

VICTREX PLC
REMUNERATION COMMITTEE'S TERMS OF REFERENCE

1 Duties

1.1 The Remuneration Committee will determine and agree with the Board, the framework for the remuneration of; the Chairman, the Chief Executive, the executive Directors, the Company Secretary and those senior executives who directly report to an executive Director.

1.2 Once such framework is approved by the Board, the Remuneration Committee will have delegated responsibility for evaluating the performance of and setting the specific remuneration packages for the Chairman, the Chief Executive, the executive Directors and the Company Secretary within such framework and covering the following where appropriate:

- basic salaries;
- annual bonus payments, including the determination of specific targets;
- participation in share incentive and option schemes;
- participation, policy and scope of pension arrangements;
- other benefits in kind;
- service contract terms;
- severance payments, ensuring that any contractual terms on termination and any payments made, are fair to the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised

In determining such packages and arrangements the Remuneration Committee shall give due regard to the provisions of the Combined Code as well as the UK Listing Authority's Listing Rules and associated guidance.

1.3 The executive Directors will have delegated responsibility for evaluating the performance and setting the specific remuneration packages for those senior executives who directly report to an executive Director within the overall framework. Such packages will be subject to review by the Remuneration Committee.

1.4 The Remuneration Committee will be aware of and advise on any major changes in employee benefit structures throughout the Group.

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- 1.5 The Remuneration Committee will agree the policy for authorising expense claims from the Chairman and Chief Executive.
- 2 Membership and Meetings
- 2.1 The Remuneration Committee shall consist exclusively of all of the Non-Executive Directors appointed by the Board of Victrex plc who, in the opinion of the Board, are independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.
- 2.2 The quorum for a meeting will be two members. The Board will appoint the Chairman of the Remuneration Committee.
- 2.3 Executive directors and other employees may be invited to attend meetings of the Remuneration Committee, but they will not be able to vote on any issues, and will not attend when their own remuneration is being discussed. The Remuneration Committee will consult the Chief Executive about their proposals relating to the remuneration of other Executive Directors.
- 2.4 The Remuneration Committee may seek advice from such internal and external advisers, as it thinks fit. The Remuneration Committee will be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- 2.5 The Secretary of the Committee will be appointed on an ad-hoc basis for each meeting.
- 2.6 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.
- 2.7 The Remuneration Committee will make available these terms of reference, setting out its delegated responsibilities, which should be reviewed and where necessary, updated annually.
- 3 Annual Report and AGM
- 3.1 The Remuneration Committee will ensure that provisions regarding disclosure of remuneration, including pensions, as set out in the Directors' Remuneration Report Regulations 2002 and the Code are fulfilled.
- 3.2 The Remuneration Committee will propose the Report on Directors' remuneration to be included in the Annual Report and approved by shareholders at the AGM.

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- 3.3 The Remuneration Committee will report the frequency of, and attendance by members at Committee meetings in the Annual Report.
- 3.4 The Chairman of the Remuneration Committee, or a nominated member of the Remuneration Committee, shall attend the AGM to be available to answer questions at the AGM.