REMUNERATION COMMITTEE

TERMS OF REFERENCE

In this document, unless the context otherwise requires:

- *references to the Company are to Star Energy Group Plc;*
- *references to the Group are to the group of companies of which the Company is the parent company; and*
- *references to the Board are to the board of directors of the Company.*

1. DUTIES AND TERMS OF REFERENCE

1.1 The committee shall determine and agree with the Board the framework or broad policy for the remuneration of the chairperson of the Board and the executive directors including pension rights and compensation payments. The remuneration of non-executive directors shall be a matter for the Board or the shareholders (within the limits set in the articles of association). No director or senior manager shall be involved in any decisions as to their own remuneration. The Committee shall recommend and monitor the level and structure of remuneration for senior management (including their participation in any share scheme).

1.2 In determining such policy:

(a) The Committee shall take into account all factors which it deems necessary including relevant legal and regulatory requirements and the provisions and recommendations of relevant guidance.

(b) The objective of such policy shall be to attract, retain and motivate the directors and senior management of the Company through fair and attractive packages without paying more than necessary, as well as to support the delivery of the business objectives in the short, medium and long-term, having regard to the Company's business model, operations, strategic milestones and delivery timeframe, main value drivers, culture and key performance indicators. A key indicator of success of this responsibility is whether shareholders support the remuneration policy, as evidenced by supportive voting at general meetings.

(c) The remuneration policy shall bear in mind the Company's appetite for risk and encourage the executive directors to operate within the risk parameters set by the Board and endeavour to align executive pay to the Company's long term strategic goals. In exercising this responsibility, the Committee will (i) consider different options for performance indicators and determine those which are appropriate to the Company's current stage of development and business objectives; and (ii) develop challenging performance criteria to reward executive directors and senior management for growing and /or protecting shareholder value.

(d) A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and be designed to promote the long term success of the Company, aligning the interests of the executive directors with the interests of long-term shareholders. The remuneration report will clearly explain how remuneration policies support long-term growth in shareholder value. When setting remuneration policy for directors, the Committee shall review and have regard to the pay and employment conditions across the Company or Group, especially when determining salary increases.

1.3 The Committee shall review the ongoing appropriateness and relevance of the remuneration

policy.

1.4 The Committee shall approve the design of, and determine targets for, any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes.

1.5 The Committee shall review the Company's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

1.6 The Committee shall 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. Performance parameters of executive directors should be clearly disclosed in the remuneration report and include retrospective disclosure on the extent that previous targets were met, stating and reconciling the level of bonus earned for the prior year's performance, as well as the type and size of performance targets for the coming year. Annual bonuses should be capped at an appropriate level and threshold targets and maximum vesting targets should be suitably stretching. Where base salaries are high, annual bonuses should be paid in shares, except for cash needed to cover tax on the bonus. Where LTI awards are used, these should be equitybased and structured to reward long-term growth in sustainable shareholder value and should normally be phased so that a regular award policy is operated with annual awards granted after the Company's final results announcement each year. The Committee should apply and disclose stretching performance conditions for executive directors for all forms of LTI awards.

1.7 The Committee shall determine the policy for, and scope of, pension arrangements for each executive director and other senior executives.

1.8 Pension arrangements for directors and other benefits should be similar to other employees and any enhanced arrangements should be explained and justified in the remuneration report.

1.9 Within the terms of the agreed policy and in consultation with the chairperson of the Board and/or Chief Executive Officer, as appropriate, the Committee shall determine the total individual remuneration package of the chairperson of the Board, each executive director, company secretary and other senior executives including fixed and variable components, share ownership requirements, pensions and clawback.

1.10 The Committee shall:

(a) ensure that contractual terms on termination and any payments made are fair to the individual and the Company; that failure is not rewarded and the duty to mitigate loss is fully recognised. Liquidated damages clauses should be resisted and, generally, there should be no enhanced provisions on a change of control (unless the executive director has been recruited with the specific objective of eliciting a sale);

(b) oversee any major changes in employee benefits structures throughout the Company or Group; and

(c) agree the policy for authorising claims for expenses from the directors.

1.11 The Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee. Full disclosure of such appointments, fees, their services and how the Committee has determined the independence of a consultant (as satisfied against a strict test of independence), should be made in the remuneration report.

1.12 The Committee shall obtain reliable, up-to-date information about remuneration in other companies of comparable scale. The Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary to help it fulfil its obligations within any budgetary restraints imposed by the Board. However, the Committee recognises that the use of benchmarking within a sector or peer group shall be used with caution and that the Committee shall use judgement based on its assessment of the individual's experience and performance when setting actual pay levels.

1.13 The Committee shall consider such other matters as may be requested by the Board.

1.14 The Committee shall work with and liaise with the Nomination Committee (or Board, as appropriate) together with those senior managers of the Company responsible for risk, to have appropriate succession plans in place for all directors and senior managers. The Committee will otherwise work with and liaise with other Board committees as necessary.

2. MEMBERSHIP

2.1 The members of the Committee are currently Philip Jackson (as chairperson of the Committee) Aneliya Erdly and Kate Coppinger.

2.2 The Board shall appoint the chairperson of the Committee, following a recommendation of the Nomination Committee, who shall for a larger listed company be an independent non-executive director who has served on a remuneration committee for at least 12 months prior to appointment. In the absence of the chairperson of the Committee 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 chairperson of the Board shall not be chairperson of the Committee.

2.3 Changes to members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee and in consultation with the chairperson of the Committee. For so long as the Company is a smaller listed company and where possible, two of the members of the Committee should be independent non-executive directors, otherwise all members of the Committee should be independent non-executive directors. Appointments to the Committee shall be for periods of up to three years, which may be extended for no more than two additional three-year periods provided that members who were independent upon their appointment, continue to be independent.

2.4 The Committee shall have at least two members. The chairperson of the Board may also serve on the Committee as an additional member, but not the chair the Committee, if he or she was considered independent on appointment as chairperson of the Board.

2.5 The chairperson of the Committee and members shall be listed each year in the Company's annual report.

2.6 A quorum shall be any two members of the Committee. The members of the Committee can be varied at any time by a majority resolution of the existing members of the Committee save that

any additional appointment must still be an independent non-executive director.

2.7 Key responsibilities of the chairperson of the Committee include:

(a) setting agendas for meetings, chairing those meetings and ensuring the effective operation of the Committee;

(b) ensuring that comprehensive information is available in advance of meetings to enable informed decision making;

(c) ensuring that the Committee addresses all of the tasks delegated to it;

(d) ensuring that the decisions made about each individual director's remuneration package, including KPIs required for annual or long-term incentive schemes, are both clearly recorded and clearly communicated to individual directors in a timely manner;

(e) leading consultations with shareholders on remuneration policy when there is a proposed significant change in the Company's remuneration policy;

(f) communicating the work of the Committee through drafting the annual remuneration report; and

(g) answering questions on the annual remuneration report and about remuneration more generally at shareholder meetings. Accordingly, the chairperson of the Committee will make himself available at general meetings to answer such questions.

2.8 Key responsibilities of a Committee member include:

(a) Being independent and willing to justify the decisions of the Committee to executive directors and senior management;

(b) being willing and able to resist inappropriate demands from executive directors and senior management;

(c) always being willing to seek and take into consideration the views of shareholders;

(d) committing sufficient time to the role and be willing to develop the necessary skills and knowledge (including, for example, current market practice, taxation and legal requirements) to work as part of a small committee; and

(e) being prepared to seek external advice when necessary.

3. VOTING ARRANGEMENTS

3.1 Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee.

3.2 Each member of the Committee shall disclose to the Committee:

(a) any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or

(b) any potential conflict of interest arising from a cross-directorship.

3.3 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the

meeting.

3.4 Save where he has a personal interest, the chairperson of the Committee will have a casting vote.

4. ATTENDANCE AT MEETINGS

4.1 The Committee will meet at least twice a year. The Committee may meet at other times during the year as required for the Committee to discharge its duties. More frequent meetings may be required where, for example, the Company is consulting on a possible change to the remuneration arrangements and as the Company develops a forward-looking policy, particularly where shareholder approval is required for a relevant change.

4.2 Only members of the Committee have the right to attend Committee meeting but other non-members (including the Chief Executive Officer, Human Resources Director and committee advisers) may, as determined on a case-by-case basis by the Committee, be invited to attend all or part of any meeting as and when appropriate. The Committee shall require its secretary to attend Committee meetings.

4.3 The Committee shall appoint a secretary and that secretary (or his or her nominee) shall be 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. The secretary to the Committee shall not be an executive director of the Company.

4.4 Meetings of the Committee may be conducted when the members are physically present or in the form of either a video or audio conference.

5. NOTICE OF MEETINGS

5.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of the chairperson or any member of the Committee.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6. AUTHORITY

The Committee is authorised by the Board to examine any activity within its terms of reference and is authorised to obtain, at the Company's expense, legal or professional advice on any matter within its terms of reference. 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. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

7. REPORTING

The proceedings and resolutions of the Committee meetings, including the names of those present and in attendance shall be minuted by secretary to the Committee. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be circulated to all other members of the Board unless, in the opinion of the chairperson of the Committee, it would be inappropriate to do so. The chairperson of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8. GENERAL MATTERS

8.1 The Committee shall arrange for periodic reviews of its own performance and, at least once a year, review its 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. The terms of reference of the Committee shall be made available on the Company's website.

8.2 The Committee shall have access to sufficient resources in order to carry out its duties, including access to its secretary and legal advisors for assistance as required and be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members. New members of the Committee will familiarise themselves with:

(a) the business strategy and operations of the Company;

(b) the Committee's terms of reference;

(c) the Company's current remuneration policy and the extent of shareholder support for it (whether expressed through voting or otherwise);

(d) the particular roles of the directors and senior management in the Group;

(e) the key competitors of the Company;

(f) the current pay and bonus structures within the organisation, including:

a. pay levels, performance targets and any benchmarking;

b. the key terms of long-term incentives; and

c. benefits arrangements, pension schemes and similar benefits in kind;

d. employment and service contract terms (paying particular attention to reasonable notice periods and rights on cessation of office or employment); and

e. (v) shareholdings of directors and how these have changed over the years.

8.3 The Committee shall give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of directors of listed/non listed companies and formation and operation of share schemes as appropriate.

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

8.5 The Committee shall ensure that, to the extent legally required to do so (or if not legally required to adhere to the same, to the extent it deems appropriate for the Company) provisions regarding

disclosure of information, including pensions, as set out in the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) and the Quoted Companies Alliance Code, are fulfilled (so far as they are appropriate for the Company) and produce a report of the Company's remuneration policy and practices to be included in the Company's annual report and ensure each year that it is put to shareholders for an advisory vote at the Annual General Meeting.

8.6 The Committee shall ensure that the Company maintains contact as required with its principal shareholders about remuneration.

Last updated by a resolution of the Board on 20 November 2024