

Remuneration Committee · Terms of Reference

Serica Energy plc (the **Company**)

1. Constitution

- 1.1** The board of directors of the Company (the **Board**) has established a committee of the Board known as the Remuneration Committee (the **Committee**) to assist the Board in fulfilling its responsibilities relating to the Company's remuneration and benefits policies and practices.
- 1.2** The meetings and proceedings of the Committee are governed by these Terms of Reference which were adopted by the Board on 13 October 2026.

2. Membership and attendance

- 2.1** The Committee shall comprise at least three members, all of whom shall be independent non-executive directors. The chair of the Board may also serve on the Committee as an additional member if they were considered independent on appointment as chair.
- 2.2** 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 (the **Committee Chair**). Appointments shall be for a period of up to three years, which may be extended for up to two further periods of three years each, provided members (other than the chair of the Board, if they are a member of the Committee) continue to be independent.
- 2.3** Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

3. Committee Chair

- 3.1** The Board shall appoint the Committee Chair who shall be an independent non-executive director who should have served on a remuneration committee for at least 12 months.
- 3.2** 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. The chair of the Board shall not be the Committee Chair.

4. Secretary

The Company Secretary or their nominee shall act as the secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues contained in them.

5. Quorum, venue and voting

- 5.1** The quorum necessary for the transaction of business shall be two members of the Committee.
- 5.2** 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.
- 5.3** The Committee may hold meetings where members are physically present together or may hold meetings by telephone or by using any other method of electronic communication whereby the

participants are able to communicate effectively with each other. Decisions of the Committee shall be made by majority vote. In the event of an equality of votes, the Committee Chair shall not have a second or casting vote.

- 5.4** The Committee may also take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Committee Chair. A resolution in writing, signed or otherwise agreed to (including by way of email) by all those members of the Committee for the time being entitled to receive notice of a committee meeting, who would have been entitled to vote on the resolution at a meeting of the Committee shall be as valid and effective for all purposes as a resolution passed at a meeting duly convened and held, and may consist of two or more copies in like form each signed or agreed to by one or more of such members of the Committee.

6. Frequency of meetings

The Committee shall meet at least three times a year, including part of one meeting without executive management present, and otherwise as required.

7. Notice of meetings

- 7.1** Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or, if they consider it necessary, any of its members.
- 7.2** Notices and supporting papers may be circulated electronically.
- 7.3** Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date (and dial-in details if appropriate), together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required or invited to attend as soon as practicable and in any event no later than five 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.
- 7.4** Shorter notice and/or late submission or circulation of supporting papers will be permitted at the discretion of the Committee Chair.

8. Minutes of meetings

- 8.1** The secretary of the Committee shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 8.2** The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 8.3** Draft minutes of Committee meetings shall be circulated to the Committee Chair and thereafter to all other members of the Committee. Once approved, minutes should be made available or otherwise circulated to all other members of the Board and the Company Secretary unless, in the opinion of the Committee Chair, it would be inappropriate to do so.

9. Engagement with shareholders and annual general meeting

- 9.1** The Committee Chair should attend the Company's annual general meeting (the **AGM**) to answer any shareholder questions on the Committee's activities.
- 9.2** If requested to do so by the chair of the Board, the Committee Chair should make a statement at the AGM on the activities of the Committee over the year. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

10. Duties

10.1 The Committee should carry out the duties detailed below for the Company, and, where deemed appropriate by the Committee, the Company's subsidiaries and the group as a whole.

10.2 Although the Committee may receive input and advice from internal management, external professional advisers and/or external remuneration consultants, the Committee should exercise independent judgement and discretion when carrying out its duties and authorising remuneration outcomes, having regard to their director's duties, taking account of company and individual performance and the Company's wider circumstances.

10.3 The Committee shall:

- a. Have delegated responsibility for determining the policy for directors' remuneration and setting remuneration for the chair of the Board and the Company's executive directors and executive leadership team, including the Company Secretary, in accordance with the Principles and Provisions of the UK Corporate Governance Code (the **Code**) and within the scope of the directors' remuneration policy as approved by the Company's shareholders.
- b. Establish remuneration schemes that promote long-term shareholding by executive directors that support alignment with long-term shareholder interests, taking into account the recommendations of the Code.
- c. Design remuneration policies and practices to support strategy and promote long-term sustainable success, with executive remuneration aligned to the Company's purpose and values, clearly linked to the successful delivery of the Company's long-term strategy, and that enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specified circumstances.
- d. Ensure that no director or member of senior management shall be involved in any decisions as to their own remuneration outcome.
- e. The Board itself or, where required by the Articles of Association, the shareholders should determine the remuneration of the non-executive directors within the limits set in the Articles of Association.
- f. In determining remuneration policy, take into account all other factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Code and associated guidance.
- g. Review the ongoing appropriateness and relevance of the remuneration policy.
- h. Within the terms of the agreed policy and in consultation with the chair of the Board and/or chief executive, as appropriate, determine the total individual remuneration package of each executive director and senior managers, including bonuses, incentive payments and share options or other share awards, bearing in mind the importance of the choice of a range of credible financial, non-financial and strategic measures to deliver long-term value.
- i. Review and determine the design of the Save As You Earn (SAYE) scheme. Review the design of all other share incentive plans (including "all employee" plans) for approval by the Board and, where required, shareholders. For all such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards for executive directors and senior managers, and the performance measures and targets to be used.
- j. Determine the policy for, and scope of, pension arrangements for each executive director, the Company Secretary and other designated senior employees.
- k. Ensure that the contractual terms on termination of executive directors, and any payments made, are fair to the individual and the Company, that poor performance is not rewarded and that the duty to mitigate loss is fully recognised.
- l. Ensure that remuneration schemes and policies for executive directors contain, where appropriate, malus and clawback provisions in prescribed circumstances, such as payments based on erroneous or misleading data, misconduct, misstatement of accounts, serious reputational damage and corporate failure.

- m. Establish and review, as the Committee considers necessary, key performance indicators, gender and other pay reporting metrics.
- n. Oversee any major changes in employee benefits structures throughout the Company and Group.
- o. Engage with the Company's workforce, its principal shareholders and proxy advisers on remuneration, as considered appropriate.
- p. Review workforce remuneration and related policies and take these into account when setting the policy for executive director remuneration.
- q. Have regard to the relevant provisions of the Companies Act 2006 (the **2006 Act**) including that the directors' remuneration policy required to be prepared under the 2006 Act be put to shareholders of the Company for approval at a general meeting at least once every three years and that the directors' remuneration report (other than the directors' remuneration policy) be put to shareholders for approval at a general meeting annually.
- r. Work and liaise as necessary with other board committees, ensuring the interaction between committees and with the Board is reviewed regularly.

11. Reporting responsibilities

- 11.1 The Committee Chair shall report to the Board after each meeting on the nature and content of its discussions, recommendations and actions to be taken, to the extent appropriate.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and adequate time should be made available for Board discussion where necessary.
- 11.3 The Committee shall provide a description of its work in the annual report in line with the requirements of the Code.
- 11.4 The Committee shall 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 from time to time) and the Code are fulfilled, and that a report on the directors' remuneration policy and practices is included in the Company's annual report and put to shareholders for approval at the AGM as necessary.
- 11.5 If the Committee has appointed remuneration consultants, the consultant should be identified in the annual report alongside a statement about any other connection it has with the Company or with individual directors.

12. Other matters

The Committee shall:

- 12.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- 12.2 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.
- 12.3 Give due consideration to all relevant laws and regulations (including the 2006 Act), the provisions of the Code and associated guidance, the requirements of the FCA's UK Listing Rules Sourcebook, Admission to Trading on a Regulated Market Sourcebook, Disclosure Guidance and Transparency Rules Sourcebook and any other applicable rules, as appropriate.
- 12.4 Ensure that a periodic review of the Committee's own performance is carried out.
- 12.5 At least annually, review its constitution and these Terms of Reference to ensure the Committee is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

13. Authority

- 13.1** The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.
- 13.2** The Committee is authorised by the Board to appoint, at the Company's expense (but within any budgetary constraints imposed by the Board), external remuneration consultants to advise the Committee. The Committee is exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants and evaluating their performance.
- 13.3** The Committee is authorised by the Board, at the Company's expense (but within any budgetary restraints imposed by the Board), to obtain, commission or purchase any reports, surveys or information which it deems necessary to assist it to fulfil its duties.
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