

TSB BANKING GROUP PLC (THE 'COMPANY')
BOARD REMUNERATION COMMITTEE
TERMS OF REFERENCE

In these Terms of Reference:

'**TSB**' means the Company together with its subsidiaries and subsidiary undertakings from time to time (as defined in the Companies Acts 2006).

'**Sabadell Group**' means Banco de Sabadell S.A. (the '**Parent**') together with its subsidiaries and subsidiary undertakings from time to time (as defined in the Companies Acts 2006).

1. Purpose:

1.1 The Board of Directors of the Company (the '**Board**') has established a Remuneration Committee (the '**Committee**'). The Committee is a sub-committee of the Board and has such powers as have been delegated to it.

1.2 The Committee should carry out the duties recorded in section 2 for TSB (including the Company and TSB Bank plc (the '**Bank**')) as appropriate.

1.3 The Committee is authorised by the Board to:

- 1.3.1 undertake any activity within its terms of reference;
- 1.3.2 seek any information that it requires from any employee or any external provider of services to TSB from time to time;
- 1.3.3 obtain, at TSB's expense, external legal or other professional advice on any matter within its terms of reference and to invite those persons to attend meetings of the Committee. Where the Committee engages remuneration consultants, it shall be exclusively responsible for establishing the selection criteria, selecting and appointing the consultants and setting the terms of reference of their work;
- 1.3.4 call any employee, director and/or representative of a service provider to be questioned at a meeting of the Committee, as and when required, and all employees and directors are directed to co-operate with any requests made by the Committee; and
- 1.3.5 delegate any of its powers to one or more of its members or the secretary, or a sub-committee, including one established solely for that purpose, whilst maintaining accountability. Any such instances of delegation shall be reported to the Board.

2. Responsibilities

2.1 The Committee is authorised by the Board to consider and recommend to the Board the framework of the remuneration policy of TSB (the '**Remuneration Policy**') and specifically to manage, consider and approve the remuneration arrangements of the Chairman, the Chief Executive Officer, the Company Secretary, each direct report to the Chief Executive Officer (excluding executive and personal assistants), and employees who are designated as Material Risk Takers under the PRA's Remuneration Code, or any other employee as determined by the Committee from time to time in accordance with the requirements of the Bank's regulators (all together the '**Designated Group**'). In undertaking these responsibilities, the Committee will take into consideration the requirements of the Sabadell Group Remuneration Policy. In doing so, the Committee will seek approval from the Parent's Remuneration Committee for any proposed changes to the Remuneration Policy that the Committee considers to be material and to draw the Board's attention to any such proposed changes.

2.2 Specifically, the Committee will undertake the following:

2.2.1 Formulate Overall Remuneration Policy

- 2.2.1.1 Have responsibility for setting the over-arching objectives, principles and parameters of remuneration and talent management policy across the Bank. This should be supported by robust processes which would, amongst other things, align to TSB's purpose and values, be clearly linked to the successful delivery of TSB's long-term strategy and sustainable performance, and consider the UK Corporate Governance Code's requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture¹.
- 2.2.1.2 In formulating the Remuneration Policy, the Committee will approve the compensation frameworks, reward, talent management and performance appraisal structures and exercise judgement in the application of the frameworks and policies.
- 2.2.1.3 This will include review and approval of the over-arching design and approach to measuring performance for any performance related remuneration schemes operated by TSB, including any all-employee share schemes.
- 2.2.1.4 The Committee will seek input from the Chief Risk Officer to ensure that the Remuneration Policy and its implementation reflect TSB's risk appetite and profile and takes into account current and emerging future risks.
- 2.2.1.5 Determine and approve the design of, eligibility for and performance measures and targets for any performance related pay schemes operated by TSB.
- 2.2.1.6 Review and approve over-arching design of pensions and other benefits.
- 2.2.1.7 Periodically review the general principles of the Remuneration Policy and its implementation, including compliance with the relevant requirements on remuneration of the PRA, FCA and EBA.
- 2.2.1.8 Oversee the process by which Material Risk Takers are identified.

2.2.2 Monitor Remuneration Policy

- 2.2.2.1 Regularly review the operation, appropriateness and effectiveness of the Remuneration Policy and compensation and talent frameworks that support it, as well as seeking periodic internal assurances that TSB's remuneration and talent processes and principles are being implemented in line with the Remuneration Policy.
- 2.2.2.2 This will include the annual review of a report from Internal Audit (Third Line of Defence), providing assurance that TSB's Remuneration Policy, procedures and practices continue to comply with UK and European regulatory requirements (including the dual-regulated firms Remuneration Code contained within the FCA Systems and Controls ('SYSC') Handbook rule SYSC19D, the Remuneration part of the Prudential Regulation Authority's Rulebook, and the European Banking Authority's Guidelines for Sound Remuneration Policies) and that the Policy aligns with Sabadell Group Remuneration Policy.
- 2.2.2.3 Review the budget for annual salary increases across the Bank.

¹ Code Provision 40 provides more information on the requirements

- 2.2.2.4 Review and approve the overall remuneration spend (fixed and variable) as a proportion of management profit including the determination of any relevant risk and or other discretionary adjustments (in line with an established framework). Ensure that evidence exists to demonstrate that awards have been adjusted where appropriate for risk.
- 2.2.2.5 Ensure collaboration as required with the Audit and Board Risk Committees and Risk and Finance Functions in relation to risk-adjusted performance measures and financial controls around such measures to confirm that the Remuneration Policy is in line with sound and effective risk management.
- 2.2.2.6 Review performance against the overriding framework for any performance related remuneration schemes operated by TSB.
- 2.2.2.7 The Committee will seek input from the Chief Risk Officer to ensure that awards reflect TSB's risk appetite and profile and take into account current and emerging future risks and any performance measures are appropriately risk adjusted.
- 2.2.2.8 The Committee will seek the input of the Chief Financial Officer to confirm the following: (a) that any variable pay takes account of the cost and quality of capital and the liquidity required and that payment takes into account the timing and likelihood of the receipt of potential future earnings included in current earnings;(b) that the calculations of the variable remuneration elements are based on appropriate measures of profit; (c) whether total variable remuneration levels will limit the ability of the Bank to strengthen its capital base; and (d) that there has been no change to the Bank's PRA proportionality level (currently level 2).
- 2.2.3 Determine and Approve Remuneration Arrangements for the Designated Group (in consultation with the Chairman and, where appropriate, the Chief Executive Officer)**
- 2.2.3.1 Determine and approve all remuneration aspects of contracts of employment (including salary, bonuses and performance-related payments, discretionary payments, pension contributions, benefits in kind and share options, share awards and their equivalents, and notice periods).
- 2.2.3.2 Determine and approve the terms and other commitments to be made on retirement, resignation or dismissal, with the aim of ensuring fairness, avoiding reward for failure and recognising the duty to mitigate loss.
- 2.2.3.3 Review and approve any payments or awards to be made upon recruitment.
- 2.2.3.4 Review and approve any salary increases and consider the individual pensions impact/costs of any increases.
- 2.2.3.5 Determine and approve the design, performance measures and associated targets for any performance related pay schemes operated by the Bank and subsequently review individuals' performance against these targets and agree any payments proposed. In both circumstances, the Committee will seek independent input from the Chief Risk Officer to ensure that awards reflect TSB's risk appetite and profile and takes into account current and emerging future risks. Review and approve any levels of individual ex-post risk adjustment.

- 2.2.3.6 To promote long-term shareholdings of Parent company shares by the Executive Directors that support alignment with long-term shareholder interest, keep under review the requirement to develop a policy for post-employment shareholding requirements for Executive Directors, encompassing both unvested and vested shares.
- 2.2.3.7 Review, approve and monitor talent management for the Designated Group. This will include the review and approval of individual objectives, with the exception of the Chairman whose objectives will be reviewed and approved by the Board.
- 2.2.3.8 Review and approve total remuneration outcomes.
- 2.2.3.9 In considering Designated Group remuneration, have regard to the remuneration trends and employment conditions across other employees in the Bank and in other relevant organisations. When taking decisions regarding remuneration, the Committee should take into account the long-term interests of the shareholder and other stakeholders of TSB.
- 2.2.3.10 TSB Material Risk Takers who are also designated as Group Material Risk Takers will also require approval by the Parent's Remuneration Committee. This includes their status as Group Material Risk Takers as well as their remuneration arrangements (including salary, bonuses and performance-related payments, discretionary payments, pension contributions, benefits in kind and share options, share awards and their equivalents, notice periods, as well as other terms of employment).
- 2.2.3.11 Review and approve proposals for the application of malus and clawback for TSB Material Risk Takers. Proposals for the application of malus and clawback for TSB Material Risk Takers who are designated as Group Material Risk Takers will also require approval by the Parent's Remuneration Committee.

2.2.4 Reporting Responsibilities

- 2.2.4.1 Ensure that provisions regarding disclosure of information as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) and the Capital Requirements Directive are fulfilled. In particular, the Committee shall approve any report on remuneration required to be included in the Annual Report of any TSB company.
- 2.2.4.2 Ensure that provisions regarding disclosure of Remuneration Policy and practices for employees who are designated as Material Risk Takers under the PRA's Remuneration Code as set out in the Capital Requirements Regulations, are fulfilled.
- 2.2.4.3 Ensure that TSB maintains regular contact as required with the Parent about remuneration, including but not limited to those matters that are reserved to the Parent (see Appendix A).
- 2.2.4.4 Approve the contents of the annual Remuneration Policy Statement for the PRA and, through the Committee chair, be available to meet with the PRA to discuss the Remuneration Policy and related issues, as required.

2.2.5 Miscellaneous Responsibilities

The Committee shall:

- 2.2.5.1 Have regard to, and receive periodic updates on developments relating to laws, regulations, any published guidelines or recommendations regarding the remuneration of directors and established and evolving best practice corporate governance standards including, where relevant, standards set by voluntary codes. This includes but is not limited to the relevant requirements on remuneration of the PRA, FCA and EBA, the provisions of the UK Corporate Governance Code, and the Disclosure and Transparency Rules and any other applicable rules, as appropriate.
- 2.2.5.2 Obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity.
- 2.2.5.3 Ensure that all payments to individuals within the Designated Group are made within the Remuneration Policy, but exercise independent judgement and discretion, taking into account Company and individual performance and wider circumstances when considering: i) any exceptions, provided such deviation is in line with the relevant regulatory guidance, or ii) recovering and/or withholding any sums or share awards, specifying why it is considered appropriate to do so.
- 2.2.5.4 Arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness, reporting to the Board thereon and recommending any changes it considers necessary to the Board for approval.

3 Membership and operation of the Committee

- 3.1 The Committee shall have at least three members, who shall be appointed by the Board on the recommendation of the Nomination Committee of the Board and in consultation with the chair of the Committee. All members of the Committee shall be Non-executive Directors. The Chair of the Board can be a member of the Committee, if he/she was independent upon appointment, but cannot chair the Committee.
- 3.2 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Committee.
- 3.3 The Board will appoint the chair of the Committee who will be an independent Non-executive Director. Before appointment as chair of the Committee, the appointee should have served on a remuneration committee for at least 12 months.
- 3.4 In the absence of the chair of the Committee, and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 3.5 The Company Secretary or his or her nominee shall act as 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 to be addressed by the Committee.
- 3.6 The quorum for the meeting will be any two members. No member of the Committee or chair of the Committee shall have a casting vote.

3.7 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee chair.

3.8 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-executive Directors, no later than four working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

3.9 Members may attend meetings via teleconference or videoconference if required. Decisions of the Committee may also be taken by way of a unanimous written resolution of Committee members. Such written resolution is adopted when all members of the Committee have signed one or more copies of it or otherwise indicated their agreement to it in writing (which may include by electronic mail).

4 Inputs

4.1 The Committee may invite any director, executive or other person to attend any meeting(s) of the Committee as it may consider desirable to assist the Committee in the attainment of its duties.

4.2 In particular, the Committee will be supported by HR, Legal, Risk and Finance, and will have access to whatever additional advice or support it requires in the discharge of its duties. This will include, but is not limited to:

4.2.1 access to the advice and services of the HR Director and HR team;

4.2.2 access to the advice and services of the Chief Risk Officer and the Risk teams;

4.2.3 access to the advice and services of the General Counsel and the Legal/Company Secretarial team;

4.2.4 access to the advice and services of the Chief Financial Officer and the Finance team;

4.2.5 advice and support of consultants appointed on behalf of the Committee; and

4.2.6 independent professional, technical and/or legal advice or other resources from outside the Bank as and when it considers this necessary, including, if considered necessary or appropriate, an independent review of individual packages for higher earners.

4.3 To assist the Committee in understanding the implications of risk in the discharge of its responsibilities, the Committee shall:

4.3.1 at least annually, receive reports from the Chief Risk Officer on the implications of the remuneration policy for risk and risk management;

4.3.2 invite the Chief Risk Officer to attend meetings as appropriate, specifically for the purpose of setting and reviewing performance against all variable remuneration awards for the Designated Group;

4.3.3 meet with the Chief Risk Officer as required without management being present to discuss matters of relevance to the Committee; and

- 4.3.4 invite the chairs of the Board Risk Committee and the Audit Committee (assuming such chairs are not already members of the Remuneration Committee) to attend Committee meetings as appropriate.
- 4.4 To assist the Committee in understanding the financial implications of the Remuneration Policy the Committee shall invite the Chief Financial Officer to attend meetings as appropriate specifically for the purpose of setting and reviewing performance targets for the Designated Group.
- 4.5 No person shall be involved in any decisions when matters concerning their own remuneration or fees are discussed.
- 4.6 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.

5 Outputs

- 5.1 The secretary of the Committee shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- 5.2 Draft minutes of the meeting will be distributed promptly to all Committee members. Once approved, minutes should be circulated to all other Board members unless, in the opinion of the Committee chair, a conflict of interest exists.
- 5.3 Final signed copies of the minutes of the meetings of the Committee should be maintained for the Company's records, in hard and soft copy where possible.
- 5.4 The Committee chair shall report formally to the Board on the Committee's proceedings.
- 5.5 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

6 Non Members/Other Attendees

- 6.1 Only members of the Committee have the right to attend Committee meetings. However, all other Non-executive Directors have an open invitation to attend meetings. Additionally, the Chief Executive Officer, HR Director, Chief Financial Officer, Chief Risk Officer, General Counsel and external advisors may be invited to attend all or part of the meeting as appropriate, together with other attendees at the discretion of the Committee chair. No person shall be involved in any decisions when matters concerning their own remuneration or fees are discussed.

7 Frequency of meetings

- 7.1 Meetings shall be held as circumstances require, but at least four times a year to enable responsibilities to be discharged.

Appendix A

Matters within the remit of the TSB Remuneration Committee requiring approval from Sabadell Group Remuneration Committee

- Any material changes to the TSB Remuneration Policy;
- Overall variable remuneration pools;
- List of TSB Material Risk Takers ('MRTs') who are also designated as Group MRTs;
- Remuneration arrangements (including base salary, bonuses and performance-related payments, discretionary payments, risk-adjustment (including but not limited to malus and clawback), pension contributions, benefits in kind and share options, share awards and their equivalents, notice periods, as well as other terms of employment) for TSB MRTs who are also designated as Group MRTs.