Directors' Remuneration policy

Summary of key changes proposed to the Directors' Remuneration Policy

A summary of the key changes proposed to be made in the new Policy (as compared with the current Policy), is set out below.

- **Salary:** Remove references to potential upper quartile levels of salary and annual increases being up to 10% + RPI in any year.
- **Pensions and benefits:** Simplify pensions so that they are on the same basis as is available to the majority of colleagues in the market in which the Executive Director is based. Simplify the benefits policy wording.
- **Annual bonus plan:** Limit the weighting on non-financial metrics to less than 50% of the opportunity, simplify the wording and provide some limited flexibility in the operation of the bonus plan. This will allow for more than the current 50% of the bonus to be deferred and assessment will normally be undertaken annually.
- **Long-Term Incentive Plan:** Simplify the wording to remove some duplication with the LTIP rules and provide some additional flexibility in the operation of the LTIP whilst remaining within those rules, including making it clear that awards will normally be made annually.
- **Committee discretion:** Allow the Committee to make minor amendments to the Policy (for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval for that amendment.
- **NED and Chair:** Clarify that fees are normally reviewed annually and that the Company is permitted to meet income tax due on expenses incurred. Allowing the notice period to be up to 6 months for the Chair and up to 3 months for other NEDs.
- **Other changes:** Clarify that Executive Directors may hold external directorships in limited circumstances; that buy-out awards in recruitment situations would also take account of the expected vesting/payment date is awarded.

Alignment to strategy and culture, ensuring risk mitigation and supporting clarity, simplicity, proportionality, and predictability

Ensuring that our Directors' remuneration arrangements support the delivery of the Evolve strategy is important to the Committee, and this is achieved through aligning the performance measures and targets used in our incentive schemes with our key strategic priorities. The Committee also ensures that the right behaviours and actions are driven through the organisation by focussing on measures and targets that are balanced across financial and non-financial outcomes, for example the inclusion of employee, customer, and health, safety and environment metrics in both the personal element of the annual bonus and the LTIP. The Committee also takes into consideration the Group's financial and non-financial performance and environment when reviewing formulaic outcomes of metrics across all incentives, which is evidenced throughout this report.

The table below explains how the Directors' Remuneration Policy, and the Committee's practice in applying it over the year under review, address the factors set out in Provision 40 of the UK Corporate Governance Code, as well as how they are aligned with the Company's culture:

Clarity	Simplicity	Risk
• This report sets out a summary of the Remuneration Policy and how it has operated during the year. • Clarity and transparency are achieved through a combination of explanations for decisions taken and disclosure of the nature and weighting of Annual Bonus targets and LTIP performance measures. • The Remuneration Policy and its implementation looks to support the wider Mobico business strategy.	• Achieved by directors' remuneration being composed of a limited number of elements designed to balance the retention and incentivisation of directors with the delivery of strategy and shareholder returns. • Executive Director remuneration is composed of only four elements: base salary, pension and other benefits, annual bonus and LTIP. • The annual bonus and LTIP structure operated are market typical and are well understood by shareholders and executives alike.	• A range of features of directors' remuneration assist in mitigating the risks of excessive rewards and inappropriate behaviour. • Executives are expected to build a material shareholding which must be maintained for a period following departure, which aligns themselves to the long-term interests of Mobico. • Additionally, variable remuneration is subject to malus and clawback provisions ensuring that there is long-term alignment of the executives to any risks the business may have been exposed to during their period as an executive.

Directors' Remuneration policy continued

Predictability	Proportionality	Alignment to culture
• Some of the same features of directors' remuneration arrangements that mitigate risk also ensure that outcomes are within a predictable range. • Shareholders are provided with potential values which can be awarded to executive directors under the Annual Bonus and LTIP.	• Achieved through the use of variable remuneration arrangements which links remuneration outcomes and the financial and non-financial performance of Mobico. • The Remuneration Committee has the ability to apply discretion to variable remuneration to ensure it is proportionate and reflects the performance of the business.	• Achieved through strong links between directors' remuneration and the Company's values. • Mobico values are Safety, Excellence, Customers, People and Community & Environment. • Elements of the Remuneration Policy for Executives are cascaded through the business.

1. Introduction to the new Policy

This new Directors' Remuneration Policy ('Policy' or 'new Policy') will be put to a binding shareholder vote at the 2024 AGM and, if approved, this new Policy will be effective for the 2024 financial year and so will apply to incentive awards with performance periods beginning on 1st January 2024. Payments to Directors can only be made if they are consistent with a shareholder approved Policy or amendment to the Policy. The current Directors' Remuneration Policy approved at the 2021 AGM ('current Policy') will continue to apply until a new policy is approved. It is currently intended that the new Policy will remain in force until the Company's AGM in 2027.

2. Considerations when setting and determining the Policy

The Remuneration Committee's primary objective when setting remuneration policy is to align Director remuneration to the long-term success of the Company and to the shareholder experience whilst also enabling the Company to effectively recruit, motivate and retain key individuals.

To achieve this, the Remuneration Committee ('Committee') takes into account the experience, responsibilities, performance and contribution of the individual, as well as levels of remuneration for individuals in comparable roles elsewhere. The Policy places significant emphasis on the need to achieve stretching and rigorously applied performance targets, with a significant proportion of remuneration weighted towards performance-linked variable pay.

As noted further below, the Committee also takes into account the views expressed by shareholders and best practice expectations, and monitors developments in remuneration trends. The Company does not formally consult with employees on remuneration policy. However, when setting the remuneration policy for Executive Directors, the Committee takes into account the overall approach to pay and employment conditions across the Group.

3. Consideration of shareholder views

The Committee is committed to maintaining strong relationships and an open dialogue with shareholders and values their views in the process of formulating remuneration policy decisions.

The Committee reviewed the current Policy during 2023 to ascertain whether it was fit for purpose in the context of the Company's current strategy and developments in corporate governance, best practice and investors' expectations and determined that it remained broadly fit for purpose but could be better aligned with best practice in a number of areas. The Committee then wrote to our Top 20 shareholders to seek their views (of which 13 directly responded), including on the best practice changes proposed, which helped the Committee determine the new Policy. While a small number of shareholders provided feedback suggesting further changes, the vast majority considered that the new Policy was appropriate and balanced and therefore the Committee did not make any further amendments. The Committee will consider feedback received at the 2024 AGM and beyond as part of its ongoing review of remuneration policy. We are grateful for the time, assistance and support shareholders give us.

4. Remuneration Policy for Executive Directors

4.1 Summary of the individual elements of the Policy for Executive Directors

Element and how it supports strategy	Operation	Maximum potential value	Performance conditions and assessment
Base salary To provide base salaries which enable the Company to: • attract, retain and motivate high performing Executive Directors of the calibre required to lead the business and successfully implement strategy, but without paying more than is necessary to do so.	Base salaries are paid in cash and normally reviewed annually with effect from 1 January. Reviews cover individual performance, experience, development in the role and market comparisons. To determine market comparisons, the Committee reviews remuneration data on executive positions in comparator groups including transport/ leisure and general sector companies of similar size, complexity and international presence. The Committee retains the discretion to amend the comparator groups as necessary to remain relevant.	While there is no prescribed formulaic maximum, base salaries will reflect Executive Directors': • roles and responsibilities; • knowledge, skills and experience; and • performance and effectiveness. In addition, when reviewing Executive Directors' salaries, consideration will always be given to the general performance of the Company and the approach to employee pay across the Group. Therefore, salary increases for Executive Directors will not normally exceed the general employee increase for the country in which they are domiciled. However, larger increases or above median salaries may be necessary, for example (but without limitation): • where there has been a material increase in the scope and/ or scale of the Executive Director's responsibility in the role (including as a result of internal promotion); • to apply salary progression for an Executive Director who was appointed on a salary below the market level; or • where an Executive Director is extremely experienced and has a long track record of proven performance.	Not applicable.
Pension To provide fair benefits as part of fixed remuneration to allow Executive Directors to work towards saving for retirement.	Executive Directors receive a pension contribution, or a cash allowance in lieu of a pension provision in line with market practice.	The maximum pension contribution for Executive Directors will be on the same basis as is available to the majority of colleagues in the market in which the Executive Director is based. Incumbent Executive Directors' maximum pension is in line with the UK workforce, currently 3% of salary. No element other than base salary is pensionable.	Not applicable.
Benefits To provide competitive benefits as part of fixed remuneration to enable the Group to recruit and retain high performing Executive Directors.	Executive Directors may receive a combination of family private healthcare, death-in-service and life assurance cover, long-term sickness and disability insurance, car allowance, free travel on the Company's services and professional membership subscriptions. The Committee has discretion to provide additional benefits or remove benefits in order to remain competitive or to meet the needs of the business.	The cost to the Company of providing the benefits may vary from year to year in accordance with market conditions. This will therefore determine the maximum amount that will be paid in the form of benefits to Executive Directors during the Policy period.	Not applicable.

Element and how it supports strategy	Operation	Maximum potential value	Performance conditions and assessment
Annual bonus To incentivise delivery of near-term performance objectives which are directly linked to strategy. A portion of any bonus paid is deferred into shares, assisting the retention of Executive Directors and alignment of their interests with those of shareholders.	Executive Directors' bonus payments are based on the achievement of pre-specified objectives normally over a one-year performance period. At least 50% of the bonus earned is subject to mandatory deferral into shares for one year from award. Dividends are delivered on the deferred share element. Malus and clawback provisions apply.	The maximum bonus award is equal to 200% of base salary for the Group Chief Executive Officer and 150% of base salary for other Executive Directors (currently only the CFO).	Performance conditions are a combination of financial and non-financial objectives for the year. The Committee retains discretion in appropriate circumstances to amend the weightings of the financial and non-financial elements of the bonus from year to year and for each Executive Director as appropriate. However, a majority of the opportunity will be dependent upon financial metrics. The financial performance conditions will typically relate to profit and/or cash generation, are set on an annual basis and are intended to be achievable at threshold and stretching at maximum. The non-financial performance conditions will be set annually based on objectives for the year. These may include safety, operational and business development objectives, customer related developments or metrics, colleague related developments or metrics, and environmental, social and governance (ESG) developments or metrics, as determined by the Committee on an annual basis. Normally, the proportion of the bonus determined by non-financial performance conditions will only become payable when the Company achieves a threshold level of normalised profit but the Committee has discretion to vary this in appropriate circumstances. The annual bonus includes the ability for the Committee to use its discretion, acting reasonably and proportionately, to adjust the bonus outcome, upwards (provided it does not exceed the maximum) or downwards (including to nil), if the formulaic outcome is not reflective of overall corporate performance and/or individual performance. To the extent that legal, regulatory or other investigations or proceedings are ongoing in relation to such an event, the Committee has the discretion to delay the award of a bonus (in whole or in part) until those investigations or proceedings are completed.

Element and how it supports strategy	Operation	Maximum potential value	Performance conditions and assessment
Long-Term Incentive Plan ('LTIP') To incentivise delivery of longer-term performance outcomes, reward the execution of strategy, aid retention of Executive Directors and align their longer-term interests with those of shareholders.	LTIP awards (in the form of conditional shares, nil cost options or forfeitable shares) are normally granted annually with vesting subject to the achievement of performance conditions measured over a three-year consecutive financial period commencing with the year of award. An additional two-year holding period for vested shares exists post vesting for the Executive Directors. Dividend equivalents and dividends can be delivered on vested shares, in shares, in respect of both the performance and holding periods. Malus and clawback provisions apply.	The maximum LTIP award is equal to 200% of base salary, per annum, for all Executive Directors.	Awards will be subject to stretching performance conditions over a period of three consecutive financial years. The Committee may change the balance of the measures, or use different measures for subsequent awards, as appropriate. The threshold vesting level will be no more than 25%, and may vary by performance condition and from year to year. The LTIP includes the ability for the Committee to use its discretion, acting reasonably and proportionately, to adjust an LTIP award vesting outcome, upwards (provided it does not exceed the maximum) or downwards (including to nil), if the formulaic outcome is not reflective of overall corporate performance and/or stakeholder experience To the extent that legal, regulatory or other investigations or proceedings are ongoing in relation to such an event, the Committee has the discretion to delay the vesting of an LTIP award (in whole or in part) until those investigations or proceedings are completed. The Committee also retains discretion under the LTIP rules to amend existing performance conditions to take account of any events that may arise which would mean in its opinion, if such adjustments were not made, the performance condition would not constitute a fair measure of the Company's performance over the measurement period.

4.2 Shareholding requirement for Executive Directors

Executive Directors are required to build up a shareholding to a value equal to 200% of base salary over a five-year period commencing from their date of appointment, or the date of approval of the Policy if any changes are made (if later). Compliance with this requirement is a condition of continued participation in the Company's LTIP and other equity incentive arrangements.

A shareholding requirement will continue to apply to an Executive Director after the cessation of their employment which equates to the lesser of shares which have a value equal to 200% of base salary calculated as at the date of leaving employment and their actual shareholding at the date of leaving employment, irrespective of the reason for leaving, save it will not apply where the reason for leaving is in connection with a change of control in the Company.

Only shares derived from the 2021 LTIP awards and any share awards granted after the 2021 Policy came into effect will be included in the post-cessation shareholding requirement. Shares held by an Executive Director prior to the 2021 Policy coming into effect, or vesting under an award granted prior to then (other than the 2021 LTIP award), and shares independently acquired by an Executive Director at any time, will not be included.

4.3 Performance measures under the annual bonus and LTIP

The Committee has flexibility to set the performance conditions for the annual bonus and LTIP awards from year to year.

However, if the Committee materially changes the LTIP performance conditions within the life of the Policy, it will normally consult with shareholders in advance on the changes to be made and explain the reasons for doing so.

The performance measures that will apply to the LTIP awards to be granted in 2024 are shown on page 117.

4.4 Malus and clawback provisions

Executive Directors' annual bonus awards and LTIP awards are subject to malus and clawback provisions. Malus provisions enable the Committee to reduce the amount (including to nil) of any bonus prior to its award or payment and to reduce the number of shares (including to nil) under any unvested LTIP award prior to its vesting. Clawback provisions enable any bonus amount awarded and paid, and either the number of shares that vested under an LTIP award and/or an amount equal to their market value sale proceeds and/or any other benefits derived from them, to be recovered (in whole or in part, but net of tax) during the period of two years after they have been so awarded or vested, in each case in the following circumstances:

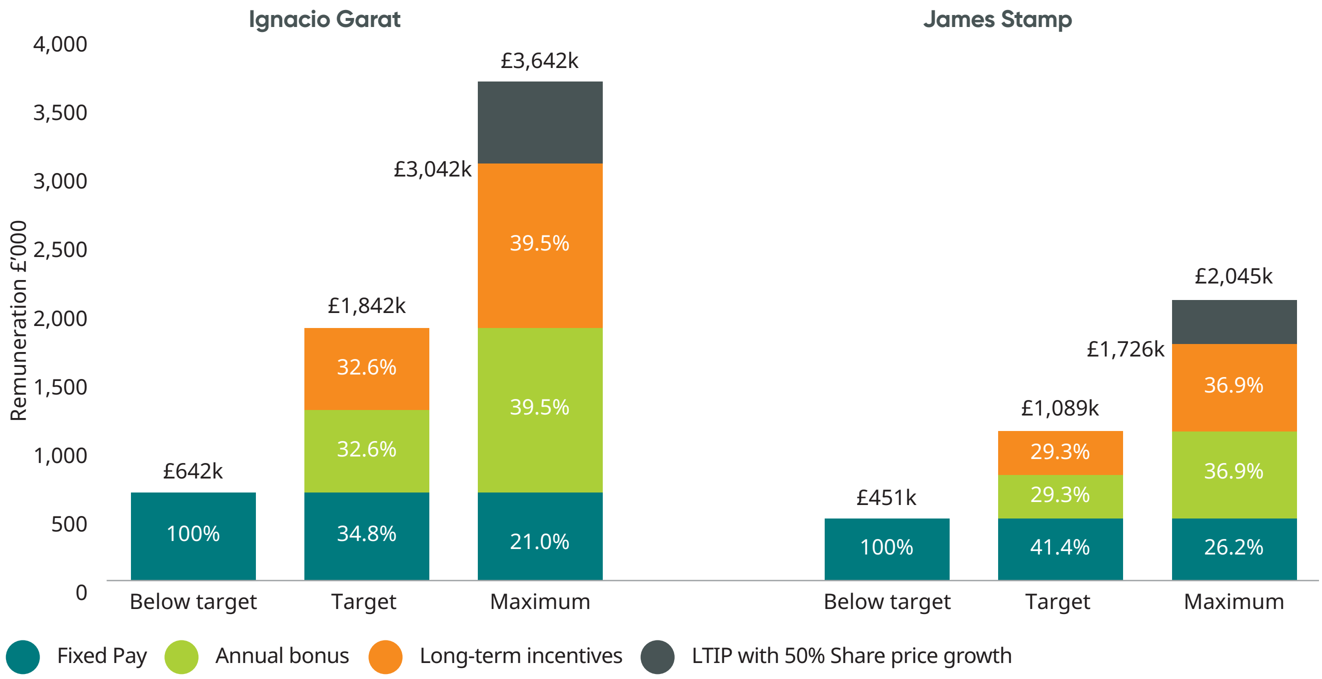
- the discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company for a period that was wholly or partly before the end of the period over which the performance target applicable to an award was assessed (or was due to be assessed);
- the discovery that the assessment of any performance target, measure or condition in respect of an award was based on error, or inaccurate or misleading information;
- the discovery that any information used to determine any performance target, measure or condition in respect of an award (or to determine the number of shares over which an award was granted) was based on error, or inaccurate or misleading information;
- there is action, inaction or conduct of an award holder which, in the reasonable option of the Committee, amounts to fraud or gross misconduct;
- there is action, inaction or conduct of an award holder which has had a significant detrimental impact on the reputation of the Company; or
- the Company becomes insolvent or otherwise suffers a corporate failure in connection with which the value of the Company's shares is materially reduced, provided the Committee is satisfied after due investigation that the award holder should be held responsible (in whole or in part) for that insolvency or corporate failure.

4.5 Previous arrangements

For the avoidance of doubt, in approving this Policy, authority is sought by the Company (i) to honour any pre-existing outstanding commitments (subject to existing terms, conditions and plan rules, as applicable) entered into with current or former Directors (as previously disclosed to shareholders) before this Policy took effect or before they became a Director; and (ii) when an internal appointment to the Board is made, any pre-existing obligations may be honoured by the Committee and payment will be permitted under this Remuneration Policy.

4.6 Total remuneration opportunity at various levels of performance

The Committee's aim is to ensure that superior reward is only paid for exceptional performance, with a substantial proportion of Executive Directors' remuneration payable in the form of variable pay. The chart below illustrates the remuneration opportunity provided to each current Executive Director at different levels of performance for the first year of operation of the Policy:



The elements of remuneration have been categorised into three components: (i) Fixed; (ii) Annual variable; and (iii) Long-term incentives, as explained further below:

Element	Description
Fixed	Latest base salary, pension allowance and taxable benefits
Annual variable	Performance-related annual bonus (including deferred element)
Long-term incentives	Performance-conditioned Long-Term Incentive Plan award

Assumptions used in determining the level of payout under the given scenarios are as follows:

- base salaries are those as at 1 January 2024;
- taxable benefits for the Group CEO and Group CFO are those paid in 2023;
- bonus award opportunities are equal to 200%/150% of Group CEO/CFO base salaries and LTIP awards are granted at 200%/150% of Group CEO/ CFO base salaries;
- minimum performance level assumes fixed pay only and no variable pay;
- on-target performance level assumes performance resulting in 50% of maximum annual bonus payout and 50% of maximum LTIP vesting (and, while the bonus has targets for threshold, on-target and maximum, the LTIP only has targets for threshold and maximum for some metrics so the values shown for the on-target outturn include the values for on-target bonus and estimated on-target LTIP performance); and
- maximum performance level assumes maximum annual bonus payout and full LTIP vesting.

While share price appreciation is ignored in each of the minimum, on-target and maximum remuneration outcomes for the Executive Directors, the fourth bar shows the maximum remuneration outcomes assuming 50% share price appreciation.

4.7 Comparison with approach to remuneration across the Group

The Group operates across a number of countries and accordingly sets terms and conditions for employees which reflect the different legislative requirements and labour market conditions that exist in each country. We have a framework for recognition and rewards internationally. We will always meet or exceed national minimum standards of employment in all our business divisions, offering pay and other terms and conditions that are appropriate to each labour market in which we operate. In particular, we are committed to adhering to the real Living Wage in the UK and to at least the national minimum wage in each of the other countries in which we operate. Base pay is set at a level that allows us to recruit and retain colleagues in each relevant labour market and performance-related pay arrangements are based on the achievement of business division and team or individual goals, objectively assessed.

The Group offers pension and pension savings arrangements to its employees appropriate for the labour markets in which it operates. In the UK, in line with market practice, employees are offered membership of a defined contribution plan, with employer contributions for the majority of employees equal to 3% of base salary. The Group also has a legacy defined benefit scheme in its UK Bus division, with employer contributions of 35% of base salary. In the UK, employees also receive death-in-service benefits and free travel on the Company's transport services, and middle and senior managers may also receive car or travel allowances and/or private medical insurance, subject to their employee grade.

The Group's divisions operate various cash bonus incentive schemes for appropriate individuals, incentivising the delivery of particular divisional strategic, operational, safety and personal objectives. Senior management participates in a bonus scheme which is broadly aligned with Executive Directors' annual bonuses, where targets may relate to divisional rather than Group-wide performance and/or place more emphasis on divisional strategic or safety objectives and/or personal objectives. LTIP and other awards are also granted to selected senior managers to incentivise and reward them for delivering long-term value for the Company and its shareholders.

Measures for bonus arrangements across the Group are based on different measures depending on the nature of the business unit, and typically, outcomes were between target and maximum.

In addition to this, the Group operates a number of support packages for colleagues such as access to hardship loans, employee discounts and financial education.

The Committee reviewed the Company's CEO pay ratios and its Group's employee pay policies and practices when formulating this Policy, and is satisfied that the structure and quantum of remuneration for the Executive Directors is appropriate in view of their relative roles and responsibilities.

4.8 Executive Directors' service agreements

The Executive Directors have service agreements with the Company and the table below shows the dates of those agreements and the relevant notice period to be provided by the parties to them in normal circumstances:

Executive Director	Date of service agreement	Date of appointment	Notice period from Company	Notice period from Director
Ignacio Garat	11/10/2020	01/11/2020	12 months	6 months
James Stamp	17/10/2022	01/11/2022	12 months	6 months

The Committee regularly reviews its policies on executive remuneration and severance in the best interests of shareholders. Guidance on best practice expectations is taken into account prior to agreeing Executive Directors' contractual provisions.

4.9 Executive Directors' employment termination arrangements

The Company may at its discretion make payment in lieu of notice to Executive Directors, which could potentially include up to 12 months' base salary, benefits and pension, and which may be subject to payment by instalments and/or mitigation.

The table below sets out the treatment of the elements of remuneration that would normally apply where an Executive Director's service with the Company is terminated:

Reason for termination	Salary, pension and contractual benefits	Annual bonus	Unvested deferred bonus share awards	Unvested LTIP awards	Other
Good leaver: retirement, disability, redundancy, death, sale of part of the Company that employs the Director or any other reason that the Committee determines.	Payment equal to the aggregate of base salary, pension allowance and the value of other contractual benefits during the notice period, including any accrued but untaken holiday.	Bonus will be awarded at the normal award date, subject to the satisfaction of performance targets and subject to pro-ration to reflect the proportion of the year served, unless the Committee determines otherwise.	Deferred bonus share awards will ordinarily vest on the normal vesting date, unless the Committee determines otherwise.	Unvested LTIP awards will ordinarily vest on the normal vesting date, subject to the satisfaction of performance conditions, unless the Committee determines otherwise. Unvested LTIP awards will also ordinarily be subject to pro-ration to reflect the proportion of the time served between the date of grant and date of vesting, unless the Committee determines otherwise. The post-vesting holding period will continue to apply post-cessation of employment.	Fees for outplacement and legal advice may be paid.
Other reasons.	Paid to date of termination, including any accrued but untaken holiday.	No bonus award for the year in which termination occurs.	Awards lapse in full on termination.	Awards lapse in full on termination.	Not applicable.

4.10 Minor amendments

The Committee may make minor amendments to the Policy set out in this Policy Report (for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval for the amendment.

4.11 External directorships

Directors are permitted to hold external directorships in order to broaden their experience, to the benefit of the Company. Such appointments are subject to approval by the Board and the Director may retain any fees paid in respect of such directorships. The Board ensures compliance by Directors with Code provision 16.

Subject to the circumstances surrounding the termination, the Committee may, in its discretion, treat the Executive Director as a 'good leaver'. The Committee will consider factors such as personal performance and conduct, overall Company performance and the specific circumstances of the Executive Director's departure, including, but not limited to, whether the Executive Director is leaving by mutual agreement with the Company. In addition, the Committee will take the above circumstances into account when determining whether to use its discretion not to pro-rate the bonus awards and/or vested LTIP awards of an Executive Director who is a 'good leaver'.

The Committee reserves the right to make additional exit payments to an Executive Director where such payments are made in good faith:

- to discharge an existing legal obligation (or by way of damages for breach of such an obligation); or
- by way of settlement or compromise of any claim arising in connection with the termination of office or employment.

On a change of control, unvested LTIP awards will vest, except to the extent they are exchanged for awards over shares in the acquiring company, and vested LTIP shares subject to a holding period will be released. Vesting will be subject to satisfaction of the relevant performance conditions assessed by the Committee at the date awards are deemed to vest and will normally be pro-rated to reflect early vesting, unless the Committee determines that such pro-ration is inappropriate. The Committee may replace one or more of the performance criteria or assess the extent to which it determines that targets have been met on a basis that it deems is reasonable in the circumstances. On a change of control of the Company, unvested deferred bonus share awards will also vest automatically.

4.12 Approach to the remuneration of newly appointed Executive Directors

When determining the remuneration arrangements for a newly appointed Executive Director (whether such individual is an internal promotion or external candidate), the Committee will take into consideration all relevant factors to ensure that arrangements made are in the best interests of both the Company and its shareholders without paying more than is necessary to recruit an Executive Director of the required calibre.

The Committee will generally seek to align the remuneration of any new Executive Director following the same principles as for the current Executive Directors. The elements that would be considered by the Company for inclusion in the remuneration package of a new Executive Director are:

- salary and other benefits, including an allowance in lieu of a pension provision in line with the Policy table.
- participation in the performance-related annual bonus pro-rated for the year of recruitment to reflect the proportion of the year for which the new recruit is in post.
- participation in the performance-conditioned Long-Term Incentive Plan, which may be pro-rated depending on the time of appointment through the year; and
- costs and outgoings relating, but not limited, to: relocation assistance; legal, financial, tax and visa advice; and pre-employment medical checks.

The Committee's policy is for all Executive Directors to have rolling service contracts with notice periods for the Company of between 6 and 12 months. The only exception is where, in exceptional circumstances, it is necessary to offer a longer notice period initially, reducing down to 12 months, in order to secure the appointment of a new external recruit.

The Committee may also make awards on the appointment of an Executive Director to 'buy out' remuneration arrangements being forfeited by the individual on leaving a previous employer. The Committee would take into account both market practice and any relevant commercial factors in considering whether any enhanced and/or one-off annual incentive or long-term incentive award is appropriate.

Awards made by way of compensation for forfeited awards would be made on a comparable basis, taking account of performance conditions and achievements (or likely achievements), the proportion of the performance period remaining, the expected vesting/payment date and the form of the award. Compensation could be in the form of cash and/or shares. The Committee will not offer any non-performance-related incentive payments (for example, a 'guaranteed signing-on bonus' or 'golden hello'). Leaver provisions will be determined in line with this Policy when 'buy-out' awards are made.

5. Remuneration Policy for Non-Executive Directors

5.1. Summary of the individual elements of the Policy for Non-Executive Directors (including the Board Chair)

Element	Purpose	Operation	Maximum potential value
Fees	To attract, retain and motivate high performing individuals of suitable calibre for a business the size and complexity of the Company's business. To pay fees which are reflective of responsibilities and time commitments, and competitive with peer companies, without paying more than is necessary.	The single fee paid to the Chair for all Board and Board Committee duties is set by the Committee and the fees paid to Non-Executive Directors are set by the Board. Fees are normally reviewed annually and the review takes into account fees paid for similar positions in the market, the time commitment required from the Chair and Non-Executive Directors and, in the case of the latter, additional responsibilities and time commitments involved. Fees are subject to any maximum set in the Company's Articles.	While there is no prescribed formulaic maximum, fees will reflect those matters taken into account in the annual fee review.
Expenses	Non-Executive Directors are also entitled to travel, subsistence and accommodation for business purposes including any tax due thereon.	These expenses are either paid directly by the Company on behalf of Non-Executive Directors or reimbursed by the Company to Non-Executive Directors in line with the Company's expenses policy.	The cost to the Company depends on the relevant expenses.

5.2 Appointments

The Chair and the other Non-Executive Directors are not employed and do not have service contracts with the Company. They also are not entitled to participate in the Group's pension, annual bonus or long-term incentive arrangements. Instead, they are appointed under individual letters of appointment and only receive a fee for their services and payment or reimbursement of business expenses. On appointment, the fee arrangements for a new Non-Executive Director will be determined in accordance with the approved remuneration policy in force at that time.

The Chair and other Non-Executive Directors are normally appointed for an initial three-year term but with an expectancy that they will serve for at least two three-year terms, and their appointment can be terminated at any time without compensation by either party serving the relevant notice on the other party. In accordance with the Company's Articles of Association, each of the Chair and other Non-Executive Directors (and each of the Executive Directors) is required to stand for election or re-election by shareholders at each AGM and they may be removed from office in the circumstances prescribed by the Company's Articles of Association and/or applicable legislation.

5.3 Non-Executive Directors' dates of appointment and notice periods

The current Chair and other Non-Executive Directors' dates of appointment and current notice periods which may be up to 6 months for the Board Chair and 3 months for the other Non-Executive Directors are shown in the table below:

Director	Date of appointment	Notice period from either party (months)
Ana de Pro Gonzalo	01/10/2019	1
Carolyn Flowers	01/06/2021	1
Enrique Dupuy de Lome Chavarri	01/11/2023	1
Helen Weir	01/10/2022	3
Jorge Cosmen	01/12/2005	1
Karen Geary	01/10/2019	1
Mike McKeon	03/07/2015	1
Nigel Pocklington	01/08/2023	1

The letters of appointment for the Chair and the other Non-Executive Directors, together with the service agreements for the Executive Directors, are available for inspection at the Company's registered office.

The current Directors' Remuneration Policy (current Policy) was approved by shareholders at the Company's AGM on 12 May 2021 and came into effect from that date. The current Policy was intended to apply for three years until the Company's AGM in 2024. The current Policy can be found on pages 104 to 113 of the Company's 2020 Annual Report and on its website at: www.mobicogroup.com/about-us/corporate-governance/remuneration.

The Company is proposing that shareholders approve a new Directors' Remuneration Policy (new Policy) at its AGM on 11 June 2024. If so approved, the new Policy will come into force from that date and is intended to apply for three years until the Company's AGM in 2027.

The new Policy can be found on pages 127 to 136 of this Annual Report.