27 May 2025 (or, in the event of any adjournment, 6.30pm (UK time) on the date which is two business days before the time of the adjourned meeting).
Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM. There are no other procedures or requirements for entitled shareholders to comply with in order to attend and vote at the AGM. In alignment with best practice for UK listed companies, it is the current intention that each of the resolutions to be put to the AGM will be voted on by way of a poll and not by show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.
2. Members are entitled to appoint a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrar Equiniti (the "Registrar"), on +44 (0) 871-384-2030 (If calling from outside of the UK, please ensure the country code is used). Lines are open from 8.30am to 5.30pm (UK time) Monday to Friday, excluding public holidays in England and Wales.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
4. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. In order to ensure your vote is counted, you are encouraged to return your proxy not later than 11.30am (UK time) on 27 May 2025.
5. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 2, 3 and 7 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. Members meeting the threshold requirements set out in the Act have the right, subject to certain conditions, to (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the AGM pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the AGM, pursuant to section 338A of the Act.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
8. To be valid, any Form of Proxy or other instrument appointing a proxy must be received by the Registrar by post or (during normal business hours only) by hand at the address shown on the Form of Proxy, by email by sending a scanned copy of your completed proxy form to proxyvotes@equiniti.com or, in the case of shares held through CREST, via the CREST system (see note 11 below). For proxy appointments to be valid, they must be received by no later than 11.30am (UK time) on 27 May 2025. If you return more than one proxy appointment, the proxy appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities for the receipt of any document or information on proxies are open to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus. The Company encourages you, where possible, to submit your Form of Proxy electronically in the event that there are delays in or suspension of the postal service.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.



10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuers' agent (ID RA19) by 11.30am (UK time) on 27 May 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuers agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 22 April 2025 (being the latest practicable date prior to the publication of this Notice), the Company's ordinary issued share capital consists of 1,129,946,314 Ordinary Shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 22 April 2025 are 1,129,946,314.
14. Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the external auditor's report and the conduct of the external audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's external auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
15. Any shareholder has the right to ask questions relating to the business being dealt with at the meeting. As members may not be able to attend the meeting in person, if they do wish to ask questions, they may do so by submitting questions about the business of the meeting in advance of the meeting by email to cossec@gmsplc.com. In so far as relevant to the business of the meeting, members will be responded to by email and questions will be taken into account as appropriate at the meeting itself but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. Copies of the Directors' letters of appointment or service contracts are available for inspection by prior appointment during normal business hours at the registered office of the Company on any business day from the date of publication of this Notice of Meeting until the conclusion of the Meeting (please contact the Company Secretary at cossec@gmsplc.com) and at the place of the meeting for 15 minutes before and until the conclusion of the meeting.
17. You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at <http://www.gmsplc.com>.



Summary of the principal terms of the Gulf Marine Services PLC Long Term Incentive Plan

The following summarises the principal terms of the Gulf Marine Services PLC Long Term Incentive Plan 2025 (the "LTIP") for which shareholder approval is being sought.

Administration

The LTIP will be administered by the Remuneration Committee (the "Committee") of the Board of Directors of the Company or any duly authorised person(s) appointed by the Committee. In the case of Awards (as defined below) granted to Executive Directors, the Committee shall administer the LTIP in a manner that is consistent with the Company's published Remuneration Policy from time to time.

Eligibility

Any employee of the Company or any of its subsidiaries (including an Executive Director of the Company) is eligible to participate in the LTIP. It is anticipated that awards will be made to members of the senior management team and any other key employees, as determined by the Committee.

Form of Awards

Under the LTIP, the Committee, in its absolute discretion, may grant the following to a participant:

- a. a conditional right to acquire ordinary shares in the Company ("Shares") (a "Conditional Award"); or
- b. a right to acquire Shares which is designated as an option by the Committee (an "Option"); or
- c. an award of Shares that are subject to transfer restrictions and which is designated as a restricted share award (a "Restricted Share Award"), and
- d. other such form of award as determined by the Committee (including cash settled awards that track the value of Shares a ("Cash Award"), together, the "Awards".

Without limitation, Awards may also be granted to facilitate the administration of the Company's deferred share bonus plan, as more particularly set out in Schedule 2 of the LTIP.

Grant of Awards

Awards under the LTIP will normally be granted within 42 days after the announcement of the Group's results for any period. The first awards under the LTIP are planned to be granted after its approval by shareholders.

An Award may not be granted after the expiry of the period of 10 years (beginning with the date on which the LTIP is first approved by the shareholders of the Company), unless and until the LTIP has been renewed for a further period of 10 years as approved by the shareholders of the Company (or such longer or shorter period approved by the shareholders of the Company) from time to time.

Vesting of Awards

The Committee shall determine the vesting period and the vesting conditions applicable to the Awards. Awards may be granted subject to the satisfaction of performance conditions (which can include personal and/or financial conditions) or any additional term as specified by the Committee. The exact terms of the Award and the application of performance conditions will be determined by the Committee on or prior to grant.

The performance conditions will be measured over a performance period determined by the Committee which will normally be of at least three years. No such performance condition may subsequently be altered unless circumstances occur which cause the Committee to determine that such performance condition shall have ceased to be appropriate, whereupon the Committee may, in its absolute discretion, alter or replace it with a new performance condition which will, in the absolute discretion of the Committee, be not materially less difficult to satisfy than the unaltered performance condition would have been but for the event in question.

The Committee also has discretion to grant Awards subject to an additional holding or retention period following vesting (for example where required under the Directors' Remuneration Policy).

Individual limits

Generally, the value of Awards granted to a participant in any financial year cannot exceed 200 per cent of his or her annual basic salary at the time of award, based on the value of the Shares in respect of the Awards as determined by the Committee in its absolute discretion. However, in exceptional circumstances (including, without limitation, the retention or recruitment of an employee) this limit may be increased to up to 300 per cent of annual basic salary. For the avoidance of doubt, this limit shall not include any Awards granted in connection with the deferral of a participant's annual bonus. Further, in the case of bonus deferral, the value of the Awards granted to a participant shall not exceed the gross amount of the bonus deferred, based on the value of the Shares in respect of the Awards as determined by the Committee in its absolute discretion.

Dilution limits

In any 10-year period, not more than 10 per cent of the issued ordinary share capital of the Company may be issued or committed to be issued under the LTIP and any other executive share plans adopted by the Company. This limit does not include Awards which have lapsed or been surrendered. If Shares are transferred from treasury to satisfy Awards, these will also be counted towards the dilution limits for as long as required by institutional investor guidelines.

Leaving employment and death

An Award will normally lapse if a participant leaves the Group before vesting. However, if employment ceases due to permanent illness or disability, ill health, injury, redundancy, a sale of the participant's employing business or company, or for other reasons determined by the Committee, Awards held by that participant will normally continue until the normal vesting date. Unless the Committee decides otherwise, any performance conditions



will then be applied and the number of Shares vesting will be reduced on a pro-rata basis to take account of the proportion of the vesting period when the participant was not in employment. The Committee may use its discretion to determine that Awards will vest immediately on leaving and, unless it decides otherwise, any performance conditions will be applied as at that date and Awards will be pro-rated for time as described above.

In the event of a participant's death, the Award will vest on the earlier of the date of vesting or the date when the Company is notified of the participant's death. Awards will be subject to any performance conditions and time pro-rating, as described above, unless the Committee decides otherwise.

For the avoidance of doubt, Awards granted in connection with the deferral of a participant's annual bonus shall not normally lapse if a participant leaves the Group before the deferral period comes to an end for any reason (other than gross misconduct). Such Awards will continue to vest, post-cessation of employment unless the Committee uses its discretion to determine that the Awards will vest immediately on leaving. In either case, time pro-rating will not apply to such Awards.

Change of control, merger or other reorganisations

Generally, on a change of control of the Company (by way of a general offer, scheme of arrangement or otherwise), a winding-up of the Company, demerger or other corporate reorganisation, the Committee may determine that Awards will vest in connection with the relevant event. Where it does so, at the discretion of the Committee, the number of Shares vesting will be determined by applying any performance conditions. In addition, at the discretion of the Committee, the number of Shares received will be pro-rated to reflect the acceleration of vesting. Alternatively, participants may be allowed or required by the Company (e.g. in the case of a reorganisation) to exchange their Awards for awards over shares in the acquiring company.

For the avoidance of doubt, Awards granted in connection with the deferral of a participant's annual bonus shall vest in full in connection with the relevant event, without any time pro-rating.

Malus and clawback

Under the LTIP's malus and clawback provisions, the Committee has the discretion to determine that Awards that may otherwise vest may be reduced (to nil if appropriate) or Awards which have vested but have not been exercised should lapse in certain circumstances such as where the Company's financial statements have been materially restated, where the participant has misled the management, market or shareholders in respect of the financial performance of the Group or any subsidiary or caused material harm to the Group's reputation or been guilty of gross negligence, breach of duty, breach of trust or other malfeasance or serious misconduct or where there has been a material failure of risk management in the Group or business in which the participant works.

Amendments

The Committee may in its absolute discretion amend the LTIP and any Awards at any time. However, shareholder approval is required to amend certain provisions of the LTIP to the advantage of participants. These provisions relate to eligibility; individual and dilution limits; the basis for determining the participant's right to cash or Shares under the LTIP; and the amendment power.

The Committee may make any amendment it considers appropriate without seeking shareholder approval where such amendment is a minor amendment to the benefit of the administration of the LTIP or where it relates to any changes in legislation or is made to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for any participant or any member of the Group.

No amendment (other than any alteration to correct any inconsistency or manifest error) to the material disadvantage of participants (other than to any performance condition) may be made unless the Committee invites every relevant participant to indicate whether or not he approves the amendment, and the amendment is approved by a majority of those participants who have given such an indication.

Other provisions

Awards granted under the LTIP are not pensionable or transferable and are granted for no consideration.

The Committee may decide to satisfy Options or Conditional Share Awards by making a cash payment to the participant equal to the market value of the number of vested Shares under award or, in the case of Options, the gain made on their exercise.

The Committee may in its absolute discretion determine at the time an Award (or equivalent cash amount) is granted to a participant that, following vesting, the participant will also be entitled to receive a dividend equivalent payment. The terms of the dividend equivalent payment will be at the sole discretion of the Committee, and it will be delivered to the participant as soon as reasonably practicable following vesting or exercise.

In the case of Options or Conditional Share Awards, Participants do not have dividend or exercise rights in respect of Shares under award until such Shares have been issued or transferred to them. In the case of Restricted Share Awards, such dividend and/or voting rights may be waived until the restrictions are released.

Any Shares issued under the LTIP will rank equally with other ordinary shares of the same class in issue on the date of allotment, except in respect of rights by reference to a record date prior to the date of allotment.

In the event of a variation in the share capital of the Company, a demerger and/or special dividend, the Committee may adjust Awards under the LTIP as it considers appropriate.

The LTIP will terminate 10 years after its approval by the Company's shareholders or earlier if the Committee decides. Termination will not affect outstanding Awards, but no new Awards may be granted under the LTIP after termination, unless otherwise approved by shareholders.

The LTIP and Awards under it are governed by English law.



