



AOTI, INC

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

ADOPTED BY RESOLUTION OF THE BOARD ON 11 JUNE 2024

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AOTI, Inc

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. CONSTITUTION

The Committee was constituted at a full meeting of the board of directors of AOTI, Inc (“**Company**”) (“**Board**”) held on xx June 2024 in accordance with the articles of association of the Company.

2. DUTIES AND TERMS OF REFERENCE

- 2.1 The Committee shall determine and agree with the Board the remuneration of the Company’s chair (“**Chair**”), the executive directors, the Company Secretary (where employed by the Company) and those senior executives determined to be within the remit of the Committee, including pension rights, other benefits and any compensation payments. The remuneration of non-executive directors shall be a matter for the Board. No director or senior executive shall be involved in any decisions as to their own remuneration. The Committee shall recommend and monitor the level and structure of remuneration for senior management.
- 2.2 The Committee shall also determine and agree with the Board the framework and policy for remuneration. In doing this, the Committee shall take into account all factors which it deems necessary including relevant legal and regulatory requirements and the provisions and recommendations of relevant guidance. The objective of such policy shall be to attract, retain and motivate the executive management of the Company without paying more than necessary. The remuneration policy shall bear in mind the Company's appetite for risk and be aligned to the Company's long-term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and be designed to promote the long- term success of the Company.
- 2.3 When setting remuneration policy for directors, the Committee shall review and have regard to the pay and employment conditions across the Company, especially when determining salary increases.
- 2.4 The Committee shall review the ongoing appropriateness and relevance of the remuneration policy.
- 2.5 The Committee shall approve the design of, and determine targets for, any performance-related pay schemes operated by the Company and approve the awards and payments made under such schemes.
- 2.6 The Committee shall review the design of all share incentive plans for approval by the Board. For any such plans, it determines each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, Company Secretary (where the Company Secretary is employed by the Company) and other senior executives and the performance targets to be used.
- 2.7 The Committee shall determine the policy for, and scope of, pension arrangements for each executive director and other senior executives.
- 2.8 Within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive

as appropriate, the Committee shall determine the total individual remuneration package of the Chair, each executive director, the Company Secretary (where the Company Secretary is employed by the Company) and other senior executives including bonuses, incentive payments and share options or other share awards.

- 2.9 The Committee shall keep under review and make recommendations to the Board on wider share participation or option schemes for staff.
- 2.10 The Committee shall keep under review, make recommendations to the Board and monitor the Company's overall reward approach for its staff as a whole, including base pay, pension rights, other benefits and incentives to ensure that all staff are fairly rewarded for their individual contribution to the Company, having proper regard to the Company's circumstances and performance.
- 2.11 The Committee shall:
- (a) ensure that contractual terms on termination and any payments made are fair to the individual and the Company; that failure is not rewarded and the duty to mitigate loss is fully recognised;
 - (b) oversee any major changes in employee benefits structures throughout the Company; and
 - (c) agree the policy for authorising claims for expenses from the directors.
- 2.12 The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee.
- 2.13 The Committee shall obtain reliable, up-to-date information about remuneration in other companies of comparable scale. The Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary to help it fulfil its obligations within any budgetary restraints imposed by the Board.
- 2.14 The Committee shall consider such other matters as may be requested by the Board and work and liaise as necessary with all other board committees.

3. MEMBERSHIP

- 3.1 The Board shall, on the recommendation of the Nomination Committee, appoint the Committee chair who shall be an independent non-executive director. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.
- 3.2 The members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee and in consultation with the chair of the Committee. All of the members of the Committee should be independent non-executive directors. Appointments to the Committee shall be for periods of up to three years, which may be extended for no more than two additional three-year periods provided the members continue to be independent.
- 3.3 The Committee shall have at least two members. The Chair may also serve on the Committee as an additional member, but not as the chair the Committee, if he or she is considered

independent.

- 3.4 A quorum shall be any two members of the Committee, present in person or by audio or videoconference. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that any additional appointment must still be an independent non-executive director.

4. VOTING ARRANGEMENTS

- 4.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.
- 4.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.

5. ATTENDANCE AT MEETINGS

- 5.1 The Committee will meet at least twice a year. The Committee may meet at other times during the year as required.
- 5.2 Only members of the Committee have the right to attend Committee meetings, but other directors, staff members and external advisers may be invited to attend all or part of any meeting as and when appropriate.
- 5.3 The Company Secretary or his or her nominee shall be the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
- 5.4 Meetings of the Committee may be conducted when the members are physically present together or in the form of video or audio conference.

6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of the Committee members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

7. AUTHORITY

The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, legal or professional advice on any matter within its terms of reference. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to

co-operate with any request made by the Committee.

8. REPORTING

- 8.1 The proceedings and resolutions of the Committee meetings, including the names of those present and in attendance shall be minuted by the Company Secretary.
- 8.2 Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be circulated to all other members of the Board unless, in the opinion of the chair, it would be inappropriate to do so. The Committee chair shall report after each meeting to the Board on the Committee's proceedings on all matters within its duties and responsibilities.

9. GENERAL MATTERS

- 9.1 The chair of the Committee should make him or herself available at each Annual General Meeting of the Company to answer questions concerning the Committee's work.
- 9.2 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 9.3 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required and be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- 9.4 The Committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/non listed companies and formation and operation of share schemes as appropriate.
- 9.5 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.6 The Committee shall produce a suitable remuneration report to be included in the Company's annual report which complies with applicable laws and regulations, the AIM Rules and the minimum requirements of the Company's chosen corporate governance code. The Committee shall additionally consider recommendations for enhanced disclosures under the relevant corporate governance code and incorporate those where it considers it appropriate. If the Committee has appointed remuneration consultants, the annual report of the Company's remuneration policy should identify such consultants and state whether they have any other connection with the Company.
- 9.7 Through the Chair, ensure that the Company maintains contact as required with its principal shareholders or other stakeholders about remuneration.

Adopted by resolution of the Board of Directors of AOTI, Inc on 11 June 2024.