Our new Directors' Remuneration Policy will be put to a binding shareholder vote at our AGM on 24 April 2024, and will take formal effect from that date, subject to shareholder approval.

The Policy will formally apply for three years unless a new policy is presented to shareholders before then. Following approval, all payments to directors will be consistent with the approved Policy.

The Policy has been prepared in accordance with Schedule 8: The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) and the UK Listing Authority's Listing Rules.

Considerations in determining our Policy

The main goal of our Policy is to promote the Group's long-term success. In pursuit of this objective, the Remuneration Committee adheres to the following principles:

- Remuneration packages should be clear and simple.
- Pay should be set so that it attracts, retains and motivates high-calibre senior executives and focuses them on the delivery of the Group's strategic and business objectives.
- Remuneration should be competitive against appropriate market benchmarks. A significant proportion of remuneration should be based on performance-related components which provides scope to earn above-market rewards for strong performance.
- Incentive schemes should be subject to achieving challenging performance targets based on measures linked to the Group's KPIs and the best interests of our stakeholders.
- Remuneration should align with, and support, our values and culture.
- Remuneration should achieve the appropriate cascade of approach across the Group.
- Pay design should take due account of good governance and ensure it promotes the long-term success of the Group.

The Policy considered the principles of the 2018 UK Corporate Governance Code and the voting guidelines of major UK institutional investor bodies. Under the Code, the Committee is asked to address six factors in determining the Policy:

1. Clarity – the Policy is well understood by our directors and senior executives and has been clearly articulated to shareholders and proxy voting agencies.
2. Simplicity – the Committee believes the current market-standard remuneration structure is simple and well-understood. We have purposefully avoided any complex structures which have the potential to deliver unintended outcomes.
3. Risk – our policy and approach to target setting seek to discourage any inappropriate risk-taking. Measures may be a blend of share price, financial and non-financial objectives and the targets are appropriately stretching to help ensure that the risk of inappropriate actions being taken is mitigated. Malus and clawback provisions will apply.
4. Predictability – executives' incentive arrangements are subject to individual participation caps. An indication of the range of values in packages is provided in the illustration of reward scenario charts included in the Policy report. Deferred bonus and PSP awards provide alignment with the share price and their values will depend on share price at the time of vesting.
5. Proportionality – there is a clear link between individual awards, delivery of strategy and our long-term performance.
6. Alignment to culture – pay and policies cascade down the organisation and are fully aligned to Breedon's culture.

Directors' Remuneration report **DIRECTORS' REMUNERATION POLICY**

Policy table for executive directors

The table below sets out the main components of the proposed Policy, together with information on how they will operate, subject to approval by shareholders at the AGM.

	Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions
Base salary	To provide a competitive base salary reflective of the particular skills, calibre and experience of an individual.	Salaries are normally reviewed annually or where there is a significant change of responsibilities and typically take effect from 1 April. Salaries are determined by reference to the skills and personal performance of the individual. The Committee takes into account external market data and pay and employment conditions elsewhere in the Group when considering increases to base salary levels.	While there is no maximum salary, increases will normally be broadly in line with the range of salary increases awarded (in percentage of salary terms) to the wider workforce. Salary increases above this level may be awarded to take into account individual circumstances, including a change in the scope or responsibilities of the role, a change in market practice, a change in the size or complexity of the business or to reflect development or performance in role. Other factors which will be taken into account will include progression within the role and competitive salary levels in companies of a broadly similar size and complexity.	Although there are no formal performance conditions, any increase in base salary is only implemented after careful consideration of individual contribution and performance and having due regard to the factors set out in the 'Operation' column of this table.
Benefits	To provide market-competitive, cost-effective benefits to assist with retention and recruitment.	Benefits may include private medical insurance, life assurance, car allowance and executive medical screening. Executive directors are eligible for any other benefits which are introduced for the wider workforce on broadly similar terms, and for other benefits that might be provided based on individual circumstances, if the Committee decides it is appropriate. For external and internal appointments or relocations, Breedon may pay certain relocation, travel and/or incidental expenses as appropriate. Any reasonable business-related expenses can be reimbursed (and any related tax met if determined to be a taxable benefit).	As it is not possible to calculate in advance the cost of all benefits, a maximum is not pre-determined.	Not performance related.

Directors' Remuneration report DIRECTORS' REMUNERATION POLICY

	Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions
Pension	To provide employees with long-term savings to allow for retirement planning.	The Group may offer participation in a defined contribution pension plan or permit executive directors to take a cash supplement in lieu of pension up to the same value, or a mixture of both.	The CEO and CFO, and any future director appointments, receive pension contributions aligned with the wider workforce pension contribution, currently set at 5% of base salary per annum.	Not performance related.
Annual bonus	Rewards achievement of annual financial and business targets aligned with the Group's KPIs. Bonus deferral encourages long-term shareholding, supports retention and discourages excessive risk taking.	Bonuses are determined based on measures and targets that are agreed by the Remuneration Committee. Bonus measures are typically based on performance over the relevant financial year. Any payment is at the discretion of the Committee and will be subject to the achievement of performance targets. Bonuses are not pensionable. In respect of bonuses earned in respect of performance in 2024 and thereafter, up to two-thirds of the annual bonus will be payable in cash, following the end of the financial year. At least one-third of the bonus will be compulsorily deferred in shares for two years under the DSBP. The vesting of deferred shares is not subject to any additional performance conditions. Participants will be entitled to receive the value of dividends paid between grant and vesting on deferred shares. Calculation of the payment may assume dividend reinvestment. Bonus payments, including deferred bonus awards, are subject to malus and clawback provisions (see the 'Notes to the Policy table' for further detail).	For executive directors, the maximum opportunity is 150% of salary.	Performance measures will be determined each year and may be based on financial and/or non-financial objectives. Financial measures will normally determine the majority of the bonus opportunity and the balance may be based on non-financial, strategic, personal and/or ESG-related objectives. Where possible, a graduated scale of targets is normally set for financial measures, with no payout for performance below a threshold level of performance. The Committee has discretion to adjust the formulaic outcome arising from the performance conditions in the event that it considers such an outcome is not consistent with the Company's overall performance, taking account of any factors it considers relevant.

Directors' Remuneration report **DIRECTORS' REMUNERATION POLICY**

	Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions
Performance Share Plan	To drive superior performance of the Group and delivery of the Group's long-term objectives, aid retention and align directors' interests with those of the Company's shareholders.	Share-based awards will typically be granted annually to executive directors in the form of nil or nominal cost options or conditional awards. Awards granted to executive directors will be subject to a two-year holding period following the end of the performance term, with shares typically not being released to participants until the end of the holding period. A 10% in ten years' dilution limit governing the issue of new shares to satisfy all share schemes operated by the Company applies. Participants may be entitled to receive the value of dividends paid between grant and vesting (or, if applicable, between grant and the earlier of the expiry of any holding period and the exercise of an award) on vested shares. The payment may be in cash or shares and may assume dividend reinvestment. Awards are subject to malus and clawback provisions (see the 'Notes to the Policy table' for further detail).	The normal annual award level is 200% of salary for the CEO and 175% of salary for other executive directors.	The vesting of awards is subject to the satisfaction of performance conditions, typically measured over a period of at least three years. Performance conditions, and their weightings where there is more than one metric, are reviewed annually to maintain appropriateness and relevance. Awards will be based on measures which could include, but are not limited to, EPS, relative TSR or sustainability-based measures. The Committee has the flexibility to vary the mix of measures or to introduce new measures for future awards, taking into account business priorities at the time of grant. Up to 25% of the award will vest for threshold performance with full vesting for maximum performance. The Committee may alter the vesting outcome if it considers that the level of vesting is inconsistent with the Company's overall performance, taking account of any factors it considers relevant. This will help to ensure that vesting reflects overall Company performance during the period.
All-employee share schemes	Encourages colleague share ownership and therefore increase alignment with shareholders.	The Company operates Sharesave schemes. These schemes are open to all colleagues of the Group, including executive directors, who have completed the requisite length of service at the launch of each invitation. The Company may introduce other all-employee schemes, if appropriate, over the life of the Policy.	The scheme is subject to the limits set by HMRC from time to time.	Not performance related.

Directors' Remuneration report **DIRECTORS' REMUNERATION POLICY**

	Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions
Shareholding guidelines	Encourages executive directors to build a meaningful shareholding in the Group so as to further align their interests with those of shareholders.	Executive directors are required to retain at least half of any share awards vesting (after the sale of any shares to settle tax due) until they have reached the required level of holding. Shares owned outright by the executive director or a connected person count towards the in-employment guideline. Share awards which remain subject to a performance condition are not included. Unvested deferred bonus shares and vested PSP awards which remain unexercised may count towards the in-employment guideline on a net of tax basis.	*During employment:* Executive directors are required to build and retain a shareholding in Breedon equivalent to at least 200% of their base salary. *Post-employment:* Executive directors are normally required to hold shares at a level equal to the lower of their shareholding at cessation and 200% of salary for two years post-cessation (excluding shares purchased with own funds and any shares acquired from share plan awards granted before the approval of the Policy).	Not performance related.
Chair and non-executive directors' fees	To attract high-calibre individuals and appropriately reflect knowledge, skills and experience.	Fees are normally reviewed annually, taking into account factors such as the time commitment and contribution of the role and market levels in companies of comparable size and complexity. The Chair is paid an all-inclusive fee for all Board responsibilities. Fees for the other non-executive directors may include a basic fee and additional fees for further responsibilities (for example, chairing of major Board committees or holding the office of Senior Independent Director). Breedon repays any reasonable expenses that a non-executive director incurs in carrying out their duties, including travel, hospitality-related and other modest benefits and related tax liabilities, if appropriate. In exceptional circumstances, if there is a temporary yet material increase in the time commitments for non-executive directors, the Board may pay extra fees on a pro-rata basis to recognise the additional workload.	When reviewing fee levels, account is taken of market movements in the fees of non-executive directors, Group Board Committee responsibilities and ongoing time commitments.	Not performance related.

Notes to the Policy table

Malus and clawback

All awards under the annual bonus, the DSBP and the PSP are subject to malus and clawback provisions which permit the Remuneration Committee, at its discretion, to reduce the size of any future bonus or share award, to reduce the size of any granted but unvested share award, or to require the director to make a payment to the Company.

The circumstances in which the Committee may apply the malus and clawback provisions are:

- a material misstatement of the Company's financial results;
- a miscalculation or an assessment of any condition (including any performance condition) that was based on an error;
- gross misconduct by a director;
- the Company becomes insolvent or otherwise suffers a corporate failure; or
- significant impact on the reputation and potential financial strength of the Company.

Malus and clawback provisions may apply up to:

- two years from the date of payment in respect of cash bonus payments;
- two years from the date of grant of a share award under the DSBP; and
- two years from the normal vesting date of a share award under the PSP.

Approach to performance measures

Annual bonus performance measures are selected annually to align with the Group's KPIs and strategic imperatives and the interests of our shareholders and other stakeholders. Financial measures (for example, operating profit) will normally influence the majority of the bonus with any remainder based on key strategic, sustainability and/or personal objectives designed to ensure executive directors are incentivised across a range of objectives.

When setting targets, the Committee considers a number of reference points, including the Company's own plans, external expectations and the economic environment. Only modest rewards are available at threshold performance levels, with rewards at stretch requiring material outperformance of the business plan. Details of the specific measures used for the annual bonus are set out in the Annual Report on Remuneration.

PSP performance measures will be selected to: provide a robust and transparent basis on which to measure the Group's performance; link remuneration outcomes to delivery of the business strategy over the longer term; and provide strong alignment between senior management and shareholders. The Policy provides for the Committee to alter the PSP measures and weightings from year to year. This is to ensure that the Committee can continue to incentivise performance appropriately, if the Group's strategic ambitions evolve over the life of the Policy. The Committee will review the calibration of targets annually to ensure they remain appropriate and sufficiently challenging, taking into account a number of different factors. As with the annual bonus, these may include the Group's business plans and strategy, external forecasts and the wider economic environment.

The Committee retains the discretion to amend the bonus payout and to alter the PSP vesting level if the outcome does not reflect its assessment of overall performance over the relevant periods.

Differences in remuneration policy between executive directors and other employees

The overall approach to reward for employees across the workforce is a key reference point when setting the remuneration of the executive directors. When reviewing the salaries of the executive directors, the Committee pays close attention to pay and employment conditions across the wider workforce and increases for executive directors will be set in the context of increases for the general workforce.

The annual bonus plan cascades down the business and covers c.500 employees with payouts usually based on the similar measures and targets applying to executive directors. The bonus opportunity varies by role.

A key difference between the remuneration of executive directors and that of our other employees is that, overall, at senior levels, remuneration is increasingly long term and 'at risk', with an emphasis on performance-related remuneration linked to business performance, and share-based remuneration. This ensures that remuneration at senior levels will increase or decrease in line with business performance and provides alignment between the interests of executive directors and shareholders. In particular, long-term incentives are provided to a small number of individuals across the Group, as they are reserved for those considered to have the greatest potential to influence overall levels of performance.

Flexibility, discretion and judgement

The Committee operates under the powers it has been delegated by the Board. In addition, it complies with rules that are either subject to shareholder approval (PSP and DSBP) or to approval by the Board (annual bonus scheme). These rules provide the Committee with certain discretions which serve to ensure that the implementation of the Policy is fair, both to the individual director and to shareholders. The Committee has discretion to set components of remuneration within a range, from time to time. The extent of such discretion is set out in the relevant rules, the maximum opportunity or the performance metrics section of the Policy table. To ensure the efficient administration of the variable incentive plans outlined above, the Committee will apply certain operational discretions.

These include the following:

- selecting participants in the plans on an annual basis;
- determining the timing of grants of awards and/or payments;
- determining the quantum of awards and/or payments (within the limits set out in the Directors' Remuneration Policy table);
- determining the choice and adjustment of performance measures and targets for each incentive plan in accordance with the Policy set out above and the rules of the relevant plan;
- determining the extent of vesting based on the assessment of performance, and judgement relating to measurement of performance in certain circumstances such as a change of control or reconstruction or other corporate events;
- whether malus and clawback shall be applied to any award in the relevant circumstances and, if so, the extent to which it shall be applied;
- making appropriate adjustments as required in certain circumstances, for instance changes in capital structure;
- determining 'good leaver' status for incentive plan purposes and applying the appropriate treatment; and
- undertaking the annual review of performance measures including their weightings and setting targets for the annual bonus plan and other incentive schemes, where applicable, from year to year.

If an event occurs which results in the annual bonus or PSP performance conditions and/or targets being deemed no longer appropriate (for example, material acquisitions or divestments), the Committee has the ability to adjust appropriately the measures and/or targets and alter weightings, provided that the revised conditions are not materially less challenging than the original conditions.

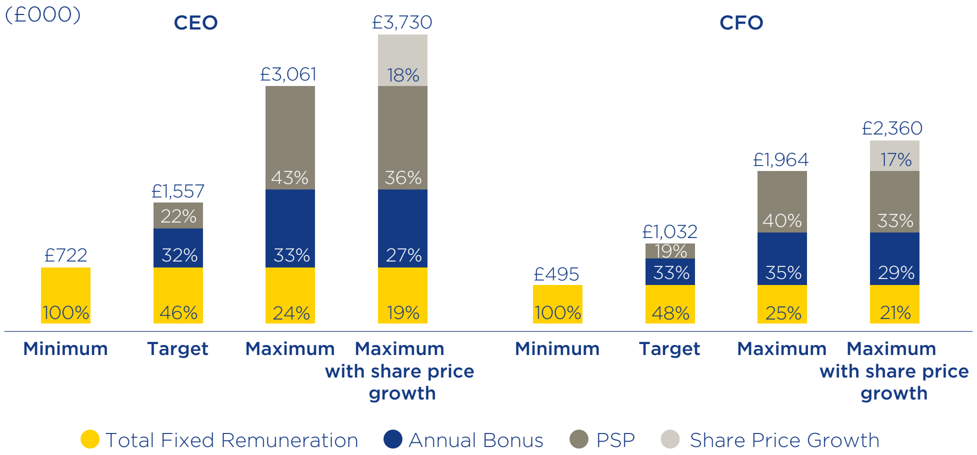
Any use of this discretion would, where relevant, be explained in the Directors' Remuneration Report and may, as appropriate, be the subject of consultation with the Company's major shareholders.

Legacy arrangements

For the avoidance of doubt, the Committee may approve payments to satisfy commitments agreed prior to the approval of this Directors' Remuneration Policy, that have been disclosed to shareholders previously. The Committee may approve payments outside this Policy in order to satisfy legacy arrangements made to an employee prior to (and not in contemplation of) promotion to the Board.

Directors' Remuneration report **DIRECTORS' REMUNERATION POLICY**

Illustration of the application of the Policy



The balance between fixed and variable 'at risk' elements of remuneration changes with performance. Our Policy results in a significant proportion of remuneration received by executive directors being dependent on Company performance. The charts above illustrate how the policy would function for minimum, on target and maximum performance for each executive director in 2024.

Assumptions for the chart above:

- Minimum: comprises fixed pay made up of base salary levels (applying from 1 April 2024), the value of pension at 5% of annual basic salary and other benefits estimated at the value shown in the single total figure of remuneration table for 2023.
- On-target: bonus achieved at 50% of the maximum opportunity, and the on-target level of vesting under the PSP taken to be 25% of the face value of the award at grant.
- Maximum: full bonus achieved and PSP vesting in full i.e. 150% of salary bonus payout and PSP awards to the value of 200% of salary and 175% of salary vesting for the CEO and CFO respectively.
- Share price appreciation of 50% has been assumed for the PSP awards under the final 'maximum with growth' scenario (no share price appreciation has been assumed for the first three sections).
- Amounts relating to all-employee share schemes have, for simplicity, been excluded from the charts.

Service agreements/letters of appointment and loss of office

Each director has a service agreement or letter of appointment with the Company as follows:

Director	Service agreements/ letters of appointment and loss of office	Date of contract/ letter of appointment following Admission	Notice period	
			From the director	From the Company
Executive directors				
Rob Wood	27 February 2014	10 May 2023	12 months	12 months
James Brotherton	17 November 2020	10 May 2023	12 months	12 months
Non-executive directors				
Amit Bhatia	1 August 2016	26 April 2023	–	–
Carol Hui	3 March 2020	26 April 2023	–	–
Pauline Lafferty	17 June 2021	26 April 2023	–	–
Helen Miles	18 November 2020	26 April 2023	–	–
Clive Watson	24 July 2019	26 April 2023	–	–

The executive directors, Rob Wood and James Brotherton, entered into new service agreements with new Breedon on 10 May 2023 in order that their arrangements reflect the revised structure of the Group following Admission to the Premium Listing Segment of the Official List and to trading on the Main Market. The terms of the Service Agreements remain substantially the same as those in place with Breedon prior to Admission. The non-executive directors, Amit Bhatia, Carol Hui, Pauline Lafferty, Helen Miles and Clive Watson, entered into new letters of appointment with new Breedon on 26 April 2023.

There are no provisions in the Service Agreements for contractual benefits (for example, any enhanced redundancy payments and/or any 'exit' bonus) to be payable to the executive directors in the event of termination of their respective Service Agreements.

The Board's overriding approach to payments for loss of office is to act in shareholders' interests. The principles on which payments for loss of office will be approached are set out opposite.

Notice periods and payments in lieu of notice	The maximum notice period for executive directors is 12 months. The Committee retains the right to terminate an executive director's service agreement by making a payment in lieu of notice, consisting of salary, cost of benefits and loss of pension provision for the notice period (or the unexpired portion of it). It is the Company's policy to have regard to the executive director's duty to mitigate their loss in respect of those contractual rights that they would otherwise be entitled to receive.
Annual bonus	The payment of bonus for the year in which an executive director leaves will take into consideration the circumstances of the individual's departure and their contribution up to the leaving date. Any amounts paid will be pro-rated for the time served and will, subject to performance, be paid at the usual time (although the Committee retains discretion to pay the annual bonus award earlier). Any bonus earned for the year of departure and, if relevant, for the prior year may be paid wholly in cash at the Committee's discretion. On a change of control, annual bonuses will either continue for the full year or be paid to the time of completion on a pro-rata basis. Deferred share bonus awards will normally lapse on cessation of employment. However, if an executive director leaves due to death, ill-health, injury, disability, retirement with the agreement of the Committee (a good leaver), sale of their employing company or business out of the group, or any other reason at the discretion of the Committee, their award shall either vest on the normal vesting date or, at the discretion of the Committee, at the date of cessation of employment. On a change of control, DSBP awards will generally vest in full on the date that control alters, unless the Committee permits (or requires) awards to roll over into equivalent shares in the acquiror.
PSP	PSP awards will usually lapse on cessation of employment. However, if an executive director leaves due to reason of a 'good leaver' their award shall either vest on the normal vesting date or, at the discretion of the Committee, at cessation of employment. In either case, the extent of vesting will be based on the satisfaction of performance conditions and, unless the Committee determines otherwise, a pro-rata reduction for time served. On a change of control, any vesting of awards will be subject to assessment of performance against the performance conditions and will normally be pro-rated unless the Committee determines otherwise.
Other payments	Payments may be made in the event of a loss of office under the Sharesave scheme, which is governed by its rules and the applicable legislation and which does not provide discretion in the case of leavers. In appropriate circumstances, other payments may be made, such as in respect of accrued holiday and outplacement and legal fees and the Company may pay any statutory entitlements or settle compromise claims in connection with a termination of employment, where considered in the best interests of the Company.

Where the Committee retains discretion, it will be used to provide flexibility in certain situations, taking into account the circumstances of the director's departure and performance.

Recruitment policy

The Policy aims to facilitate the appointment of individuals of sufficient calibre to lead the business, execute Breedon's strategy effectively and promote our long-term success for the benefit of our shareholders and other stakeholders.

When appointing a new executive director, the Committee's approach when considering the overall remuneration arrangements in the recruitment of a new executive director is to take account of the calibre, expertise and responsibilities of the individual, his or her remuneration package in their prior role, and market rates.

Remuneration will be in line with our Policy and the Committee will not pay more than is necessary to facilitate recruitment. Further details are provided in the table.

Depending on the timing and responsibilities of the appointment, it may be necessary to set different annual bonus/PSP performance measures and targets from those applicable to awards made to other senior executives.

Any incentive awards granted to employees prior to their promotion to the Board will be permitted to vest on their original terms. The terms of appointment for a non-executive director would be in accordance with the Policy for non-executive directors as set out in the Policy table.

Base salary	The Committee will set a base salary appropriate to reflect the calibre, experience and responsibilities of the new appointee. In arriving at a salary, the Committee may consider, among other things, the market rate for the role, internal relativities and his or her salary level prior to joining the Board. The Committee has the flexibility to set the salary of a new executive director at a lower level initially, with a series of planned (above workforce) increases implemented over the following few years to bring the salary to the desired positioning, subject to individual performance. In certain circumstances, the Committee has the ability to set the salary of a new executive director at a rate higher than the market level to reflect the criticality of the role and the experience and performance of the individual.
Benefits	Benefits will normally be consistent with the principles of the Policy set out in the Policy table. The Company may award certain additional benefits and other allowances including, but not limited to, those to assist with relocation support, living and transportation expenses, educational costs for children and, if applicable, tax equalisation to allow flexibility in employing an overseas national.
Annual bonus	The maximum bonus opportunity is 150% of base salary.
Performance Share Plan	The maximum opportunity is 200% of base salary. This may be used on recruitment and on an initial and ongoing basis, if appropriate.
Replacement or buyout awards	In addition to the above, the Committee may offer additional cash and/or share-based elements in order to 'buy out' remuneration relinquished on leaving a former employer. For the avoidance of doubt, such awards are not subject to the annual bonus and PSP individual limit caps. In the event of Breedon acquiring or merging with a business, awards held at the former employer may be rolled over into awards over Breedon shares. In the event that such a buyout is necessary to secure the services of an executive director, the structure of any award or payment will mirror, as far as is possible, the arrangements in place at the incoming executive director's previous employer. Any share awards made in this regard may have no performance conditions, or different performance conditions, or a shorter vesting period compared with the Company's existing plans, as appropriate. Awards may be made under the existing incentive schemes or as special one-off arrangements that are permitting under the Listing Rules. Shareholders will be informed of any buyout arrangements at the time of the executive director's appointment or in the next Directors' Remuneration report.
Notice periods	Notice periods shall be up to 12 months.

External appointments for executive directors

The Company recognises that its executive directors may be invited to become non-executive directors of other companies. Such non-executive duties can broaden a director's experience and knowledge which can benefit Breedon. Subject to approval by the Board, executive directors are allowed to accept non-executive appointments, provided that these appointments are not likely to lead to conflicts of interest, and the Committee will consider its approach to the treatment of any fees received by executive directors in respect of non-executive roles as they arise.

Consideration of shareholders' views

In its 2023 review of executive remuneration as part of Breedon's move to the Main Market, the Committee conducted a comprehensive consultation exercise which elicited feedback from the Company's largest shareholders. The Committee was very grateful for the views received. The feedback was used constructively to shape the 2024 Directors' Remuneration Policy.

The Committee is committed to an ongoing dialogue with shareholders and welcomes feedback on directors' remuneration. The Committee seeks to engage directly with major shareholders and their representative bodies on changes to the Policy. The Committee considers shareholder feedback received in relation to the remuneration-related resolutions each year following the AGM. This, together with any additional feedback received from time to time (including any updates to shareholders' remuneration guidelines), is then considered as part of the Committee's annual review of the Policy and its implementation.

Consideration of employment conditions across the Group

The Committee closely monitors the pay and conditions of the wider workforce and the design of the Directors' Remuneration Policy is informed by the policy for employees across the Group.

While employees are not formally consulted on the design of the Policy, the Board will receive views through our designated non-executive director for workforce engagement on a variety of areas including pay. The views are considered by the Committee in determining the approach to senior executive pay design and outcomes.

Differences in pay policy for executive directors compared to the wider workforce

There are some differences in the structure of the Policy for the executive directors compared to that for other employees within the organisation, which the Committee believes are necessary to reflect the differing levels of seniority and responsibility. At senior levels, remuneration is increasingly long-term, and 'at risk' with an increased emphasis on performance-related pay and share-based remuneration. This ensures the remuneration of the executives is aligned with both the long-term performance of the Company and the interests of shareholders.