

Remuneration report

Annual statement



Caroline Thomson

Remuneration Committee Chair

Dear Shareholder

Videndum's Directors' Remuneration report for 2023 comprises three separate sections:

- Section 1 – my annual statement setting out the work of the Remuneration Committee in 2023 and priorities for 2024.
- Section 2 – the Directors' Remuneration Policy ("the Policy") that sets out the Company's policy on Directors' remuneration that was approved by shareholders at the Company's AGM in May 2023.
- Section 3 – the 2023 Annual Report on Remuneration sets out the remuneration paid to Directors in 2023 as well as details of how the Committee intends to implement our Policy for 2024. Shareholders will have the opportunity for an advisory vote on the Directors' Remuneration report at the 2024 AGM.

2023 proved to be a very challenging year for Videndum with several macroeconomic headwinds significantly impacting the financial performance of the business. These included weakened consumer confidence, higher interest rates and retailers and distributors destocking across our three Divisions. The effects of this were compounded by the US writers' and actors' strikes that started in May 2023 and ran through to the end of the year and severely impacted the Company's performance. These events and the Group's financial position resulted in the Directors seeking approval from shareholders to a £125.0 million equity raise that completed on 8 December 2023. The Directors believe that this equity raise will allow Videndum to focus its resources on strategic execution and long-term value creation for shareholders from our market-leading, premium brands focused on the content creation market.

As a consequence, remuneration for the Executive Directors was impacted in several ways. Appropriate performance conditions could not be set as a result of the business uncertainty. This and the material decline in the Company's share price meant that no LTIP awards were made in 2023 to Executive Directors. The weakened financial performance of the Group has also meant that no bonus has been earned in respect of 2023 by the Executive Directors. The structure and outcomes for executive remuneration in 2023 under our Remuneration Policy are therefore aligned to the experience of our shareholders. It is also noteworthy that both Executive Directors significantly participated in the equity raise demonstrating their confidence and commitment to the Company. Indeed, all the Directors and some senior managers together contributed £1.2 million of proceeds.

The Group Chief Executive and his senior leadership team worked tirelessly during 2023 against this challenging backdrop and it is clear to the Board and Remuneration Committee that management was and is fully committed to ensuring that Videndum remains well placed to recover from these events.

During 2023 we renewed our Directors' Remuneration Policy at the 2023 AGM with over 99% of shareholders voting in favour of the new policy. The 2023 AGM also approved the 2022 Remuneration report with over 97% support and renewed the Long Term Incentive Plan rules with over 99% support. The Remuneration Committee is grateful for this level of support which gives assurance that the Committee has structured the Company's remuneration arrangements in the right way to deliver remuneration in line with the Company's performance and aligned to shareholders interests.

Remuneration outcomes for 2023 performance

At the start of 2023, the Committee awarded a salary increase to Stephen Bird of 5% with effect from 1 April 2023 to reflect the same level of increase given to the wider employee population and to ensure that his remuneration remained in line with CEOs of similar sized companies. Andrea Rigamonti's salary was not increased as he had only just been appointed to the role of Group Chief Financial Officer in December 2022.

Having set financial targets for the 2023 Annual Bonus Plan at its February 2023 meeting it became evident that due to macroeconomic challenges and the impact of the writers' and actors' strikes the Company would not achieve threshold profit targets for the 2023 Annual Bonus Plan.

The Committee acknowledges the extraordinary efforts of the Executive Directors and senior management throughout 2023 to protect the business and that performance in respect of the Cash Conversion* metric and Personal Objectives would have merited payment of a partial bonus. However, given the experience of shareholders and also taking into account that many of our employees were on short-time working in 2023 the Committee has determined to exercise its discretion and that no bonus should be payable to the Executive Directors in respect of 2023.

The 2023 Annual Bonus Plan was based 50% on Group adjusted profit before tax* ("PBT"), 25% on Group cash conversion* and 25% on personal objectives, and full details of the targets and outcomes are set out on page 127 to 129.

LTIP awards made in September 2020 to Executive Directors achieved 46.9% of their performance conditions that were measured to 28 February 2023 with an absolute share price of £11.63 achieved compared to a share price at the time of the award of £7.53 and vested at that level on 21 September 2023. The Committee when considering this vesting level was mindful of the deterioration in the Company's share price between the end of the performance period and the vesting date. It noted that the macroeconomic events including the US writers' and actors' strikes, were events beyond management's control. The Committee considered the need to retain and incentivise management and that the vesting profile of LTIP awards over the last five years showed zero vesting for three of those years. The level of total realised pay was also a consideration. This demonstrated that there is no history of soft targets being set for the LTIP. The 2020 LTIP award had been delayed as a consequence of the impact of COVID-19 on the business and management in the period following COVID-19 had delivered on recovering the business from the impact the pandemic had. On this basis, the Committee felt that vesting at this level was an equitable outcome for all stakeholders and in the long-term interests of the Company.

The LTIP award made on 3 March 2021 had its performance based two thirds on adjusted Earnings Per Share* ("EPS") growth and one third on the Company's Total Shareholder Return ("TSR") performance measured against a comparator group through to 31 December 2023. Neither performance condition achieved threshold and the 2021 award lapsed in its entirety on 3 March 2024.

The Committee usually makes Executive Directors and senior managers LTIP awards and RSP awards in March/April. In 2023 this was not possible due to the challenging macroeconomic conditions and particularly the impact of the US writers' and actors' strikes. The Committee was unable to set meaningful performance conditions which both stretch and motivate management. Given this situation the Committee, during 2023, decided that no LTIP awards would be made to Executive Directors. This decision was a necessity in the circumstances the business faced but is clearly not ideal in terms of retaining and incentivising the Executive Directors and senior management and the Committee will take this into account when making awards in 2024.

The Committee approved some modest retention awards of Restricted Share Plan ("RSP") awards in October 2023 to provide retention for key talent in the Group, excluding the Executive Directors. This was considered essential by the Committee to retain and motivate key talent during a particularly challenging and unsettling time for the Group. This RSP award will deliver shares to participants remaining employed with Videndum by the vesting date of March 2026.

Governance and performance of the Remuneration Committee in 2023

The Remuneration Committee during 2023 comprised the following:

Caroline Thomson – Chair

Richard Tyson, Erika Schraner, Teté Soto, Anna Vikström Persson (from 1 May 2023) and Graham Oldroyd (from 12 October 2023).

All members of the Remuneration Committee are independent Non-Executive Directors of the Company.

The Remuneration Committee has been delegated by the Board responsibility to set the remuneration framework for the Group Chief Executive, other Executive Directors and members of the Operations Executive. As Chair of the Committee, I lead this process with the support of the other Committee members. During 2023, we invited the Chairman of the Board, Ian McHoul, Group Chief Executive, Stephen Bird, Group Chief Financial Officer, Andrea Rigamonti, the Chairman Designate, Stephen Harris, the Group Chief Operating Officer, Marco Pezzana and Group Company Secretary, Jon Bolton to attend meetings and to give input unless they were conflicted in a particular matter. To further support the Committee in its duties, the Committee uses the advice and services of FIT Remuneration Consultants who provide independent advisory services on executive remuneration and wider market remuneration issues.

In my role as Chair of the Remuneration Committee, I am available to shareholders to discuss matters relating to Directors, and senior executive remuneration. During 2023 I engaged with several shareholders in the run-up to the 2023 AGM.

The Remuneration Committee held four scheduled meetings in 2023 and one short notice meeting. All members of the Committee attended all meetings in 2023 except for the short notice meeting held in April 2023 which Erika Schraner due to a pre-existing commitment was unable to attend. Despite this, Erika Schraner gave feedback in advance of the meeting on the meeting's business. Apart from normal business such as Directors' duties and conflicts of interest, minutes of previous

meetings, matters arising and tracking progress against agreed Committee objectives for 2023, the following specific business was covered at each meeting:

February 2023 – approved the 2022 Annual Remuneration report submitted to the 2023 AGM; approved the Policy report to cover Directors' remuneration that was also submitted to the 2023 AGM for approval; approved new LTIP rules to be submitted to the 2023 AGM for approval; approved the outcome of the 2022 Annual Bonus Plan including an assessment of Executive Directors' personal objectives for 2022 and bonus deferral; update on the indicative outcome of 2020 LTIP awards against performance measures; considered the structure of 2023 LTIP awards and associated performance conditions; approved the final structure of the 2023 Annual Bonus Plan; and approved personal objectives for the Executive Directors for 2023.

April 2023 – short notice meeting – considered the proposed structure and performance conditions to be tied to proposed 2023 LTIP awards. Due to challenges with setting performance conditions given the uncertainty around the Company's performance, the Committee deferred making an award.

August 2023 – considered an update on the proposed 2023 LTIP award and associated performance conditions; the Committee decided it could not set LTIP awards at this time; approved the final vesting level for the 2020 LTIP award.

October 2023 – update on executive remuneration trends provided by FIT Remuneration Consultants; considered an update on proposed 2023 LTIP awards; approved the making of RSP awards to senior executives in the business (excluding Executive Directors); and considered the impact upon share schemes with a potential equity raise for the Company.

December 2023 – considered the proposed structure for the 2024 bonus plan; considered an update on the 2023 bonus plan and potential outcome; 2024 pay rises for Executive Directors and Operations Executive members; decided that no 2023 LTIP awards could be made due to macroeconomic uncertainty; and adjustment of share awards following the £125 million equity raise.

Minutes of each meeting are prepared by the Group Company Secretary and circulated to Committee members following each meeting.

The Remuneration Committee annually sets itself objectives and in 2023, it set the following ones and has measured progress against each.

Remuneration report continued

2023 Remuneration Committee objectives	Progress during 2023	2023 Remuneration Committee objectives	Progress during 2023
1. Preparation of a new Directors' Remuneration Policy including new LTIP rules and involving consultation with major shareholders ahead of the final Policy being approved by the Committee in February 2023 and submitted for approval at the 2023 AGM.	The updated Policy and LTIP rules were put to shareholders at the Company's AGM on 11 May 2023 and both resolutions were approved with over 99% support from shareholders voting.	4. Review the performance of the Committee's remuneration adviser, FIT Remuneration Consultants.	FIT Remuneration Consultants provided independent advice to the Committee throughout 2023 including advice on a new Policy report and Annual Remuneration report, both of which received significant support from shareholders at the 2023 AGM. FIT Remuneration Consultants further provided guidance to the Committee in dealing with remuneration matters against the background of challenging market conditions and the outcome of executive remuneration is reflective of the Company's performance in 2023.
2. Prepare and publish a Remuneration report for 2022 setting out clear disclosures and narrative to support remuneration paid (including 2022 bonus) and that ensures sufficient shareholder support at the 2022 AGM.	Remuneration report for 2022 received over 97% support from shareholders at the 2023 AGM demonstrating significant support to the operation of Directors' remuneration and the associated disclosures.	5. Ensure that incentive arrangements drive growth in the business.	Market challenges for 2023 undermined the performance for the business. Incentive arrangements with the exception of the 2020 LTIP award have not achieved threshold performance conditions and have either lapsed or are unlikely to vest.
3. Ensure that 2023 incentives (covering the LTIP and Annual Bonus Plan) are set at an appropriate level with suitably stretching performance conditions that balance interests of shareholders and also incentivise management to deliver stretching performance.	Challenging market conditions during 2023 made the setting of performance conditions for the LTIP impossible given the severe downturn in performance. Consequently, no LTIP awards were made in 2023. While financial targets for the 2023 Annual Bonus Plan were set, the downturn in performance culminating in the raising of £125 million of equity means that no bonus was paid for 2023.	6. Put in place appropriate retention and incentive arrangements tied to Creative Solutions.	RSP awards for Creative Solutions employees vested in 2023 and secured retention of talent within Creative Solutions with minimal regretted leavers for the business.
		7. Progress with succession around committee membership including the chair.	During 2023 Anna Vikström Persson and Graham Oldroyd joined the Committee with a view to progressing succession for the Committee.

Apart from the process of setting itself objectives and measuring progress against each, the Remuneration Committee was also subject in 2023 to an internal evaluation led by the Chairman and Group Company Secretary. The internal evaluation involved a questionnaire to each Committee member. The output from the 2023 Remuneration Committee evaluation included:

- The Remuneration Committee performed well in 2023, meeting high standards in terms of governance despite a very challenging business environment.
- Remuneration Committee meetings are well run with good governance and a rigorous cycle of business followed and the Committee Chair effectively leads the Committee.
- The Remuneration Committee has taken into account the views and experience of shareholders and remuneration outcomes for 2023 are in line with shareholders and other stakeholders experience.
- The Directors' Remuneration Policy is well structured and delivered outcomes in 2023 in line with performance of the business. A priority for the Committee in 2024 is to support the business recovery with appropriately set performance conditions tied to variable remuneration.
- The performance of the Committee's advisor, FIT Remuneration Consultants, was good and supported the Committee on executive remuneration during a challenging year for the Group.
- Succession for the Committee Chair is an issue that requires attention in 2024.

An externally facilitated evaluation will be conducted in 2024.

Implementation of the Policy in 2024

The Committee has approved salary increases for the Executive Directors to be implemented with effect from 1 July 2024 (a deferral of six months) to ensure that the business is showing recovery from 2023 and also to be aligned with the wider workforce. Stephen Bird's salary will be increased by 4% reflecting the same rate for employees and taking into account inflation and remuneration packages for very experienced chief executives. The Committee noted in the 2022 Annual Report that it would look over time to increase Andrea Rigamonti's remuneration in accordance with the policy as Andrea's experience, contribution and importance to the Group increases. The Committee therefore has approved an increase with effect from 1 July 2024 of 10% for Andrea Rigamonti taking into account his remuneration package agreed upon his appointment in December 2022 and to reflect his increasing value to the business and his experience in the role.

Having reviewed fees paid by the market for similar sized companies, the time commitment required by the Chairman and Non-Executive Directors and the Company's current financial performance, it has been agreed that the fees paid to the Chairman and Non-Executive Directors will not be increased in 2024.

The 2024 Annual Bonus Plan for Executive Directors must support the recovery of the business following the challenges experienced in 2023 and deliver against challenging targets for 2024 as well as incentivising and driving the right behaviours. Its structure has similar financial targets as used in 2023 (Group adjusted PBT, free cash flow and personal objectives) and is tied to delivery of the 2024 budget. The 2024 Annual Bonus Plan is structured so that Profit and free cash flow conversion measures are independently assessed. Financial targets and personal objectives for the 2024 Annual Bonus Plan, against which actual performance will be measured, will be disclosed in the 2024 Remuneration report. Malus and clawback provisions will also operate on the 2024 Annual Bonus Plan.

The Committee intends to make awards under the LTIP to the Executive Directors and Restricted Shares to the senior leadership team in 2024 and will take into account the fact that no LTIP awards were made in 2023. The structure of LTIP awards to the Executive Directors will be in line with the Directors' Remuneration Policy and details of the award including performance conditions will be announced to the market when the awards are made. The 2024 LTIP award will take account of both the fall in the share price and the absence of any award in 2023.

Committee priorities for 2024

The Committee in 2024 will focus on the following matters:

- Securing shareholder approval at the 2024 AGM for the 2023 Annual Remuneration report.
- After a period of disruption building a more stable remuneration policy on firm foundations which has the confidence of shareholders and helps motivate and retain key managers.
- Ensuring that the 2024 Annual Bonus Plan drives performance and rewards recovery of the business especially given challenging market conditions.
- Granting LTIP awards in 2024 with suitable award levels and performance conditions that motivate and retain management and drive the recovery of the business.
- Succession planning for the Committee.

Annual General Meeting

The Company's AGM in 2024 will consider an advisory vote on the Annual Remuneration report covering Directors' remuneration paid in 2023. I encourage all shareholders to vote in favour of this resolution. I will attend the AGM and be available to answer questions on remuneration issues either at the meeting itself or ahead of the AGM should any shareholder wish to contact me at info@videndum.com.

Caroline Thomson
Remuneration Committee Chair
22 April 2024

* In addition to statutory reporting, Videndum plc reports Alternative Performance Measures ("APMs") which are not defined or specified under the requirements of International Financial Reporting Standards ("IFRS"). The Group uses these APMs to aid the comparability of information between reporting periods and Divisions, by adjusting for certain items which impact upon IFRS measures, to aid the user in understanding the activity taking place across the Group's businesses. APMs are used by the Directors and Management for performance analysis, planning, reporting and incentive purposes. A summary of APMs used and their closest equivalent statutory measures is given in the Glossary on pages 226 to 232. APMs are indicated by a * throughout this report.

Directors' Remuneration Policy

2023 Directors' Remuneration Policy ("the Policy")

The following is a summary of the Policy that covers remuneration for Directors of the Company for a three-year period from the Company's AGM on 11 May 2023 until the Company's AGM in 2026. The full Policy, as approved by shareholders, is available on the Company's website – www.videndum.com – and is contained in the 2022 Annual Report.

Should there be a need to change the Company's 2023 Policy ahead of the 2026 AGM, shareholders will be asked to approve a revised Policy.

This report contains further information required under the Listing Rules and the 2018 UK Corporate Governance Code.

2023 Remuneration Policy table for Executive Directors

Base salary

Base salary is set at a level to secure the services of talented Executive Directors with the ability to develop and deliver a growth strategy.

Operation	Maximum opportunity	Performance measures
<p>Fixed contractual cash amount usually paid monthly in arrears.</p> <p>Normally reviewed annually, with any increases taking effect from 1 January each year, although the Committee may award increases at other times of the year if it considers it appropriate.</p> <p>This review is dependent on continued satisfactory performance in the role of an Executive Director. It also includes a number of other factors, including experience, development and delivery of Group strategy and Group profitability, as well as external market conditions and pay awards across the Company.</p>	<p>The Committee has not set a maximum level of salary and the Committee will usually award salary increases in line with average salary increases awarded across the Company.</p> <p>Larger increases may, in certain circumstances, be awarded where the Committee considers that there is a genuine commercial reason to do so, for example:</p> <ul style="list-style-type: none"> - Where there is a significant increase in the Executive Director's role and duties. - Where an Executive Director's salary falls significantly below market positioning. - Where there is significant change in the profitability and/or size of the Company or material change in market conditions. - Where an Executive Director was recruited on a lower than market salary and is being transitioned to a more market standard package as he or she gains experience. 	Not applicable

Benefits

To provide Executive Directors with ancillary benefits to assist them in carrying out their duties effectively.

Operation	Maximum opportunity	Performance measures
<p>Executive Directors are entitled to a range of benefits including car allowance, private health insurance and life assurance.</p> <p>Other ancillary benefits may also be provided where relevant, such as income protection, expatriate travel or accommodation allowances.</p> <p>Executive Directors are entitled to participate on the same terms as all employees in the Sharesave Plan or any other relevant all-employee share plan.</p>	<p>There is no maximum level of benefits set, given that the cost of certain benefits will depend on the individual's particular circumstances. However, benefits are set at an amount which the Committee considers to be appropriate, based on individual circumstances and local market practice.</p> <p>Executive Directors' participation in the UK all-employee Sharesave Plan is capped by the rules of the Sharesave Plan (currently £500 per month maximum). An International Sharesave Plan also operates for non-UK employees.</p>	Not applicable

Annual bonus

To provide a material incentive to drive Executive Directors to deliver stretching strategic and financial performance and to grow long-term sustainable shareholder value.

Half of any earned annual bonus (after tax) is deferred into the Deferred Bonus Plan held in the form of shares and focuses the Executive Director on long-term value delivery and growth.

Operation	Maximum opportunity	Performance measures
<p>Paid annually based on performance in the relevant financial year. The amount is determined based on published full year results after the financial year end.</p> <p>Award levels and performance measures are reviewed annually. The Committee ensures that performance measures remain aligned to the Company's business objectives and strategic priorities for the year.</p> <p>Up to half of the annual bonus paid (after tax) is deferred into awards under the Deferred Bonus Plan for a period of three years on a mandatory basis unless the Committee determines an alternative deferral period is appropriate. Awards may be granted in the form of conditional awards, nil-cost options, forfeitable shares or similar rights. After a period of three years, the awards vest in the form of shares in the Company.</p> <p>The Committee retains full discretion to amend the bonus payout (upwards or downwards), if in its opinion any calculation of payout does not produce a fair result for either the individual or the Company, taking into account the overall business performance of the Company. Any such use of discretion will be clearly reported in the next published Remuneration report.</p> <p>Participants may also receive the value of any dividends which would have been paid on shares in respect of which the award vests, which may be calculated assuming reinvestment of the dividends in the Company's shares on a cumulative basis. Such dividends are paid out in the form of additional shares in the Company.</p> <p>In the event of any material misstatement of the Company's financial results, serious reputational damage to the Company caused by a breach of the Company's Code of Conduct or otherwise, a miscalculation or an assessment of any performance conditions that was based on incorrect information, or the occurrence of an insolvency or administration event, malus and clawback provisions may apply for three years from the date of payment of any bonus or the grant of any deferred bonus share award permitting the Committee to reduce, cancel or impose further conditions on awards.</p>	<p>An absolute maximum of 125% of base salary to be paid in each year.</p>	<p>Measures and targets for the annual bonus are set annually by the Committee.</p> <p>Annual bonus measures may be based on the achievement of annual targets set against the Group's adjusted profit before tax*, cash conversion and/or strategic or personal objectives.</p> <p>The Committee reserves the right to change measures or introduce new metrics for each financial year to ensure alignment with the short-term priorities of the business. The Committee reviews targets and objectives annually to ensure the annual bonus remains appropriate and challenging.</p> <p>Targets are typically measured over a one-year period. Payments range between 0% for threshold and 125% of base salary for maximum performance.</p> <p>Awards granted under the Deferred Bonus Plan are not subject to any further performance conditions.</p>

Directors' Remuneration Policy continued

Long Term Incentive Plan ("LTIP")

To provide a long-term performance and retention incentive for the Executive Directors involving the Company's shares.

To link long-term rewards to the creation of long-term sustainable shareholder value by way of delivering on the Group's agreed strategic objectives.

Operation	Maximum opportunity	Performance measures
<p>Under the LTIP, awards are made over a fixed number of shares, which will vest based on the achievement of performance conditions over a performance period of, typically, at least three years. The performance conditions are set by the Committee at the start of the performance period. Awards can take the form of a conditional award of shares, a nil-cost option or similar rights.</p> <p>Awards may be settled in cash (for participants in territories that prohibit settlement in shares).</p> <p>Participants may also receive the value of any dividends which would have been paid on shares in respect of which the award vests, which may be calculated assuming reinvestment of the dividends in the Company's shares on a cumulative basis.</p> <p>The Committee retains full discretion to amend the vesting outcome upwards or downwards if, in its opinion, any calculation or payout does not produce a fair result for either the individual or the Company, taking into account the overall business performance of the Company. Any such use of discretion will be clearly reported in the next published Remuneration report.</p> <p>For Executive Directors, awards are normally subject to a mandatory two-year holding period for any shares that vest.</p> <p>In the event of any material misstatement of the Company's financial results or serious reputational damage to the Company caused by a breach of the Company's Code of Conduct or otherwise, a miscalculation of an assessment of any performance conditions that was based on incorrect information, or the occurrence of an insolvency or administration event, malus and clawback provisions may apply for up to three years from the vesting of an award permitting the Committee to reduce or impose further conditions on awards.</p>	<p>The maximum value of shares over which awards may be granted in respect of each year is 150% of base salary. 200% is permitted in exceptional circumstances determined by the Committee.</p>	<p>LTIP awards may be based on financial, non-financial and/or share price-based performance conditions as determined from time to time by the Committee. The Committee will determine the choice of measures and their weighting prior to each grant and reserves the right to change the balance of the measures as it deems appropriate, such that no measure accounts for less than 25% of the total award.</p> <p>Currently, 33% of the award is subject to the Company's Total Shareholder Return ("TSR") compared to a comparator group measured over a three-year performance period. 67% of the award is subject to targets set against growth (adjusted by the Committee as it considers appropriate) in the Company's adjusted basic Earnings Per Share* ("EPS") over the same three-year performance period. The Remuneration Committee additionally adopts a discretionary underpin on vesting of the LTIP, whereby the Committee will assess the Group's underlying performance in finalising vesting outcomes. In particular, the Committee will assess the Group's ROCE* performance when approving outcomes under the EPS element of awards.</p> <p>At threshold, up to 25% of the award will vest, increasing on a straight-line basis up to 100% for performance in line with maximum. Below threshold none of the award will vest.</p> <p>There is no retesting of any performance measure.</p>

Pension contribution

To provide a benefit comparable with market rates, helping with the recruitment and retention of talented Executive Directors able to deliver a long-term growth strategy.

Operation	Maximum opportunity	Performance measures
<p>Usually paid monthly in arrears.</p> <p>Executive Directors may receive a contribution into the Company's Defined Contribution Plan, a personal pension arrangement and/or a payment as a cash allowance.</p>	<p>All Executive Directors receive a pension contribution of 8% of base salary which is in line with pension contributions provided to the wider UK employee workforce. Salary is the only pensionable element of Executive Director remuneration.</p>	<p>Not applicable.</p>

Notes to the Directors' Remuneration Policy table for Executive Directors

Under the Company's share plans the Committee may: (1) in the event of any variation of the Company's share capital, demerger, delisting, special dividend or other event which may affect the price of shares, adjust or amend awards in accordance with the terms of the plan; and (2) amend a performance condition if an event occurs which causes it to consider an amended condition would be more appropriate and not materially less difficult to satisfy. Any such amendment would be reported in a subsequent Remuneration report. The equity raise of £125.0 million on 8 December 2023 is one such event and adjustment of existing share scheme awards is set out on page 134 of this Report.

When determining Executive Director remuneration policy and practices, the Remuneration Committee takes into account a range of factors as follows:

Clarity – remuneration arrangements are transparent, as set out in the policy table above. The Committee has taken into account the views of shareholders consulting on the content of the policy and further considered remuneration arrangements amongst the wider Videndum workforce. An example of this includes aligning the Executive Directors pension contribution with that of the wider UK employee workforce.

Simplicity – the remuneration structure for the Executive Directors is simple and clearly explained, comprising a mix of short-term and long-term incentives aligned to the Company's strategic objectives. As detailed in the illustrative remuneration performance scenarios on page 121, a significant proportion of Executive Directors remuneration is tied to the achievement of annual and long-term financial performance for the Company.

Risk – remuneration arrangements are structured to avoid excessive risk taking – both reputational and other risks. Malus and clawback provisions operate on the Annual Bonus Plan and LTIP and Executive Directors are required to defer a significant proportion of their annual bonuses for three years and to hold shares vesting under the LTIP for a further two-year holding period, thereby aligning their interests with the long-term interests of shareholders.

Predictability – Videndum's Policy sets out a range of outcomes for Executive Directors, only rewarding for significant growth in the Company. The illustrative remuneration performance scenarios in the table on page 121 sets this out and when determining remuneration outcomes, the Committee ensures to consider that they are aligned to the Company's performance and the experience of shareholders and other stakeholders.

Proportionality – Videndum's Policy and outcomes for Executive Directors remuneration are proportionate and do not reward poor performance. Notably, bonus deferral and the requirement to hold shares vesting under the LTIP for a further two-year holding period from vesting, as well as building up share interests in the Company representing at least 200% of base salary ensure that Executive Directors are focused on the long-term performance of the Company.

Alignment to culture – the Company's incentive schemes are structured to be aligned with the Company's culture, driving the right behaviours. Malus and clawback provisions operate over both the Annual Bonus Plan and LTIP. Performance conditions tied to both also reflect long-term performance being delivered. A proportion of the Executive Directors annual bonus is tied to delivery of ESG targets.

Legacy plans

The Committee reserves the right to make any remuneration payments and payments for loss of office notwithstanding that they are not in line with the Policy set out above where the terms of the payment were agreed: (1) before the Policy came into effect; or (2) at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the

individual becoming a Director of the Company. For these purposes payments include the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are agreed at the time the award is granted. Andrea Rigamonti, who was appointed an Executive Director on 13 December 2022, has an RSP award given to him on 16 November 2021 before he became a Director of the Company. This award will vest to him on 1 July 2024. Details of this legacy award for Andrea Rigamonti are set out on page 136.

Shareholding requirements (including after-employment ceases)

Executive Directors during their tenure are expected to build a shareholding in the Company representing 200% or more of their base salary. All net of tax vested LTIP awards, DBP awards and exercised Sharesave options should be retained by the Executive Director until this requirement has been met. This level of shareholding aligns Executive Directors with the interests of shareholders and ensures that Executive Directors are focused on long-term shareholder value.

Post-employment, Executive Directors are expected to maintain a material level of shareholding in the Company for at least two years from the date of departure made up of the following elements:

- Awards held under the DBP will only vest on their normal vesting dates and will not be accelerated to the date of departure. Upon vesting, such shares are to be retained until at least the second anniversary of the departure date.
- For an Executive Director who is a good leaver, LTIP awards will vest on their normal vesting date and be subject to performance testing, pro rata treatment to the date of leaving and be subject to a two-year holding period (subject to that two-year holding period not being beyond two years from when the individual ceased to be an Executive Director).
- Awards that have already vested under the LTIP are normally subject to a two-year holding period following vesting (but not longer than two years from the date of departure).
- For the avoidance of doubt, any shares purchased by an Executive Director using their own personal funds will not be subject to this post-employment shareholding policy.

The Chairman and Non-Executive Directors are not subject to any such shareholding requirement. However, they are encouraged to hold shares in the Company. Details of Directors shareholdings are set out on page 132 of this Report.

Performance measures

The Annual Bonus Plan is based on both personal and Group financial measures. Typically, the majority of the bonus will be based on financial measures such as Group adjusted profit before tax*. The measures have been chosen to provide a balance between incentivising the delivery of the Group's key financial priorities in any particular year and important individual strategic objectives. The Committee may vary the specific measures and targets year-on-year to ensure that they reflect the key financial and strategic priorities for the Company in any given year. The selection of measures and the setting of targets takes into account the Company's business priorities and risk appetite.

LTIP awards traditionally are based on adjusted basic Earnings Per Share* growth and on TSR performance against a specific comparator group. The Committee considers these to be important measures of performance for the Company over the longer term. While TSR links a portion of the LTIP to the creation of value for shareholders, adjusted basic Earnings Per Share* growth is a Key Performance Indicator for the Group with the combination providing an appropriate balance between growth and returns. The Committee has also adopted a discretionary underpin on vesting of the LTIP, whereby the Committee will assess the Group's underlying performance in finalising vesting outcomes.

Directors' Remuneration Policy continued

In particular, the Committee will assess the Group's ROCE* performance when approving outcomes under the EPS element of awards. While the Committee does not disclose a formulaic target in advance, the Committee will ensure that it provides full retrospective disclosure around its decision-making process, including a summary of the ROCE* trajectory over the performance period. Any changes to these measures will be aligned with the long-term strategy of the Group.

Provisions for the withholding and recovery of sums from the Directors (malus and clawback) are as set out on page 141.

Remuneration Policy for the Chairman and Non-Executive Directors

The table below sets out a description of the Chairman and Non-Executive Directors' remuneration.

Neither the Chairman nor the Non-Executive Directors participate in any Annual Bonus Plan or the Company's share plans.

Role	Purpose	Operation
Chairman	To recruit and retain an independent Non-Executive Chairman reflecting the responsibilities and time commitment for the role. To lead an effective Board enabling delivery on the Group's growth strategy and creation of long-term sustainable shareholder value.	<p>While the Board has not set a maximum level of fee payable to the Chairman, the Board will review the level of fee paid usually on an annual basis and determine whether that is sufficient in terms of market conditions and also the time commitment for the role.</p> <p>The Chairman's fee is an all-inclusive consolidated amount. It is paid in cash, not shares, usually on a monthly basis in arrears.</p> <p>Fees are benchmarked against FTSE-listed companies of a similar size and complexity to Videndum. Any future increases will take into account the need to ensure that the fee remains competitive and reflects the time commitment for the role.</p> <p>The Chairman's remuneration also covers his chairmanship of the Nominations Committee.</p>
Non-Executive Directors	To recruit and retain independent Non-Executive Directors reflecting the responsibilities and time commitment for the role to contribute to an effective Board and to deliver on the Group's growth strategy and creation of long-term sustainable shareholder value.	<p>Fees paid to Non-Executive Directors of the Company consist of the following:</p> <ul style="list-style-type: none"> – A base fee. – An additional fee for the role of the Senior Independent Director. – An additional fee for chairing the Audit and Remuneration Committee or for the designated Non-Executive Director tasked with oversight of employee engagement. <p>Fees are usually reviewed annually and are benchmarked against FTSE-listed companies of a similar size and complexity to Videndum. All fees are paid in cash, not shares, usually on a monthly basis in arrears.</p>
Benefits	To reimburse the Chairman and Non-Executive Directors for reasonable expenses incurred and bear any costs associated with tax, where relevant.	Expenses are reimbursed as and when incurred relating to the Company's business (including travel and hotel accommodation).

Illustrative remuneration performance scenarios

The following charts set out scenarios for the remuneration of Stephen Bird and Andrea Rigamonti for 2024 in line with the Policy. This includes scenarios for full vesting of LTIP awards based on an award at 150% of salary for Stephen Bird and 125% for Andrea Rigamonti, with one chart showing no share price appreciation and one chart showing a 50% share price appreciation. The charts also reflect Stephen Bird's and Andrea Rigamonti's salary for 2024 (increased with effect from 1 July 2024).

Stephen Bird

Basic remuneration

Minimum base salary (with effect from 1 July 2024)	£533,800 (88%)
Benefits	£35,653 (5%)
Pension (8% of salary)	£42,704 (7%)
Total fixed pay (minimum)	£612,157

On-target performance:

Fixed pay	£612,157 (53%)
Annual bonus	£333,625 (29%)
LTIP	£200,175 (18%)
Total on target pay	£1,145,957

Maximum pay:

Fixed pay	£612,157 (29%)
Annual bonus	£667,250 (32%)
LTIP	£800,700 (39%)
Total maximum pay	£2,080,107

Maximum pay (including 50% share price appreciation for LTIP award):

Fixed pay	£612,157 (25%)
Annual bonus	£667,250 (27%)
LTIP	£1,201,050 (48%)
Total maximum pay	£2,480,457

Andrea Rigamonti

Basic remuneration

Minimum base salary (with effect from 1 July 2024)	£342,000 (86%)
Benefits	£25,670 (7%)
Pension (8% of salary)	£27,360 (7%)
Total fixed pay (minimum)	£395,030

On-target performance:

Fixed pay	£395,030 (55%)
Annual bonus	£213,750 (30%)
LTIP	£106,875 (15%)
Total on target pay	£715,655

Maximum pay:

Fixed pay	£395,030 (32%)
Annual bonus	£427,500 (34%)
LTIP	£427,500 (34%)
Total maximum pay	£1,250,030

Maximum pay (including 50% share price appreciation for LTIP award):

Fixed pay	£395,030 (27%)
Annual bonus	£427,500 (29%)
LTIP	£641,250 (44%)
Total maximum pay	£1,463,780

Notes to illustrative remuneration performance scenarios:

- Fixed pay – base salary as at 1 July 2024 for Stephen Bird and Andrea Rigamonti.
- The total value of benefits received in the year ended 31 December 2023 which included car allowance, private healthcare, income protection and any Sharesave options granted during 2023.
- Pension contribution of 8% for Stephen Bird and Andrea Rigamonti which is in line with the contribution given to the wider UK workforce.
- Annual bonus
 - At threshold – nil.
 - On target – 50% of maximum payout (representing 62.5% of base salary).
 - At maximum – 100% of the maximum payout (representing 125% of base salary).

– LTIP

- At minimum – nil.
- On target – 25% vesting under the LTIP (representing 37.5% of base salary for Stephen Bird and 31.25% of base salary for Andrea Rigamonti) and set out at face value, with no share price growth.
- At maximum – 100% of the maximum payout (representing 150% of base salary for Stephen Bird and 125% of base salary for Andrea Rigamonti) and set out at face value, with no share price growth or dividend assumptions.
- At maximum with share price appreciation – 100% of the maximum payout (representing 150% of base salary for Stephen Bird and 125% of base salary for Andrea Rigamonti) and showing a 50% appreciation in the share price over the LTIP vesting period.

Directors' Remuneration Policy continued

Consideration of employment conditions elsewhere in the Company

The Committee, when determining Executive Directors' remuneration, takes into account remuneration and employment terms and conditions, including levels of pay for all employees of the Company. The Committee is kept informed of:

- Salary increases for the general employee population.
- Company-wide benefits including pensions, share incentives, bonus arrangements and other ancillary benefits.
- Overall spend on annual bonus.
- Participation levels and outcomes in the Annual Bonus Plan and the LTIP.

When setting the remuneration of the Executive Directors, the Committee has regard to general employment terms and conditions within the Company as set out above. However, it is recognised that the roles and responsibilities of Executive Directors are such that different levels of remuneration apply, with a greater proportion of remuneration tied to the financial performance of the Company. The Committee did not consult with the Company's employees when drawing up the Directors' Remuneration Policy set out in this report. Caroline Thomson is the Non-Executive Director with responsibility for employee engagement, and as part of that role holds regular staff engagement sessions through which she is informed on remuneration issues for the wider Group workforce and keeps the Board fully updated. The detail of this role is given on page 88 of this Annual Report.

Policy on outside appointments

The Committee believes it is beneficial both for the individual and the Company for an Executive Director to take up one external non-executive appointment. Remuneration received by an Executive Director in respect of such an external appointment would be retained by the Director. Stephen Bird is an independent non-executive director and senior independent director of Headlam plc and in this role he receives an annual fee of £50,000 as an independent non-executive director and an annual fee of £10,000 as senior independent director. Under the terms of his service contract, Andrea Rigamonti, with the agreement of the Chairman and Group Chief Executive, may take up one external non-executive appointment of a listed company. As of the date of this report Andrea Rigamonti had not taken up any such external non-executive appointment.

Remuneration Policy for senior managers and other employees of the Group

The Remuneration Policy for senior managers in the Company is similar to that of the Executive Directors although the incentive potential is lower as are salary levels in accordance with levels of responsibility and complexity. They participate in the Annual Bonus Plan with the same structure as the Executive Directors, as well as the LTIP or participation in a RSP, and therefore a significant element of their remuneration is also dependent upon the financial performance of the Company and the Company's share price in addition to individual performance.

Remuneration for all other employees is set taking into account local market conditions to ensure that pay and benefits attract and retain employees in those local markets and help deliver the Group's agreed strategy. A large proportion of employees are able to participate in bonus plans that are tied to Company, Divisional and business unit financial performance as well as individual performance against personal objectives. The structure of bonus plans varies across the employee workforce to achieve different objectives.

Full-time employees of the Company in the UK, US, Italy, France, Germany, Israel, Australia, Japan, Singapore and Costa Rica are able to participate in an all-employee Sharesave Plan granting employees an option to save and purchase a limited number of shares in the Company at a discount to the market price at the time an offer of the Plan is made. Further information on this Plan is given on page 133. Senior managers participate in a RSP (excluding Executive Directors). The RSP awards shares to key employees over a vesting period of up to three years and helps retain and motivate key talent to deliver on the Group's strategic growth objectives.

All full-time employees are also offered membership of a pension scheme upon joining the Company which is compliant with local legal requirements. In the UK, employees are able to join a defined contribution pension plan with the employer making an 8% fixed contribution and the employee required to make a minimum contribution of 4%. The pension contribution is based on base salary only.

The Remuneration Committee is kept informed on Remuneration Policy and arrangements for the wider employee population with regular updates to enable it to stay informed and to assist in setting Executive Directors' remuneration.

Approach to recruitment remuneration

The Committee's Policy is to seek to recruit Directors with the requisite skill and experience to lead the business and grow the value of the Company over the long term. Generally, pay on recruitment will be consistent with the Policy for Executive Directors as set out in the Policy table and set at a level to reflect overall responsibilities.

The Committee has the flexibility to set the salary of a new Executive Director at a lower level initially, with a series of planned increases implemented over the following years to bring the salary to the desired level. Consistent with the regulations, any cap on base salary does not apply. Benefits will be consistent with the Remuneration Policy. Certain additional benefits may be provided such as relocation expenses or allowances. The pension contribution for an Executive Director will be in line with the UK workforce contribution rate (currently 8% of base salary).

However, the Committee may, in its absolute discretion, include remuneration components or awards which are not specified in the Policy table, subject to the maximum level of variable pay set out in the following paragraph, where this facilitates the hiring of candidates of an appropriate calibre and skillset to deliver on the Group's strategy. The Committee will ensure this is only done where there is a genuine commercial need, and where this is in the best interests of the Company and its shareholders. The Committee does not intend to use this discretion to make a non-performance related payment (for example a "golden hello" payment).

The absolute maximum level of variable pay will be 325% of base salary (excluding any buy-out awards) which is in line with the Remuneration Policy set out on the previous page. This comprises up to 125% of base salary under the Annual Bonus Plan and up to 200% of base salary under the Company's LTIP.

In certain circumstances, the Committee may need to make payments or awards to an executive in respect of buying out remuneration arrangements relinquished on leaving a previous employer. When doing so, the Committee will aim to do so broadly on a like-for-like basis with a fair value no higher than the awards foregone. It will take a number of relevant factors into account which may include any performance conditions attached to these awards and the time at which they would have normally vested. These payments or awards are excluded from the maximum level of variable remuneration referred to above.

In the event of any such treatment, the Committee will explain in the next Annual Remuneration report the rationale for the relevant arrangements.

Executive Directors' service contracts

The Executive Directors' service contracts are as follows:

Role	Date of contract	Notice period from the Company to the Executive	Notice period from the Executive to the Company
Stephen Bird, Group Chief Executive – appointed on 14 April 2009	28 January 2009	12 months	6 months
Andrea Rigamonti, Group Chief Financial Officer – appointed on 13 December 2022	13 December 2022	12 months	6 months

The terms of the service contracts for Executive Directors do not provide for predetermined amounts of compensation in the event of early termination by the Company. The Remuneration Committee's policy in the event of early termination of employment is set out below.

For future appointments of Executive Directors, notice periods due from any new Executive Directors will be symmetrical with the notice period from the Company.

Policy on payment for loss of office

Executive Directors' notice periods under service contracts are summarised in the table above. The Committee believes that the Company's policy on payment for loss of office and the structure of notice periods is sufficient to ensure that the Executive Director has security of tenure and also that the Company has sufficient retention and notice periods to enable an orderly process for succession planning. In the Committee's opinion, any shorter notice period would not be in the Company's best interests and would risk the stable running of its operations. The Committee, however, will not give any Executive Director a service contract of greater than 12 months' notice.

In the event of termination of office, the Committee will consider the circumstances including notice period contained within the service contract, the circumstances surrounding the termination notably including the individual's performance and what is considered to be in the Company's best interests. The terms of service contracts do not provide for predetermined amounts of compensation in the event of early termination of employment. The Committee maintains full discretion as to how to treat each such termination upon its merits when trying to mitigate the cost of termination but ultimately honouring contracted terms. Dealing with each specific element of remuneration for an Executive Director this would mean the following:

- Base salary, pension and other benefits (including legal fees and outplacement costs) – these will be paid for the notice period, subject to being mitigated if the Executive Director finds other suitable employment. This means that each element will continue to be paid on a monthly basis in arrears during the notice period either to the end of the notice period or if earlier to the point at which the Executive Director finds other suitable employment or a mutually agreed date within the notice period. Although not covered by the service contract, the Company will pay reasonable legal expenses and any recruitment outplacement costs to assist the Executive Director in their exit. The Committee will determine the reasonableness of such costs keeping in mind shareholders' best interests.

- Annual Bonus Plan – as a general rule, Executive Directors have no entitlement to a bonus payment in the event that they cease to be employed. However, they may be considered for a bonus payment in certain good leaver circumstances. In such cases the Committee will generally prorate an annual bonus to the date of termination and the payment of the annual bonus will usually be dependent upon the satisfaction of financial performance conditions and an assessment of the achievement of personal objectives up to the point of leaving the Company. The Committee reserves an absolute discretion in circumstances which it considers appropriate to enable a full year's annual bonus to be paid in full to an Executive Director in accordance with the limits and rules of the Annual Bonus Plan applying to the Executive Director.
- Long Term Incentive Plan – awards granted under the Company's LTIP are generally treated as follows: if a participant ceases office or employment with the Group his/her award will lapse unless he/she is deemed to be a good leaver or dies in service. An individual is a good leaver if he/she ceases employment because of ill-health, injury, disability, the sale of the employing company or business out of the Group or for any other reason at the Committee's discretion, for example early retirement, but expressly not for where a participant is summarily dismissed. Except in the case of death (where awards vest following death, unless the Committee determines otherwise), awards will normally vest on the normal vesting date, unless the Committee determines that awards should vest at the time the individual ceases employment. The Committee, when determining the level of an award to vest, will take into account satisfaction of relevant performance conditions tied to the award and the period of time that has elapsed since the award was granted until the date of cessation of employment.
- Deferred Bonus Plan – awards under the DBP will vest on their normal vesting date (unless the Committee determines that awards should vest on the individual's cessation of employment) except in the case of: (1) death – when awards will vest following an individual's death; and (2) gross misconduct – when awards will lapse.

When negotiating the exit package of an Executive Director, the Committee will ultimately aim to mitigate the cost of any termination payment while also treating fairly the Executive Director, honouring the terms of a service contract and acting in the Company's best long-term interests. The Committee will, upon reaching an agreement with an Executive Director on the terms of termination, publish details both with an announcement and with details published in the subsequent Remuneration report and this will include an explanation of any use of discretion.

Change of control

In the event of a change of control of the Company, LTIP and DBP awards will vest with the Committee taking into account, in the case of LTIP awards, the extent to which the relevant performance conditions have been satisfied and, unless the Committee determines otherwise, the period of time that has elapsed since grant. In the event of a winding-up of the Company, demerger, delisting, special dividend or other event that may affect the share price, the Committee may also allow awards to vest on the same basis.

Directors' Remuneration Policy continued

Chairman and Non-Executive Directors

The Chairman and Non-Executive Directors do not have service contracts but serve under letters of appointment.

The initial period of their appointments is three years but their appointments may, by mutual consent and with the approval of the Nominations Committee and the Board, be extended for a further three years. Appointments may be extended beyond six years by mutual consent and with the approval of the Nominations Committee and the Board, if it is in the interest of the Company to do so. Under the letters of appointment, notice can be given by either party upon one month's written notice. Apart from the disclosure under the Policy table for the Chairman and Non-Executive Directors there are no further obligations which could give rise to a remuneration or loss of office payment under the letters of appointment. All Directors are subject to annual reappointment by the shareholders at the AGM.

Copies of the Executive Directors' service contracts, the Chairman's and each Non-Executive Director's letters of appointment are available on our website at www.videndum.com.

Consideration of shareholder views

The Committee took into account the views of its shareholders concerning the 2023 Policy for the remuneration of Directors that was approved at the 2023 AGM. This followed a consultation process in late 2022 and early 2023. This consultation gave assurance to the Remuneration Committee on the structure of the Policy.

The Company received over 97% support for the 2022 Annual Report on Remuneration at the 2023 AGM, and over 99% support for the Directors' Remuneration Policy report. This indicates a strong level of support from shareholders to the Company's remuneration policy and operation of that policy.

The Committee would engage with shareholders ahead of any material change to the Policy for the Company relating to its Directors and in accordance with the UK Corporate Governance Code engages with shareholders should there be a material level of dissatisfaction from shareholders with Directors' remuneration. A material level of dissatisfaction from shareholders would be more than 20% of shareholders voting against, or abstaining on, a vote related to Directors' remuneration.

Caroline Thomson, Remuneration Committee Chair, remains available to discuss the Company's Remuneration Policy and implementation of it with shareholders.

This Annual Report on Remuneration and the Annual Statement will be put to an advisory vote at the 2024 AGM.

Annual Report on Remuneration

Directors' single figure of total remuneration (audited)

The following table sets out the single figure of total remuneration for Directors for the financial years ended 31 December 2023 and 2022.

	Salary/ fees £	Benefits ¹ £	Pension ² £	Annual bonus ^{3,6} £	LTIP ⁴ £	Total £	Total fixed remuneration	Total variable remuneration
Executive Directors								
Stephen Bird								
2023	507,199	35,653	40,576	0	0	583,428	583,428	0
2022	488,868	31,292	97,774	307,987	224,956*	1,150,877*	617,934	532,943*
Andrea Rigamonti (appointed 13 December 2022)⁵								
2023	310,000	25,670	24,800	0	0	360,470	360,470	0
2022	16,439	1,336	1,315	8,564	0	27,654	19,090	8,564
Chairman and Non-Executive Directors								
Ian McHoul								
2023	181,750	0	0	0	0	181,750	181,750	0
2022	175,000	0	0	0	0	175,000	175,000	0
Caroline Thomson								
2023	69,738	0	0	0	0	69,738	69,738	0
2022	67,750	0	0	0	0	67,750	67,750	0
Richard Tyson								
2023	62,738	0	0	0	0	62,738	62,738	0
2022	53,144	0	0	0	0	53,144	53,144	0
Erika Schraner (appointed 1 May 2022)								
2023	64,738	0	0	0	0	64,738	64,738	0
2022	39,007	0	0	0	0	39,007	39,007	0
Teté Soto (appointed 24 Nov 2022)								
2023	54,738	0	0	0	0	54,738	54,738	0
2022	5,395	0	0	0	0	5,395	5,395	0
Anna Vikström Persson (appointed 1 May 2023)								
2023	36,933	0	0	0	0	36,933	36,933	0
2022	0	0	0	0	0	0	0	0
Graham Oldroyd (appointed 12 October 2023)								
2023	12,171	0	0	0	0	12,171	12,171	0
2022	0	0	0	0	0	0	0	0
Stephen Harris (appointed 9 November 2023)								
2023	7,974	0	0	0	0	7,974	7,974	0
2022	0	0	0	0	0	0	0	0
Total								
2023	1,307,979	61,323	65,376	0	0	1,434,678	1,434,678	0
2022	845,603	32,628	99,089	316,551	224,956	1,518,827	977,320	541,507

Annual Report on Remuneration continued

Directors' single figure of total remuneration (audited) continued

Notes:

- 1 Taxable benefits include car allowance, healthcare cover and income protection.
- 2 Stephen Bird received a pension contribution of 20% of base salary in the year ended 31 December 2022 which was taken in the form of a cash payment. Stephen Bird's pension contribution was reduced to 8% of salary with effect from 1 January 2023. Andrea Rigamonti received a pension contribution of 8% of salary.
- 3 For the 2023 Annual Bonus Plan, Stephen Bird's and Andrea Rigamonti's bonus potential was 125% of base salary. 50% of the annual bonus is deferred into the Deferred Bonus Plan. Further details are set out in the "Further notes" section on the following page.
- 4 The 2020 LTIP award had a performance period running to 28 February 2023 and vested on 21 September 2023 at a rate of 46.9%. The 2022 Remuneration report provided an estimated value for the vesting based on performance conditions being assessed at 31 December 2022 and with an indicated vesting level of 46.8% and using a closing mid-market share price of £10.78 based on 31 December 2022. The final vesting outcome and actual value delivered to participants is updated and shown in the table above for 2022. The value in the table above has been updated to reflect the actual value received by the Executive Directors on 21 September 2023 (£3.095 per share) in contrast to the value shown in the 2022 Remuneration report. Full details of the 2020 LTIP award are set out on page 129. The LTIP award for 2021 failed to achieve its performance conditions and lapsed in full on 4 March 2024. Details are set out on page 130 of this report.
- 5 Andrea Rigamonti was appointed a Director on 13 December 2022 under a service contract of the same date. Remuneration disclosed reflects the term of the appointment as a Director in 2022.
- 6 In 2023, the Remuneration Committee used discretion not to pay a bonus under the Annual Bonus Plan to the Executive Directors. Despite a bonus being earned under certain elements (personal objectives and cash conversion*), the Committee took the view that no bonus should be paid to reflect the experience of shareholders in 2023 and employees, many of whom were on short-time working.

Each Director has confirmed in writing to the Company that the information in the single figure remuneration table is correct and that they have not received from the Company any other items of remuneration other than disclosed.

Further notes to the Directors' single figure of total remuneration table (audited)

(1) Base salary

The table below shows base salaries paid for each Executive Director in 2023.

Executive Director	2023 salary
Stephen Bird	£507,199
Andrea Rigamonti	£310,000

(2) Benefits

The single figure of total remuneration table sets out the total value of benefits received by each Executive Director in 2023. Details are as follows:

Executive Director	Car allowance	Healthcare cover	Income protection	Other (Sharesave)	Total
Stephen Bird	£25,356	£5,497	£4,800	£0	£35,653
Andrea Rigamonti	£18,323	£2,547	£4,800	£0	£25,670

(3) Pension allowance

The table below sets out the value of the cash payment in lieu of pension for each Executive Director in 2023.

Executive Director	Pension allowance
Stephen Bird (representing 8% of base salary)	£40,576
Andrea Rigamonti (representing 8% of base salary)	£24,800

Stephen Bird's pension contribution was reduced to 8% of base salary with effect from 1 January 2023 (from 20%). The level of 8% of base salary is in line with pension contributions to the wider UK employee workforce in the Group.

(4) Annual bonus

In 2023, each Executive Director was eligible to receive, subject to performance, a maximum bonus of up to 125% of base salary, half of which is deferred into the DBP. The structure of the 2023 Annual Bonus Plan was as follows:

- The financial elements of the Annual Bonus Plan for each Executive Director were based upon actual financial results achieved for Group adjusted profit before tax* and Group conversion of adjusted operating profit* into adjusted operating cash flow* (over a half year and full year average target) measured against financial targets set by the Board. The Group adjusted profit before tax* financial element represented 50% of the maximum bonus that could be earned and the Group conversion of adjusted operating profit* into adjusted operating cash flow* represented 25% of the maximum bonus that could be earned (with one-third based on half year 2023 performance and two-thirds based on the full year 2023 performance).
- Under the rules of the 2023 Annual Bonus Plan, each of the above financial performance metrics are assessed independently of one another so that should threshold not be achieved for one performance condition, that bonus could still be earned for the other financial performance condition.
- The Remuneration Committee considered that these two financial performance conditions are key financial measures for the Group driving the right behaviour in terms of achieving adjusted operating profit* and adjusted operating cash flow* generation and had the most direct impact upon shareholder value for the year ended 31 December 2023. The financial targets were set by the Board and Remuneration Committee at the beginning of 2023.
- The personal objective element of the 2023 Annual Bonus Plan for each Executive Director, representing 25% of the maximum bonus that could be earned, was based upon individual performance measured against stretching personal objectives set by the Board and Remuneration Committee, as set out in summary below.

Stephen Bird – 2023 personal objectives

Objective	Assessment
Continue to build a world-class organisation including: development of the Group Chief Operating Officer and Group Chief Financial Officer; keep the Operations Executive team motivated with increasing attention around succession. (20%)	➔ Objective largely achieved despite the impact of macroeconomic events in 2023, notably including the promotion of Marco Pezzana to the role of Chief Operating Officer, retention of the Operations Executive and development of the Group Chief Financial Officer following his appointment in December 2022 in an extremely challenging financial year.
Deliver Group strategy including: reposition the Group's stated financial ambition with stakeholders; develop strategic thinking and execution around Creative Solutions; execute on strategic ambition for other parts of the Group including audio ambition; and development of defence strategy. (35%)	➔ Objective significantly impacted by macroeconomic environment in 2023. The business determined to focus Creative Solutions on its core content creation market and to divest of both Lightstream (sold October 2023) and Amimon (held for sale).
Develop Group structure: with the Group Chief Operating Officer develop and deliver cross divisional operating synergies and a Group-wide operating structure to support the strategy and maximise value. (20%)	➔ Restructuring initiatives in 2023 delivered circa £8.0 million cash savings in 2023. Wider plans to optimise the Group structure were impacted by the macroeconomic environment.
ESG: continue the development of a well-rounded Group ESG programme with publication of ESG and TCFD report in line with GRI standards; clear roadmap to carbon neutral by 2025; net zero by 2035; ensure that main operational sites have specific plans for emissions reductions tied to Group targets; develop the Group's product sustainability and life cycle of products; and progress gender diversity in the organisation particularly in the senior leadership. (15%)	➔ Progress on the Group's ESG programme in 2023 continued to be made including publication of standalone ESG and TCFD Reports in April 2023, an 18% reduction in Scope 1 and 2 emissions in 2023 moving towards carbon neutral and net zero targets, continuing collection of Scope 3 emissions data and progress on product sustainability including the successful launch of Salt-E Dog, a sodium battery designed and built for the motion picture and television industry that delivers reliable power that is cleaner and more environmentally safe than fossil fuel or lithium generators.
Develop the Board's knowledge particularly around markets, customers, R&D and technological developments. (10%)	➔ Objective significantly impacted by macroeconomic environment in 2023 and Board changes.

Annual Report on Remuneration continued

Andrea Rigamonti – 2023 personal objectives

Objective	Assessment
Build a world-class finance organisation: recruit a Group Financial Controller; development of direct reports; ensure appropriate delegation to direct reports; limit turnover and develop career paths for wider finance teams; and evolve Financial Planning and Analysis team. (25%)	➔ Foundation steps taken towards a world class finance team notwithstanding the delays in the half-year and year-end results. Successfully recruited and inducted a Group Financial Controller and ensured clarity of reporting with four direct reports. Despite the macroeconomic challenges in 2023, successfully retained the wider finance team and elevated the team's capabilities notably responding to a series of challenging events in 2023.
Deliver 2023 performance: deliver H1 and 2023 financial performance in line with consensus; develop and execute on self-help plans; execute on an audit tender; execute term loan refinancing; and simplification of Group structure. (20%)	➔ Objective significantly impacted by the macroeconomic environment in 2023 and the writers' and actors' strikes. Despite these challenges, successfully developed and delivered on self-help cost control measures with the Group Chief Operating Officer, delivering circa £8.0 million cash savings in 2023. Executed on an audit tender with the outcome being the recommended appointment of PricewaterhouseCoopers LLP. Renegotiated financial covenants tied to the Group's finance arrangements and delivered on an equity raise of £125 million.
Progress delivery of Group strategy in line with ambition: progress restructuring initiatives with the Group Chief Operating Officer; develop in conjunction with the Group CEO the Group's strategy; and minimise macroeconomic challenges upon strategic ambition. (15%)	➔ Objective significantly impacted by the macroeconomic environment, but delivered on self-help cost control measures. Supported the Group Chief Executive on a strategy review particularly focusing on costs, leverage and net debt implications.
Proactively manage Investor Relations programme including: leading financial aspects of IR meetings with investors and analysts; and proactively developing the share register including with prospective investors. (10%)	➔ Supported a proactive investor relations programme in 2023 culminating in the £125 million equity raise.
Progress with personal development given appointment to Group CFO role in December 2022: work with an experienced coach to broaden vision, behavioural and leadership; leverage third party resources to support development; and regular engagement with Board Chair and Audit Chair and Group Chief Operating Officer. (20%)	➔ Engaged with an external mentor in 2023 to develop broader vision, behavioural and leadership competencies coupled with attendance at the Deloitte Academy to broaden skills.
Review the Group's risk management approach and activities, incorporating a formal Board review of risk appetite and risk tolerance. (10%)	➔ Delivered a detailed risk appetite and tolerance update to the Board ensuring a more considered risk management process.

The personal objectives set out above are a summary and are underpinned by more detailed objectives which are considered to be commercially sensitive. The 2023 personal objectives were set by the Board and Remuneration Committee at the start of 2023. Despite both Executive Directors performing strongly in 2023, the Committee, due to the financial performance of the Company and experience of shareholders in 2023 as well as that many employees for the Group were on short-time working, decided that no bonus would be payable under the personal objectives element of the 2023 Bonus Plan.

2023 annual bonus outcome

The table below sets out the annual bonus outcome for Executive Directors in respect of the year ended 31 December 2023 including the financial trigger points used in determining whether a bonus was payable. While the Executive Directors in 2023 performed strongly during a very challenging year for the Group, the Committee, in light of the experience of shareholders and also with many of the Group's employees on short-time working, decided that no bonus was payable to the Executive Directors for 2023. This outcome does not reflect the performance of the individuals but is simply reflective of the financial performance of the Group due to external factors beyond management's control.

Name	Bonus potential	Elements of bonus potential	Threshold	Target	Maximum	Actual Group performance/ assessment of personal objective performance	Payout	Total
Stephen Bird	125% of annual salary	50% Group adjusted PBT*	£45.9m	£54.0m	£62.1m	£1.0m	£0	0%
		25% Group Conversion of adjusted operating profit* into adjusted operating cash flow*	H1: 45.0% FY: 63.0%	50.0% 70.0%	55.0% 77.0%	H1: 93.4% FY: 84.4%	£0	0%
		25% personal objectives				0%	£0	
		Payout due to Executive Director at each level	£160,410	£320,819	£641,638			
		Total					£0	0%
Andrea Rigamonti	125% of annual salary	50% Group adjusted PBT	£45.9m	£54.0m	£62.1m	£1.0m	£0	0%
		25% Group Conversion of adjusted operating profit* into adjusted operating cash flow*	H1: 45.0% FY: 63.0%	50.0% 70.0%	55.0% 77.0%	H1: 93.4% FY: 84.4%	£0	0%
		25% personal objectives				0%	£0	
		Payout due to Executive Director at each level	£96,875	£193,750	£387,500			
		Total					£0	0%

For the 2023 Annual Bonus Plan, a straight-line sliding scale operated between each of the above trigger points for both financial targets. The Board and Remuneration Committee considered and approved the above financial metric trigger points at its meeting in February 2023 and at that point in time considered that they were appropriate and sufficiently stretching for 2023. Having set the financial targets in February 2023, it became evident that a combination of challenging macroeconomic factors combined with the US writers' and actors' strikes in mid-2023 meant that the Company's financial performance would be materially lower than those set for the 2023 Bonus Plan. The material decline in the Company's share price during 2023, the suspension of dividend payments to shareholders, a large number of employees on short-time working and culminating in the Board raising £125 million from shareholders by way of an equity raise in December 2023 led the Committee to decide to exercise discretion and determine that no bonus would be paid for 2023. The Remuneration Committee acknowledged the tremendous dedication of the Executive Directors and senior management who all worked tirelessly during 2023 but it was clear to the Committee that no bonus could be paid for 2023.

In the event that a bonus is earned, half of the annual bonus (after tax) is deferred into the DBP. The deferred bonus is used to purchase award shares to be held in trust for a three-year period. No matching award shares can be earned under the DBP. After three years, the award shares are released from the trust to the Executive Directors.

(5) Long-term incentives – Long Term Incentive Plan ("LTIP") and Deferred Bonus Plan ("DBP")

The long-term incentive awards value shown in the single figure of total remuneration table relate to the following awards:

Awards made in 2020 and vesting on 21 September 2023 in respect of performance to 28 February 2023

In 2020, due to the impact of COVID-19 upon the business, the award of LTIPs to Executive Directors and senior management was delayed. This was due to difficulties in setting appropriate performance conditions tied to awards given the impact of the pandemic upon the business and its financial performance. Given this challenge, the Committee consulted with its major shareholders to consider how to structure LTIP awards for 2020 with the objective to drive management in the recovery of the business following the impact of COVID-19.

On the basis of this feedback, the 2020 LTIP awards were granted on 21 September 2020 and only vested if stretching absolute targets around share price were met and if Videndum's relative TSR was also in the top half of the FTSE 250 constituents (excluding financial services companies and investment trusts).

Annual Report on Remuneration continued

For the awards to vest in full, Videndum's share price needed to be £18 or higher on 28 February 2023 and Videndum's relative TSR needed to be at least in the upper quartile of the FTSE 250. Given the stretching nature of the targets and the exceptional circumstances the Remuneration Committee made awards to the Executive Directors of 200% of salary which is the maximum permitted under the Directors' Remuneration Policy.

The Remuneration Committee retained discretion to reduce vesting of the 2020 LTIP if it felt appropriate to do so.

The following provides details of the 2020 LTIP awards made on 21 September 2020 to the Executive Directors including performance conditions.

(1) Absolute share price target

- The first performance condition was based on the achievement of absolute share price targets by 28 February 2023, whereby 25% of the total award would vest should Videndum's absolute share price reach £9.00 and full vesting of the total award be achieved if Videndum's absolute share price reached £18. Vesting between these prices operated on a straight-line basis in accordance with the Directors' Remuneration Policy and in line with the table below.
- No shares vested if the absolute share price does not reach £9.00.
- The share price at the start and end of the performance period will be averaged over three months.

Videndum absolute share price	% of total award to vest
£9.00	25%
£10.00	33.33%
£11.00	41.67%
£12.00	50%
£13.00	58.33%
£14.00	66.67%
£15.00	75.00%
£16.00	83.33%
£17.00	91.67%
£18.00	100%

(2) Relative TSR target

- The second performance condition was that the award was also subject to a relative TSR condition, with vesting at points shown below (which remain unchanged from arrangements for existing LTIP awards and in line with existing policy). For the award to vest in full, Videndum needed to have met the absolute share price target and be in the upper quartile of the FTSE 250 Index (excluding financial services companies and investment trusts). The relative TSR ranking effectively worked as a downward modifier and none of the shares vested if Videndum's performance were below the median at the end of the performance period. This performance condition was measured from 1 July 2020 through to 28 February 2023 with the same averaging of share price over three months.
- A straight-line sliding scale operated at points between this and vesting will not occur below the median.

Videndum's TSR ranking compared to FTSE 250 constituents (excluding financial services companies and investment trusts)	% of total award to vest
Below median	0%
Median	25%
Upper quartile	100%

ROCE

- The Remuneration Committee also took into account a ROCE* underpin to ensure the underlying financial performance of the business as part of the vesting outcome. The Committee also retained a discretion to scale back the vesting of an award should it result in an unfair outcome for shareholders.

Dividends that would have been paid on shares vesting under the LTIP during the performance period are reinvested in additional shares for each of the above awards. The two-year holding period post-vesting will apply in the normal way.

There is no retesting of any performance condition under any of the above awards.

TSR is calculated on the basis of growth in the Company's share price over the performance period from 1 July 2020 through to 28 February 2023 plus dividends paid during that period and is expressed as a percentage of average compound annual growth. Share price performance is averaged over three months at the start and end of a performance period to eliminate volatility that may result in anomalous outcomes. The TSR performance is independently verified by FIT Remuneration Consultants on behalf of the Committee to determine the outcome.

Outcome

FIT Remuneration Consultants on behalf of the Committee assessed the final outcome of the 2020 LTIP award as at 28 February 2023. That assessment was that 46.9% of the 2020 LTIP award vested based on: Videndum's absolute share price for the three months ended 28 February 2023 being £11.63 and Videndum's relative TSR being ranked at the 82nd percentile against the comparator group. The remuneration table on page 125 shows the value actually delivered to the Directors in respect of the vesting 2020 LTIP award that vested on 21 September 2023. It is noted that the Company's ROCE* for the year ended 31 December 2022 was 18.8% (2021: 18%, 2020: 4.2%).

LTIP awards made in 2021 and vesting in respect of performance to 31 December 2023

For awards made in 2021, 33% of an award was subject to TSR with the Company's TSR performance ranked against the constituents of the FTSE 250 Index (excluding financial services companies and investment trusts) over a three-year performance period. Threshold performance for the TSR performance condition will be at the median point of the comparator group and will result in 25% of an award vesting. Full vesting for the TSR element will be at the upper quartile point of the comparator group. A straight-line sliding scale operated between each of the above points. Below threshold performance none of the award will vest.

67% of the award is subject to adjusted Earnings Per Share* growth over a three-year performance period ending 31 December 2023. The threshold for adjusted basic Earnings Per Share* vesting was set at 60 pence per share and full vesting for adjusted basic earnings per share* was set at 100 pence per share with a straight-line progression between each point. Below threshold performance, none of the adjusted basic Earnings Per Share* element will vest.

Vesting will be underpinned by Remuneration Committee discretion that will take into account, in particular, ROCE performance over the performance period for the EPS* element of the award.

The Company's adjusted basic EPS* for the year ended 31 December 2023 was 8.5 pence and the Company's TSR for the three-year performance period ended 31 December 2023 was -56% and with the Company ranked at the 8th percentile against the comparator group. Neither the TSR performance condition or EPS* performance condition achieved threshold performance and so the 2021 award did not vest and lapsed in full on 4 March 2024.

LTIP award – 2023

The Committee would normally make an LTIP award to the Executive Directors following the announcement of the prior year results in March/April each year. This would be on the basis of an award representing 150% of salary for the Group Chief Executive and 125% for the Group Chief Financial Officer. The Committee at its February 2023 meeting considered the structure of such an award with performance conditions based on the following:

- Adjusted EPS* growth over a three-year period with threshold set at a certain level of EPS* and full vesting set at a higher level of EPS* and with a straight-line progression between each point.
- TSR – 33% of the award is based on the Company's TSR performance measured over a three-year performance period plus dividends paid during that period and expressed as a percentage of average compound annual growth. Share price performance is averaged over three months at the start and end of the performance period to eliminate volatility that may result in an anomalous outcome. The TSR performance is independently verified by FIT Remuneration Consultants on behalf of the Committee and is ranked against the comparator group companies' TSR performance to determine the outcome.
- Vesting of an award would normally be underpinned by Remuneration Committee discretion that takes into account, in particular, ROCE* performance over a three-year performance period for the EPS* element of the award.

Given the significant impact of macroeconomic events coupled with the writers' and actors' strikes, the Committee made no LTIP awards in 2023 on grounds that it was not possible to set meaningful performance conditions at such a turbulent time for the Group.

Deferred Bonus Plan 2023 awards

The following table provides details of the awards made under the DBP on 3 April 2023 in respect of the 2022 annual bonus. There are no performance conditions or matching shares associated with these awards. The shares are held in an Employee Benefit Trust on behalf of the Directors. The deferral represents 50% of the after tax bonus paid for the 2022 annual bonus for the Group CEO. Andrea Rigamonti's deferral of 2022 bonus was at a proportional level given his appointment as Group CFO with effect from 13 December 2022. Normally, Executive Directors are required to defer 50% of any after tax annual bonus into the DBP. The 2023 DBP award will be released on the third anniversary of the award – 3 April 2026.

Director	Type of award	Number of shares awarded	Face value ¹	End of holding period
Stephen Bird	Shares awarded using	9,093	£80,492	100% of award on 3 April 2026
Andrea Rigamonti ²	deferred Annual Cash Bonus	317	£2,805	100% of award on 3 April 2026

¹ Face value has been calculated using the Company's share price at the date of the award of £8.76.

² Andrea Rigamonti became a Director on 13 December 2022. His 2023 DBP award will remain in the Employee Benefit Trust and only vest at the end of the deferral period on 3 April 2026.

Payments to past Directors for loss of office (audited)

There were no payments to past Directors of the Company for loss of office in 2023.

Chairman and Non-Executive Directors

The Chairman and Non-Executive Directors were paid the following fees in 2023:

Role	2023 annual fee	Comment
Chairman	£184,000	Fee increased to £184,000 with effect from 1 April 2023 from £175,000 reflecting a 5% increase given to the wider UK workforce in 2023 and also benchmarked against roles for Chairman of similar sized listed companies and the time commitment for the role
Non-Executive Director	£55,400	Base fee increased to £55,400 with effect from 1 April 2023 from £52,750 reflecting a 5% increase given to the wider UK workforce and benchmarked against roles for non-executive directors of similar sized listed companies and the time commitment for the role
Chair of Audit Committee	£10,000	Fee was last increased on 1 January 2014
Chair of Remuneration Committee	£10,000	Fee was increased on 1 January 2019
Senior Independent Director	£8,000	Fee was increased on 1 January 2019
Employee Engagement Non-Executive Director	£5,000	Fee introduced with effect from 1 January 2019 to reflect new role under 2018 UK Corporate Governance Code

The above fees are reviewed annually by the Board with the support of FIT Remuneration Consultants providing market data to ensure that fees remain appropriate given the size of the Company, time commitment and the need to attract the right experience for the role. The Chairman and Non-Executive Directors do not receive any other benefits from the Company.

Annual Report on Remuneration continued

Directors' shareholding requirements and share interests (audited)

The Board has determined that Executive Directors of the Company are required to build up, over a reasonable period of time, a substantial shareholding in the Company. This shareholding requirement is to represent at least two times base salary. Stephen Bird satisfied this requirement throughout 2023 with his holding representing 223% as at 31 December 2023. Andrea Rigamonti's shareholding as at 31 December 2023 represents 53% of salary given his recent appointment on 13 December 2022 and he will work towards this shareholding requirement over the next few years. Other members of the Operations Executive are encouraged to do the same up to a level of 50% of base salary.

The Chairman and Non-Executive Directors of the Company have no such requirement and have discretion as to whether to hold shares in the Company or not. The tables below set out the interests in the ordinary shares of the Company held by each Director (or connected persons) of the Company during the year ended 31 December 2023. In December 2023 each Director participated in the equity raise that completed on 8 December 2023 and the increase in their respective shareholdings through this is reflected in the following table.

Under the 2018 UK Corporate Governance Code there is a requirement for the Company to develop a post-employment shareholding policy, encompassing vested and unvested shares. The detail of this post-employment shareholding policy is as follows and applies from the 2020 AGM.

Upon the departure of an Executive Director, the post-employment shareholding policy will operate as follows:

- Shares held in the Employee Benefit Trust under the DBP will continue to be held in trust and will be released to the former Executive Director in accordance with their normal vesting dates. The former Executive Director will be expected to hold any vested DBP shares at least until the second anniversary of their departure date.
- Shares that have vested to an Executive Director under the LTIP and are subject to the two-year post vesting holding period will continue to be required to be held by the former Executive Director until the expiry of the two-year post vesting holding period.
- In the event that an Executive Director is treated as a "good leaver" under the LTIP, then any outstanding LTIP awards that have not vested will be prorated to the date of leaving and remain subject to satisfaction of performance conditions. Subject to those conditions being achieved at the normal vesting date, shares will typically be released at the earlier of the expiry of the normal two-year post vesting holding period and the second anniversary of their departure date.
- Shares purchased by an Executive Director using their own personal funds shall not be subject to this post-employment shareholding policy.

Executive Directors' shareholdings as at 31 December 2023 (audited)

Executive Director	Share ownership requirement (% of salary)	Number of shares owned outright (including connected persons)	Number of shares beneficially owned (DBP award shares)	Number of shares unvested and subject to performance (LTIP shares)	Number of shares under option (Sharesave)	Number of shares under Restricted Share Plan (RSP)	Ownership requirements met (based on shares owned outright and DBP award shares)
Stephen Bird	200%	306,364	22,745	153,018	0	0	223%
Andrea Rigamonti	200%	46,842	317	13,388	990	8,680	53%

Chairman and Non-Executive Directors' shareholdings as at 31 December 2023 (audited)

Director	1 January 2023 or date of appointment if later	31 December 2023
Ian McHoul (Chairman)	20,000	38,726
Erika Schraner	3,805	7,550
Teté Soto	268	5,436
Caroline Thomson	8,407	15,897
Richard Tyson	2,654	6,399
Graham Oldroyd (appointed 12 October 2023)	0	37,453
Anna Vikström Persson (appointed 1 May 2023)	0	26,217
Stephen Harris (appointed 9 November 2023)	0	112,359

- The closing mid-market share price on 29 December 2023 (the last trading day of the year) was £3.48 and the calculation of the percentage shareholding requirement achieved for the Executive Directors is based on this closing mid-market share price.
- The shares shown in the beneficial holdings table above were acquired by the Directors using their own funds and in the case of the Executive Directors, also through share incentive schemes (or similar) – see the disclosures below.
- Stephen Bird's share interests include 22,745 shares (at 31 December 2023) purchased in the market using deferred Annual Cash Bonus and held by the Employee Benefit Trust; the trust used to hold shares in respect of awards made under the DBP. These shares will vest out of the DBP in 2024, 2025 and 2026, respectively. Neither these shares nor any of the other shares held by Stephen Bird have any performance conditions attached to them. During the year ended 31 December 2023 Stephen Bird had the following share dealings:
 - On 3 April 2023 exercised and retained award shares under the DBP for 2020 over 5,676 ordinary shares and 347 dividend shares.
 - On 3 April 2023 acquired 9,093 ordinary shares through the DBP that are held in the Employee Benefit Trust.
 - On 29 September 2023 transferred 20,000 shares to his former spouse in compliance with a court order.
 - On 29 September 2023 retained 38,394 ordinary shares following the exercise of the 2020 LTIP award that vested at a rate of 46.9%.
 - 2,000 shares of Stephen Bird's holding are held by his spouse.

- Andrea Rigamonti's share interests include 317 shares (at 31 December 2023) purchased in the market using deferred Annual Cash Bonus and held by the Employee Benefit Trust, the trust used to hold shares in respect of awards made under the DBP. These shares will vest out of the DBP in 2026. Neither these shares nor any of the other shares held by Andrea Rigamonti have any performance conditions attached to them. During the year ended 31 December 2023 Andrea Rigamonti had the following share dealings:
 - On 1 March 2023 acquired 3,500 ordinary shares.
 - On 3 April 2023 acquired 317 ordinary shares through the DBP that are held in the Employee Benefit Trust.
 - On 9 May 2023 acquired 3,500 ordinary shares.
- On 8 December 2023, following shareholder approval at a General Meeting on 7 December 2023, each Director subscribed for new ordinary shares in the Company at a price of £2.67 per share. This direct placement was tied into the £125 million equity raise also approved by shareholders at that same General Meeting. Each Director's respective subscription was as follows:-
 - Ian McHoul – 18,726 ordinary shares.
 - Stephen Harris – 112,359 ordinary shares.
 - Stephen Bird – 93,632 ordinary shares.
 - Andrea Rigamonti – 37,453 ordinary shares.
 - Caroline Thomson – 7,490 ordinary shares.
 - Richard Tyson – 3,745 ordinary shares.
 - Erika Schraner – 3,745 ordinary shares.
 - Teté Soto – 3,745 ordinary shares.
 - Anna Vikström Persson – 26,217 ordinary shares.
 - Graham Oldroyd – 37,453 ordinary shares.
- There has been no change to the Directors' shareholdings described in the table above in the period from 31 December 2023 to 22 April 2024, the date of signing of this report.

Sharesave

The Group operates an all-employee savings-related share option scheme in the UK ("Sharesave") and a similar international plan in respect of overseas employees in certain countries (US, Italy, Costa Rica, Japan, France, Singapore, Israel, Australia and Germany). The Scheme and Plan are open to all the Group's employees in those countries, including the Executive Directors, and approximately 1,100 of the Group's employees participate in this valuable benefit. As at 31 December 2023 Stephen Bird's and Andrea Rigamonti's participation in the UK Scheme is shown below.

Director	Date of grant	At 1 January 2023 (shares)	Options exercised during the year	Options lapsed during the year	Options granted or adjusted during the year	At 31 December 2023 (shares)	Exercise price (pence)	Market price at date of grant (pence)	Date from which exercisable	Expiry date
Stephen Bird	24 September 2020	2,282	0	2,282	0	0	552	690 ¹	1 November 2023	30 April 2024
Andrea Rigamonti ⁴	27 September 2021	984	0	0	6	990	1272	1600 ²	1 November 2024	30 April 2025

1 The market price for the grant of shares under option was calculated on the basis of the three-day average of the closing mid-market share price from 26 August 2020 to 28 August 2020 inclusive. A 20% discount was applied to this price under this HMRC approved Sharesave Plan. Stephen Bird lapsed his sharesave option in December 2023.

2 The market price for the grant of shares under option was calculated on the basis of the three-day average of the closing mid-market share price from 25 August 2021 to 27 August 2021 inclusive. A 20% discount was applied to this price under this HMRC approved Sharesave Plan.

3 There is no performance condition attached to the exercise of the Sharesave Plan, which is an all-employee plan.

4 Andrea Rigamonti's sharesave option was adjusted as a consequence of the open offer element of the £125.0 million equity raise with effect from 8 December 2023 in line with HMRC approved methodology. The original exercise price was £12.80.

Annual Report on Remuneration continued

Long Term Incentive Plan

Each year the Executive Directors are made a conditional award of shares in the Company. For 2020 and 2021, and to encourage the Executive Directors to recover the business as quickly as possible from the impact of the COVID-19, it was agreed that LTIP awards for the Executive Directors would represent 200% of salary. LTIP awards are subject to satisfaction of performance conditions over a three-year performance period as summarised above. The LTIP awards for 2022 reverted to a pre-pandemic level representing 125% of salary. Due to challenging macroeconomic circumstances in 2023 no LTIP awards for 2023 were made. The following table sets out the outstanding awards under the LTIP as at 31 December 2023 for the Executive Directors. As explained on page 131 of this Report, no LTIP awards were made in 2023.

Director	Date of award	Awards at 1 January 2023	Awards exercised during the year	Associated dividend shares with the exercised award	Awards lapsed during the year	Awards made during the year ³	At 31 December 2023	Market price on which award made (pence)	Market price at exercise date (pence)	Face value of award	Percentage of interest that vests if threshold performance achieved	End of performance period
Stephen Bird	21 Sept 2020 ¹	126,023	59,124	13,546	66,899	–	–	753	309.5	200% of annual salary	25%	28 February 2023
	3 March 2021 ²	96,273	–	–	–	648	96,921 ³	986	–	200% of annual salary	25%	31 December 2023
	11 March 2022	55,722	–	–	–	375	56,097 ³	1097	–	125% of salary	25%	31 December 2024
Total		278,018	59,124	13,546	66,899	1,023	153,018					
Andrea Rigamonti (appointed 13 December 2022)	11 March 2022	13,299	–	–	–	89	13,388 ³	1097	–	N/A	25%	31 December 2024
Total		13,299	–	–	–	89	13,388					

1 The LTIP award made on 21 September 2020 had a performance period running to 28 February 2023 and vested at a level of 46.9% on 29 September 2023.

2 The LTIP award made on 3 March 2021 failed to achieve its performance conditions and lapsed in full on its third anniversary of 3 March 2024.

3 Following the £125.0 million equity raise that completed on 8 December 2023, outstanding LTIP awards for 2021 and 2022 were adjusted to reflect the open offer element of the equity raise in line with HMRC approved methodology.

Deferred Bonus Plan

Each year, Executive Directors are required to defer a proportion of their annual bonus into the DBP representing 50% of any after tax bonus. As explained on page 129 of this Report, no bonus was payable to the Executive Directors for 2023. The following table sets out the outstanding awards under the DBP as at 31 December 2023 for the Executive Directors.

Director	Date of award	Awards at 1 January 2023 (shares)	Awards exercised during the year	Associated dividend shares with the exercised awards	Awards lapsed during the year	Awards made during the year	At 31 December 2023	Market price on which award made (pence)	Market price at exercise date (pence)	Face value of award	Percentage of interest that vests if threshold performance achieved	End of performance period
Stephen Bird	1 April 2020 ¹	5,676	5,676	347	–	–	–	581	–	50% of annual bonus	Not applicable	Shares held in Employee Trust to third anniversary of award date
	13 May 2021 ²	2,537	–	–	–	–	2,537	1394	–	50% of annual bonus	Not applicable	Shares held in Employee Trust to third anniversary of award date
	4 April 2022 ³	11,115	–	–	–	–	11,115	1351	–	50% of annual bonus	Not applicable	Shares held in Employee Trust to third anniversary of award date
	3 April 2023 ⁴	–	–	–	–	9,093	9,093	885	–	50% of annual salary	Not applicable	Shares held in Employee Trust to vest on third anniversary of the award
Total		19,328	5,676	347	–	9,093	22,745					
Andrea Rigamonti	3 April 2023 ⁴	–	–	–	–	317	317	885	–	50% of annual salary	Not applicable	Shares held in Employee Trust to vest on third anniversary of the award
Total		–	–	–	–	317	317					

1 The DBP award made on 1 April 2020 vested on its third anniversary of 1 April 2023. The award plus associated dividend shares were paid out to Stephen Bird on 3 April 2023.

2 The DBP award made to Stephen Bird on 13 May 2021 will vest on the third anniversary of the award on 13 May 2024.

3 The DBP award made on 4 April 2022 to Stephen Bird covered 50% of the bonus earned in respect of the financial year ended 31 December 2021. The award will vest on its third anniversary on 4 April 2025.

4 The DBP award made on 3 April 2023 to Stephen Bird covered 50% of the bonus earned in respect of the financial year ended 31 December 2022. Andrea Rigamonti's DBP award on 3 April 2023 represented a proportion of his bonus earned in 2022 and is tied to his appointment as a Group Chief Financial Officer on 13 December 2022. The award will vest on its third anniversary of 3 April 2026.

Annual Report on Remuneration continued

Restricted Share Plan ("RSP")

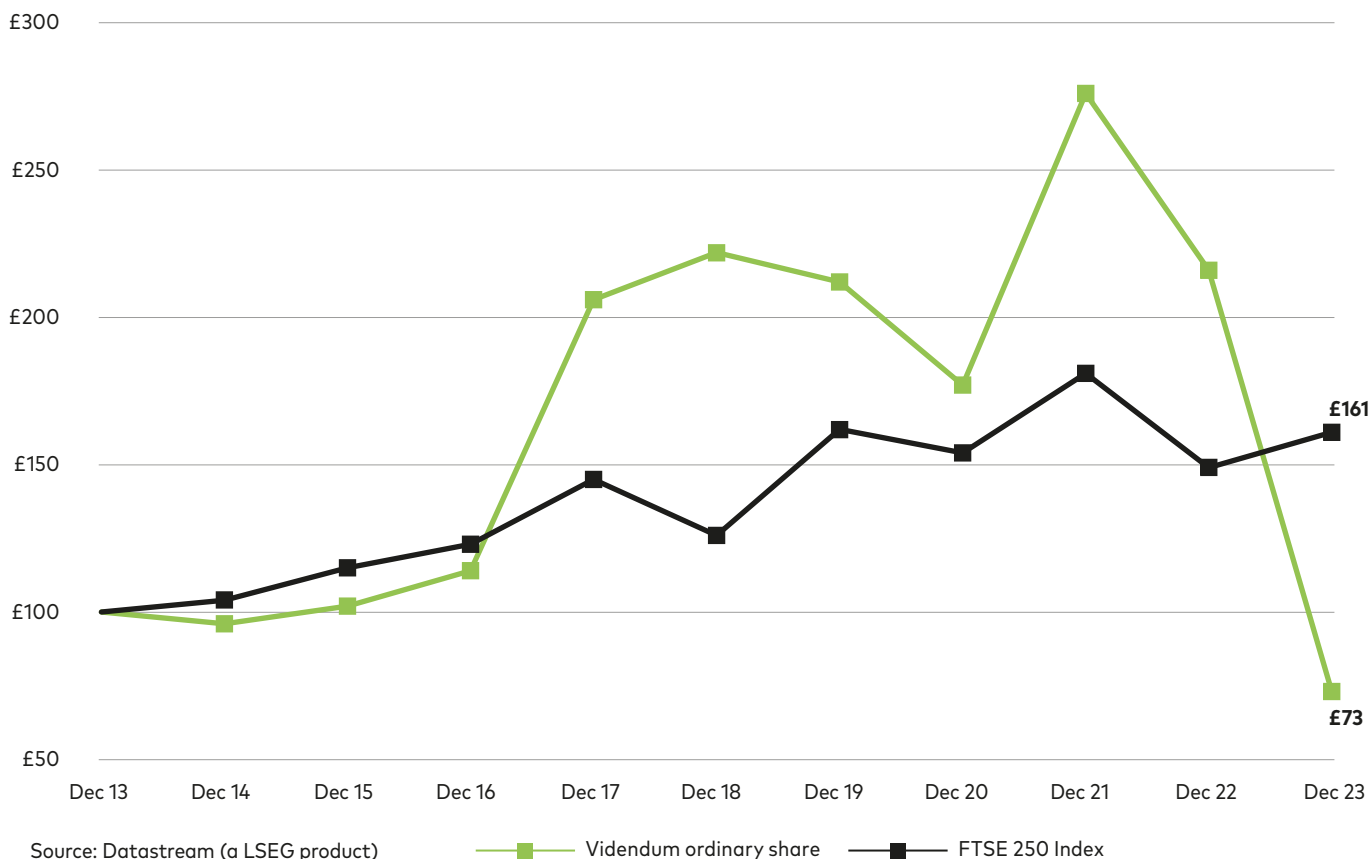
Before being appointed a Director on 13 December 2022 and not in connection with his service as a Director, Andrea Rigamonti had been given a RSP award of shares in the Company that vest on the basis of remaining in employment with Videndum at a fixed date. The RSP award was put in place when he joined Videndum in October 2021 as part of the measures to compensate for other share incentives held with a previous employer. The details of the RSP award are set out in the table below. Dividend award shares will also be given on the vesting ordinary shares based on dividends paid during the period of the award. No individual will be given an RSP award once they become a Director of the Company.

Andrea Rigamonti – Award Date	Vesting date	Number of ordinary shares	Performance condition	Share price for award
16 November 2021	1 July 2024	8,680 ¹	Remaining employed at vesting date with Videndum	£14.65

¹ The number of ordinary shares awarded has been adjusted to reflect the open offer element of the £125.0 million equity raise on 8 December 2023 in line with HMRC approved methodology (original amount 8,622 adjusted to 8,680).

Ten-year performance graph of the Company's ordinary shares compared to comparator group

The Company is required to include a line graph showing the Company's ordinary share performance compared to an appropriate index over a ten-year performance period ending 31 December 2023. The graph below illustrates the Company's annual TSR (share price growth plus dividends that have been declared, paid and reinvested in the Company's shares) relative to the FTSE 250 for the preceding ten-year period ending 31 December 2023, assuming an initial investment of £100. This index has been chosen since it is the comparator group (excluding financial services companies and investment trusts) for one of the performance conditions tied to awards under the LTIP. The Committee notes that the FTSE 250 Index is a recognised broad market equity index, relatively complex and international in nature and is comparable to the Company's business operations where approximately 90% of revenues are generated outside the UK. TSR data is taken from Datastream.



Performance table setting out the total remuneration of the Group Chief Executive

The following table sets out the single figure of total remuneration paid and the amount vesting under short-term and long-term incentives (as a percentage of the maximum that could have been achieved) to the Group Chief Executive for each of the ten years ended 31 December 2023.

Year (ended 31 December)	Group Chief Executive	CEO single figure of total remuneration	Annual bonus payout against maximum opportunity % (including actual amount paid)	Long-term incentive vesting rates against maximum opportunity %
2023	Stephen Bird	£583,428	0%	0%
2022	Stephen Bird	£1,150,877	50.4%	46.9%
			£307,987	
2021	Stephen Bird	£1,166,196	95.5%	0%
			(£566,588)	
2020	Stephen Bird	£701,744	22.5%	0%
			(£133,489)	
2019	Stephen Bird	£1,151,858	21.5%	72.06%
			(£124,445)	
2018	Stephen Bird	£2,280,723	66.9%	100%
			(£377,925)	
2017	Stephen Bird	£1,596,214	88.4%	67.5%
			(£486,771)	
2016	Stephen Bird	£962,299	77.9%	0%
			(£418,450)	
2015	Stephen Bird	£636,374	20%	0%
			(£104,876)	
2014	Stephen Bird	£745,388	44.25%	0%
			(£226,378)	

Annual Report on Remuneration continued

Percentage change in remuneration of the Directors and employees

The table below shows the year-on-year percentage change in salary, benefits and annual bonus earned between the year ended 31 December 2023 and the years ended 31 December 2022, 2021 and 2020 for the Directors, compared to the average of earnings of the parent Company employees. The Remuneration Committee has selected this comparator group on the basis that each of the Directors is UK based and this provides a local market reference, is a sizeable population and a fair representation of the Group's employee base.

	2019/20 Annual salary	2019/20 Taxable benefits	2019/20 Annual bonus	2020/21 Annual salary	2020/21 Taxable benefits	2020/21 Annual bonus	2021/22 Annual salary	2021/22 Taxable benefits	2021/22 Annual bonus	2022/23 Annual salary	2022/23 Taxable benefits	2022/23 Annual bonus
Stephen Bird, Group Chief Executive	2.5%	2.5%	-7%	0%	0%	324%	3%	3%	-45%	5%	5%	-100%
Andrea Rigamonti, Group Chief Financial Officer (from 13 December 2022)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Ian McHoul, Chairman	0%	n/a	n/a	0%	n/a	n/a	3%	n/a	n/a	5%	n/a	n/a
Caroline Thomson, Non-Executive Director	2.5%	n/a	n/a	0%	n/a	n/a	3%	n/a	n/a	5%	n/a	n/a
Richard Tyson, Non-Executive Director	2.5%	n/a	n/a	0%	n/a	n/a	3%	n/a	n/a	5%	n/a	n/a
Erika Schraner, Non-Executive Director (appointed 1 May 2022)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	5%	n/a	n/a
Teté Soto (appointed 24 November 2022)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	5%	n/a	n/a
Anna Vikström Persson (appointed 1 May 2023)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Graham Oldroyd (appointed 12 October 2023)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Stephen Harris (appointed 9 November 2023)	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Parent Company employees	2.5%	2.5%	-36%	2.2%	2.2%	2.92%	3%	3%	-42%	5%	5%	-100%

Group Chief Executive's pay ratio disclosure

In accordance with Option C as set out in the Companies (Miscellaneous Reporting) Regulations 2018, the following table sets out Stephen Bird's (Group Chief Executive) total remuneration for the year ended 31 December 2023 compared with all UK employees of the Group at the 25th percentile, 50th percentile and 75th percentile. The data has been compiled from available data as at 31 December 2023 for all UK-based employees and no element of remuneration has been excluded from the calculation. This table will build up over a ten-year period. We have chosen Option C as it reflects all our UK workforce and is more complete in showing the Group Chief Executive's remuneration compared to the entire UK workforce. It uses bonus information for 2022 paid in March 2023 as bonus information for 2023 is not calculated until March 2023 for many UK employees. It is therefore not possible to use 2023 bonus data since the 2023 Annual Report was approved on 22 April 2024. The same principle applies for prior years disclosed. The Company believes the median ratio is consistent with the Company's wider policies on employee pay, reward and progression. We seek to pay all employees including the Chief Executive fairly for the roles they perform and taking into account a range of factors including the relevant role, their performance and internal and external measures including pay rates and pay gaps.

Year	Method	25th percentile	50th percentile	75th percentile
2019	Option C	82:1	57:1	35:1
		£27,833	£40,002	£64,086
2020	Option C	44:1	31:1	19:1
		£25,866	£36,965	£61,245
2021	Option C	28:1	19:1	12:1
		£26,361	£37,726	£58,866
2022	Option C	52:1	37:1	22:1
		£29,804	£42,020	£69,610
2023	Option C	22:1	14:1	8:1
		£26,901	£42,172	£69,489

The actual salaries paid for each UK employee at the respective quartiles for 2023 were: 25th percentile – £25,427; 50th percentile – £38,035; and 75th percentile – £59,000. The change in the pay ratios from 2019 to 2023 has been greatly impacted by COVID-19. In 2020, the Company implemented short-time working and other measures such as salary waivers in response to the pandemic. In 2021, Executive Directors did not receive any pay increase in contrast to the wider UK employee population and long-term incentives for the Executive Directors did not vest due to performance conditions not being achieved. As the Company has recovered from the impact of the pandemic in 2023 and the Group had delivered a record profit in 2022 leading to a higher proportion of variable remuneration being delivered to the Group Chief Executive, the pay ratio gap widens where annual bonuses and long-term incentives are payable. The impact of challenging macroeconomic factors in 2023 coupled with the writers' and actors' strikes in 2023 have significantly impacted the Group's performance in 2023 with the result that variable remuneration has been significantly reduced. We consider that the use of Option C and the percentiles shown for UK employees are reasonably representative.

Relative importance of spend on pay

The following table sets out for the year ended 31 December 2023 compared to the year ended 31 December 2022 the actual expenditure of the Company in terms of remuneration paid to or receivable by all employees of the Group and distributions to shareholders by way of dividends. There have been no other significant distributions and payments required to be disclosed that would assist in understanding the relative importance of spend on pay.

	Year ended 31 December 2023	Year ended 31 December 2022	% change
Total remuneration paid to all Videndum employees	£95.8m	£114.4m	-16.3%
Total dividends paid to shareholders	£0m	£18.0m	-100%

Statement of implementation of Directors' Remuneration Policy in the year ending 31 December 2024

This section provides an overview of how the Committee is proposing to implement the Remuneration Policy in 2024.

(1) Base salary

The table below sets out the 2024 base salary for each Executive Director, together with the percentage increase from 2023. Salary increases in 2024 are to be implemented with effect from 1 July 2024 and the figure in brackets shows the base salary for the period from 1 January 2024 to 30 June 2024.

Executive Director	2023 salary	Increase
Stephen Bird	£533,800 (£513,310)	4%
Andrea Rigamonti	£342,000 (£310,000)	10%

The Committee decided that in line with normal practice, a 4% increase for Stephen Bird's salary was merited for 2024 and with effect from 1 July 2024. This was based on several factors including: (i) that the wider employee population across the Group received a 4% increase for 2024; (ii) in recognition of the skills, experience and high performance of Stephen Bird and his contribution to the Group; (iii) the need to provide a remuneration package to the Executive Directors that is competitive and retains and incentivises the individuals; and (iv) in recognition of a period of sustained high inflation in the wider labour market.

Andrea Rigamonti's salary of £342,000 has been determined on the basis that it reflects his growing value to the Company and his experience in the role following his appointment in December 2022 and compared to market data for comparable roles with other FTSE SmallCap companies with input from the Committee's remuneration consultants. His salary on appointment was set at a level that was around 15% below his predecessor's salary reflecting Andrea Rigamonti's experience. The increase of 10% will be with effect from 1 July 2024. As noted in the 2022 Remuneration report, the Remuneration Committee would look over time to increase Andrea Rigamonti's remuneration in accordance with the Policy as Andrea's experience, contribution and importance to the Group increased.

(2) Benefits

Benefits, including car allowance, private healthcare and income protection will be paid at the same rate as in 2023.

(3) Pension allowance

Pension allowances paid to Executive Directors are set out in the table below. All Executive Directors receive a pension contribution of 8% of base salary which is in line with pension contributions provided to the wider UK employee workforce. Stephen Bird's and Andrea Rigamonti's pension contributions in the table below reflects that base salaries in 2024 as set out in (1) above.

Executive Director	Pension allowance
Stephen Bird (8% of salary)	£41,884
Andrea Rigamonti (8% of salary)	£26,080

Annual Report on Remuneration continued

(4) Annual bonus

The maximum opportunity remains unchanged at 125% of base salary. Half of any net after tax annual bonus earned for the year ended 31 December 2024 will be deferred into the DBP for a period of three years and held in the form of shares in the Company. There will be no matching award that can be earned on this deferred bonus. The table below provides information on the performance measures against which performance for the 2024 Annual Bonus Plan will be measured.

Core measures for 2024 Annual Bonus Plan	Weighting (% of overall opportunity)
Adjusted Group profit before tax*	50%
Free cash flow	25%
Role-specific personal objectives set by the Board and Remuneration Committee for the Executive Director	25%

The performance measures selected reflect the strategic and operational objectives of the Group. The profit and free cash flow measures are independently assessed. Both the Profit Before Tax and Free cash flow performance measures are to be measured against targets set for the Full Year 2024. The Committee considers that the specific targets and personal objectives for 2024 are commercially sensitive at this time and therefore has not disclosed them. The Committee will disclose these targets and objectives once a bonus has been paid and subject to the Committee considering that they are no longer commercially sensitive.

(5) Long Term Incentive Plan

Stephen Bird and Andrea Rigamonti will each receive an award of shares under the LTIP of 150% of salary in the case of the Group Chief Executive and 125% of salary for the Group Chief Financial Officer. These awards will be made in the 42-day period following the announcement of the full year results for the year ended 31 December 2023 that will be announced on 22 April 2024. The performance conditions for the 2024 LTIP awards will be as follows: 67% of the award will be subject to adjusted basic EPS* growth over a three-year performance period. The Remuneration Committee will determine the precise adjusted EPS* targets for threshold and maximum vesting in the 42-day period following the announcement of the full year results for the year ended 31 December 2023, to be announced on 22 April 2024. The remaining 33% of the award will be subject to TSR with the Company's TSR performance ranked against the constituents of the FTSE 250 Index (excluding financial services companies and investment trusts) over a three-year performance period. Threshold performance for the TSR element will be at the medium point of the comparator group and will result in 25% of an award vesting. Full vesting of the TSR element will be at the upper quartile of the comparator group. A straight-line sliding scale will operate between each of the above points. Below threshold, none of the TSR element will vest. Vesting will be underpinned by Committee discretion that will take into account, in particular, ROCE* performance over the performance period for the EPS* element of the award. Once the LTIP award is made, details will be announced to the market, including the specific performance targets. Any awards vesting under the LTIP 2024, after deduction of taxes, will be subject to a further two-year holding period, thereby more closely aligning the participants' interests with the long-term interests of shareholders. The quantum for awards to the Executive Directors for the 2024 will be confirmed at the time of the award but will be within limits for the Policy on remuneration.

(6) Chairman and Non-Executive Directors' remuneration

The fee structure for the Chairman and Non-Executive Directors for 2024 is set out in the following table. It has been agreed that fees for 2024 will not be increased from their level in 2023.

Role	2024 fee	2023 fee
Chairman (Ian McHoul)	£184,000	£184,000 (£175,000) ¹
Non-Executive Directors' base fee	£55,400	£55,400 (£52,750) ²
Chairman Designate ⁵	£210,000	–
Chair of Audit Committee	£10,000 ³	£10,000
Chair of Remuneration Committee	£10,000 ³	£10,000
Senior Independent Director	£8,000 ³	£8,000
Employee Engagement Non-Executive Director	£5,000 ⁴	£5,000

1 Ian McHoul became Chairman on 21 May 2019 when the Chairman's fee was £170,000 per annum. The fee was increased to £175,000 from 1 January 2022 and increased on 1 April 2023 to £184,000 per annum. This increase in 2022 and 2023 reflected a similar level given to the wider employee workforce of 3% and 5% respectively in 2022 and 2023, is in line with market data provided by FIT Remuneration Consultants for the role and reflects the time commitment for the role.

2 Following a review of Non-Executive Directors' fees with the support of FIT Remuneration Consultants, it was agreed that no fee increase for 2024 would be implemented. In 2023, a 5% increase to the base fee would be applied with effect from 1 April 2023. This aligned the Non-Executive Directors increase with the Executive Directors and wider employee workforce, also took into account market data provided by FIT Remuneration Consultants for the role and reflects the time commitment for the role.

3 The fees of the Chair of the Remuneration Committee and Senior Independent Director were last increased to their current level in 2019 to take account of the nature of each role, the time commitment, performance of the respective individuals, market rates for the complexity of the roles and the calibre of individuals. The Audit Committee Chair's fee upon review was considered to be in line with market rates and appropriate for the demands of the role and complexity of the Company.

4 In 2019, the Company appointed Caroline Thomson as the Non-Executive Director with responsibility for employee engagement in accordance with the 2018 UK Corporate Governance Code. Given the responsibility of this role and additional work associated with it, the Board approved that a fee of £5,000 per annum be payable to Caroline Thomson for that role. This fee will be paid to any other successor Non-Executive Director in future years. A full description of the activity involved with this role is given on pages 88 and 92 of the Annual Report.

5 Upon his appointment as Chairman at a date to be confirmed in 2024, Stephen Harris' fee as Chairman will be £210,000 per annum. Until such appointment, Stephen Harris will receive the Non-Executive Directors' base fee.

The Board has agreed that fees will typically be reviewed annually to ensure that they remain appropriate.

Malus and clawback

Under the rules of the Annual Bonus Plan, LTIP and DBP, awards are subject to a malus rule whereby the Remuneration Committee has the power to reduce, cancel or impose further conditions upon a bonus or award in circumstances that the Committee determines such action is appropriate, including circumstances where a material misstatement of the Company's audited financial results has occurred, or serious reputational damage to the Company has occurred as a result of a participant having breached the Company's Code of Conduct, a miscalculation or an assessment of any performance conditions that was based on incorrect information, or the occurrence of an insolvency or administration event. In addition, under the above plans, a clawback provision exists where in the same circumstances as for malus, any future award that is paid out can be clawed back from a participant for a period of up to three years from it vesting or being paid out.

Voting at Annual General Meeting

At the Company's AGM held on 11 May 2023, shareholders were asked to vote on the new Remuneration Policy Report and for an advisory vote on the Directors' Annual Remuneration report for the year ended 31 December 2022. Both resolutions were approved by shareholders on a poll at the 2023 AGM and the table below sets out the proxy votes voted for, against and withheld for the resolution.

Resolution	For proxy votes and % of votes cast	Against proxy votes and % of votes cast	Withheld proxy votes
To approve the Directors' Remuneration Policy – to cover Directors remuneration for the period from the 2023 AGM through to the 2026 AGM	38,446,561	5,001	252,150
	99.2%	0.8%	

Resolution	For proxy votes and % of votes cast	Against proxy votes and % of votes cast	Withheld proxy votes
Advisory vote on the Annual Report on Remuneration for the year ended 31 December 2022	37,802,074	927,732	41,102
	97.6%	2.4%	

As at the date of the Company's AGM on 11 May 2023 the Company had 46,596,422 ordinary shares in issue. The Remuneration Committee, in line with guidance, considers that an against vote of 20% or more of the votes cast is deemed to be significant in connection with a resolution on Directors' remuneration. In the event that a significant level of concern is raised at future AGMs, both the Chairman of the Board and the Chair of the Remuneration Committee will contact the Company's major shareholders following an AGM to understand the precise detail of the concern being raised. Subject to that, the Committee and the Board as a whole will consider how best to address the concern being raised. This may involve a revision to the Company's Policy on Directors' remuneration at a subsequent AGM or some other change which can be implemented without further shareholder consultation. The Committee and the Board are committed to an open and transparent dialogue with shareholders on material matters of concern.

The Remuneration Committee

The Remuneration Committee comprised the following members during 2023: Caroline Thomson – Chair, Richard Tyson, Erika Schraner, Teté Soto, Graham Oldroyd (from 12 October 2023) and Anna Vikström Persson (from 1 May 2023).

All of the Committee members are independent Non-Executive Directors.

The Committee, on behalf of the Board, determines the Policy, base salaries, annual cash bonus arrangements, participation in incentive schemes, pension arrangements and all other benefits received by the Executive Directors including any exit packages.

The Committee also oversees the framework of remuneration for the Operations Executive, including terms of service, pay structure, annual cash bonus, pensions, share incentive arrangements and all other benefits and also has regard to wider employee remuneration within the Group.

The Committee invites individuals to attend meetings, as it deems necessary, to assist with consideration of remuneration matters. During 2023 the following individuals attended meetings of the Committee: Ian McHoul (Board Chairman), Stephen Bird (Group Chief Executive), Andrea Rigamonti (Group Chief Financial Officer), Marco Pezzana (Group Chief Operating Officer and Divisional CEO, Media Solutions), Stephen Harris (Chairman Designate) and Jon Bolton (Group Company Secretary and HR Director). Representatives of the Committee's remuneration advisor, FIT Remuneration Consultants, also attended meetings in 2023.

The Executive Directors or members of the Operations Executive are not present when their own remuneration is being considered.

The remuneration of the Chairman and the Non-Executive Directors is determined by the Board as a whole, with the Chairman or the relevant Non-Executive Director abstaining when his or her remuneration is considered.

For further information regarding governance for the Remuneration Committee see pages 113 and 141 to 142 of this Annual Report.

Annual Report on Remuneration continued

External advisors

The Committee appointed FIT Remuneration Consultants as its external remuneration advisor in 2019. Their appointment involved the Committee Chairman reviewing several potential advisors including written proposals and interviews. Following this process, the Remuneration Committee selected FIT Remuneration Consultants. FIT Remuneration Consultants charge for their time given in providing a service to the Company and during 2023 the level of fees paid to remuneration advisors totalled £60,060 (2022: £44,759) and was charged on a time basis. This fee covered advice relating to disclosures in the 2022 Directors' Remuneration report, measurement of performance conditions associated with long-term incentive arrangements, preparation around a new Remuneration Policy including consultation with major shareholders and general remuneration advice including recruitment and retention packages. FIT Remuneration Consultants do not provide any other services to the Company. FIT Remuneration Consultants are a member of the Remuneration Consultants Group and operate under that Group's voluntary code of practice for remuneration consultants in the UK. The Committee is satisfied that the advice it received from FIT Remuneration Consultants during 2023 was objective and independent. The Company or any of its individual Directors has no other connection with FIT Remuneration Consultants other than as acting as the Committee's external remuneration advisor. The Committee also received advice and administrative support during 2023 from the Group Company Secretary and HR Director, Jon Bolton.

This Annual Remuneration report has been approved by the Remuneration Committee and signed on its behalf by:

Caroline Thomson

Remuneration Committee Chair
22 April 2024