



## **Board Changes - Remuneration**

### Retirement of Nick Henry:

The Company announced that Nick Henry stepped down from the Board of the Company with effect from 1 October 2019. He will remain employed by the Company until 31 March 2020.

The following information is provided pursuant to section 430(2B) of the Companies Act 2006. The financial terms below have been agreed with Mr Henry in connection with his announced departure and are in line with the Company's Remuneration Policy which was approved by the shareholders at the 2018 AGM.

The following arrangements will apply in respect of Mr Henry's notice period:

- Mr Henry served notice of his intention to retire from the Company in December 2018.
- Mr Henry's notice period is 12 months, and he will continue to be employed by the Company throughout his notice period, during which time he will remain eligible for his salary of £492,000 per annum.
- Mr Henry will receive no payment in lieu of notice or any other termination payments.

Other terms agreed with Mr Henry are as follows:

- By agreement with the Board, Mr Henry will remain employed until 31 March 2020 in order to achieve a smooth and effective transition of responsibilities to the new Chief Executive Officer.
- During the additional period of employment from 31 December 2019 to 31 March 2020, Mr Henry will receive a total salary of £96,000.
- Mr Henry will remain eligible to receive an annual bonus in respect of the 2019 financial year, with amounts payable at the normal payment dates to the extent that the relevant performance conditions have been achieved.
- Mr Henry will be treated as a good leaver in respect of his existing awards under the Company's:
  - long term incentive plan (LTIP)<sup>1</sup> which will vest on their normal vesting dates, subject to performance conditions and time pro-rating to the date of cessation; and
  - deferred bonus share scheme (DBS)<sup>2</sup> which will vest in full on their normal vesting dates.

Information on the vesting of the LTIP and DBS awards will be disclosed in the relevant Directors' Remuneration Reports following vesting. Any awards which operate malus and clawback provisions under the relevant plan rules will continue to be subject to such provisions.

### Appointment of Eoghan O'Lionaird:

Eoghan O'Lionaird was appointed to the Board with effect from 1 September 2019 and became Chief Executive Officer with effect from 1 October 2019. Mr O'Lionaird will receive a basic salary of £530,000 per annum, a pension contribution of 7.5% of salary and benefit provision in line with the current shareholder approved Directors' Remuneration Policy. Mr O'Lionaird will be eligible for an annual bonus and LTIP awards from 2020 onwards on the normal cycle (he will not be eligible for any bonus or LTIP awards relating to the 2019 financial year).

In respect of amounts forfeited from leaving his previous employer, Mr O'Lionaird will receive the following one-off payments from the Company, the net of tax amount of which he will invest in the Company's shares to be held against the 200% of salary shareholding guideline:

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1. Mr Henry holds the following LTIP awards: 34,728 awards granted in 2017, 40,739 awards granted in 2018 and 31,872 awards granted in 2019.  
2. Mr Henry holds the following DBS awards: 7,984 awards granted in 2017, 5,259 awards granted in 2018 and 5,354 awards granted in 2019.

- £226,000 in lieu of his bonus and long term incentives forfeited from Spectris plc.
- £120,000 as compensation for the additional costs of moving his family from the Netherlands to the UK to take up the role at the Company.

The arrangements above are in line with the Company's Remuneration Policy which was approved by shareholders at the 2018 AGM and full details will be disclosed in the 2019 Directors' Remuneration Report. To the extent that any changes will be made to the Directors' Remuneration Policy at the 2020 Annual General Meeting, major shareholders and representative bodies will be consulted in due course.