



Board Changes – Remuneration

Fergus Graham

As announced on 20 March 2020, Fergus Graham stepped down as a director of James Fisher and Sons plc (the “Company”) and from his role as Marine Support Division - Director with effect from 19 March 2020.

In accordance with the terms of his service agreement, details of Mr Graham’s remuneration arrangements in respect of his departure are detailed below. This information is provided pursuant to section 430(2B) of the Companies Act 2006. The following arrangements are in line with the Company’s Remuneration Policy which was approved by the shareholders at the 2018 AGM:

- Mr Graham will receive his contractual entitlement to salary and benefits during a period of Garden Leave until an anticipated cessation of employment on 19 March 2021, subject to mitigation should he find alternative employment.
- Mr Graham will receive a cash payment of £47,918.75 in respect of his annual bonus for the year ended 31 December 2019 which will be payable at the normal payment date.
- In respect of outstanding share awards:
 - his 2018 deferred bonus awards will vest at the normal vesting date; and
 - unvested long-term incentive awards will vest at the normal vesting dates, subject to time pro-rating and performance conditions.to the extent the awards vest, dividend equivalents may be credited.
- The Company will pay up to £4,500 plus VAT in respect of legal fees and a payment capped at £30,000 in respect of outplacement support.

Full details of all payments and vesting of awards made to and receivable by Mr Graham will be disclosed in the Directors’ Remuneration Report within the Company’s Annual Report and Accounts for the year ending 31 December 2021, and subsequent years as appropriate.