

REMUNERATION COMMITTEE TERMS OF REFERENCE

(Published 27 September 2018)

1. CONSTITUTION

The Remuneration Committee is constituted as a committee of the Board of CloudBuy plc who will determine its composition, duties and Terms of Reference.

2. MEMBERSHIP

2.1 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Remuneration Committee. The Committee shall be made up of at least 2 members, all of whom are non-executive directors.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Executive Directors and external advisers may be invited to attend for all or part of any meeting as and when appropriate.

2.3 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 at a time, provided the director still meets the criteria for membership of the Committee.

2.4 The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

3. SECRETARY

The company secretary or their nominee shall act as the secretary of the Committee.

4. QUORUM

The quorum necessary for the transaction of business shall be 2 members. 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. MEETINGS

The Committee shall meet at least once a year and otherwise as required.

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 its members, the Group Chairman or the Chief Executive.

6.2 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 three 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.

7. MINUTES OF MEETINGS

7.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board, unless it would be inappropriate to do so.

8. DUTIES

The Committee should carry out the duties below for CloudBuy plc, and the Group as a whole as appropriate.

The Committee shall:

8.1 determine and agree with the Board the framework or broad policy for the remuneration of the Executive Directors and the company secretary and such other members of the executive management as it is designated to consider. The remuneration of non- executive directors shall be a matter for the Chairman and the Executive members of the Board. No director or manager shall be involved in any decisions as to their own remuneration;

8.2 in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and associated guidance. The objective of such policy shall be to ensure that members of the executive management of the Group are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner rewarded for their individual contributions to the success of the Group;

8.3 when setting remuneration policy for Directors, review and have regard to the remuneration trends across the Group;

8.4 review the ongoing appropriateness and relevance of the remuneration policy;

8.5 within the terms of the agreed policy and in consultation with the Chairman of the Group and/or Chief Executive, as appropriate, determine the total individual remuneration package of the Chairman of the Group, each executive director, company secretary and other designated senior executives including bonuses, incentive payments and share options or other share awards;

8.6 in determining such packages and arrangements, give due regard to any relevant legal requirements, the AIM Rules and associated guidance;

8.7 obtain reliable, up to date information about remuneration in other companies. To help it fulfil its obligations the Committee if it deems a requirement, shall have full authority to appoint remuneration consultants and to commission or purchase reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the Board;

8.8 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;

8.9 approve the design of, and determine targets for, any performance related pay schemes operated by the Group and approve the total annual payments made under such schemes;

8.10 review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, company secretary and other senior executives and the performance targets to be used;

8.11 determine the policy for, and scope of, pension arrangements for each executive director and other designated senior executives;

8.12 ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Group, that failure is not rewarded and that the duty to mitigate loss is fully recognised;

8.13 oversee any major changes in employee benefits structures throughout the Company or Group;

8.14 agree the policy for authorising claims for expenses from the directors;

8.15 ensure that such provisions regarding disclosure of remuneration including pensions, as the Board deem appropriate are fulfilled.

9. REPORTING RESPONSIBILITIES

9.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. OTHER

The Committee shall:

10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;

10.2 give due consideration to laws and regulations and, in so far as they are required, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate;

10.3 The Committee shall, at least once a year, review its own performance, 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.

11. AUTHORITY

11.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Group in order to perform its duties.

11.2 In connection with its duties the Committee is authorised by the Board to obtain, at the Company's expense, any outside legal or other professional advice.