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(AMENDED 31 OCTOBER 2008 and 15 APRIL 2010)

PLANT HEALTH CARE PLC

**TERMS OF REFERENCE OF THE
REMUNERATION COMMITTEE**



**4th Floor, Clements House
14-18 Gresham Street
London, EC2V 7NN**

**Tel: 020 7509 6000
Fax: 020 7726 6191
Ref: 0208891.1**

**TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE (the
'Committee') OF THE BOARD OF DIRECTORS OF PLANT HEALTH CARE PLC
(the 'Board')**

1 Authority

- 1.1 The Committee has been established by resolution of the Board and is to be known as the Remuneration Committee.
- 1.2 The Committee is authorised to investigate and undertake any activity within its terms of reference. It is authorised to seek any information it requires from any employee or director and the Board shall direct all employees and directors to co-operate with any request made by the Committee.
- 1.3 If the Committee considers it necessary, it is authorised to obtain appropriate external advice (including independent remuneration consultants) to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise. The Company shall bear the cost of obtaining such advice or services. The Committee shall inform the Finance Director before incurring any such expense.

2 Committee Members

- 2.1 The members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than two members. The members of the committee shall consist exclusively of non-executive directors of the Company. The members of the Committee should have no personal financial interest in the matters to be reviewed and determined (other than as shareholders), no potential conflict of interest as a result of cross directorships, and no day to day involvement in the running of the Company. The initial members shall be Albert Fischer, Robert Chanson, Thomas Isler and Samuel Wauchope.
- 2.2 The Chairman of the Committee shall be appointed by the Board and shall be a non-executive director. The Board shall decide the Chairman's period of office. The initial Chairman shall be Thomas Isler. In the absence of the Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.3 If a member is unable to act for any reason, the chairman of the Committee may appoint another non-executive director as an additional member.
- 2.4 The Company Secretary shall be Secretary to the Committee.

3 Meetings

- 3.1 The quorum for any meeting of the Committee shall be two.
[As amended 15 April 2010]

- 3.2 The Committee shall meet at least twice in each year, at such times and locations as may be agreed by the members. Any member of the Committee may at any time convene a meeting of the Committee.
- 3.3 Any other member of the Board shall have the right to attend (but not to vote at) any meeting of the Committee (subject as provided in 3.4 below).
- 3.4 The Committee may invite any person it thinks appropriate to attend any of its meetings. At least once in each year, the Committee shall meet with the Company's auditors without the presence of any executive director or employee.

4 Purpose

The purpose of the committee is:

- 4.1 to determine the Board's Remuneration Policy and ensure that the senior executive (which shall comprise the plc executive directors and senior executives reporting directly to the CEO, and others as defined by the Committee, and, in order to retain their independence, the Company Secretary) are fairly rewarded for their individual contributions to the overall performance of the Company; [As amended 31 October 2008]
- 4.2 to determine all elements of the remuneration of the senior executives;
- 4.3 to demonstrate to the Company's shareholders that the remuneration of the executive directors is set by a Board committee whose members have no personal interest in the outcome of the committee's decisions and who will have appropriate regard to the interests of the shareholders;
- 4.4 to assess the remuneration paid by other UK companies listed on the Alternative Investment Market of the London Stock Exchange ('AIM') of a similar size in any comparable industry sector and to assess whether changes to the senior executives' remuneration is appropriate for the purpose of making their remuneration competitive or otherwise comparable with the remuneration paid by such companies;
- 4.5 to approve all aspects of and grants of awards under the Group's option schemes; and
- 4.6 to be aware of all Group policies on pay and benefits and advise on major changes in employee benefit structures throughout the Group.

5 Duties

The duties of the Committee shall be:

- 5.1 to consider the basic salaries paid to the senior executives and any recommendations made by the managing director for changes to their basic salaries;

- 5.2 to consider any bonuses to be paid to the senior executives and, in respect of any element of remuneration which is performance related, to formulate suitable performance related criteria and monitor their operation, and to consider any recommendations of the managing director regarding bonuses or performance related remuneration;
- 5.3 to advise on and determine all performance-related formulae relevant to the remuneration of the senior executives and to consider their eligibility for annual bonuses and benefits under long term incentive schemes;
- 5.4 to oversee and review all aspects of any share option scheme operated by or to be established by the Company, including but not limited to (subject always to the scheme rules and any applicable UK Listing Authority, London Stock Exchange, AIM, or legal requirements):
 - 5.4.1 the selection of the eligible directors and other employees to whom options should be granted;
 - 5.4.2 the timing of any grant;
 - 5.4.3 the numbers of shares over which options are to be granted;
 - 5.4.4 the exercise price at which options are to be granted; and
 - 5.4.5 the imposition of any objective condition which must be complied with before any option may be exercised;
- 5.5 to have regard in the performance of the Committee's duties to any published guidelines or recommendations regarding the remuneration of directors of listed companies or the formation and operation of share options schemes (in particular the guidelines published by the Association of British Insurers and National Association of Pension Funds) which the Committee considers relevant or appropriate;
- 5.6 to consider and make recommendations to the Board about the public disclosure of information about the executive directors' remuneration packages and structures in addition to those required by law or by the UK Listing Authority, London Stock Exchange, or AIM;
- 5.7 to consider other benefits granted to the senior executives and any recommendations of the managing director for changes in those benefits;
- 5.8 to consider and make recommendations in respect of the pension arrangements applicable to the senior executives;
- 5.9 to consider and make recommendations in respect of the terms of the service contracts of the senior executives, any proposed changes to those contracts and any termination or severance payments or other termination or severance terms; and

5.10 to consider other matters relating to the remuneration of or terms of employment applicable to the senior executives that may be referred to the Committee by the Board; and

5.11 to agree a policy for authorising claims for expenses from the CEO and Chairman.

6 Exclusions

The terms of reference of the Remuneration Committee do not encompass decisions to employ or dismiss executive directors. The Remuneration Committee does not have responsibilities for nominations to the Board which shall remain a matter reserved for the Board as a whole..

7 Reporting

7.1 Before each meeting of the Committee it shall circulate the agenda to all members of the Board and the Company's auditors and, after each meeting, shall in a timely manner circulate the minutes of that meeting to all members of the Board.

7.2 The Chairman of the Committee (or another member of the Committee nominated by the Chairman) shall attend the Company's Annual General Meeting to answer any questions which shareholders may raise in connection with the Remuneration Policy

7.3 The Committee shall conduct a review, at least once every three years, of their work and these terms of reference and make any recommendations for change to the Board..

8 Minutes

8.1 The Committee shall circulate the minutes of each meeting of the Committee to all members of the Board.

8.2 The Committee shall be entitled to keep confidential from members of the Board extracts of the minutes of any meeting of the Committee to the extent that the Committee resolves that those extracts are of a sensitive nature and should remain confidential.