

Carillion plc

MINUTES OF A MEETING OF THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

Held at 25 Maddox St., London W1

On

Sunday 9 July 2017 at 3.45 pm

Present: Mrs. A. Horner Chairman
Mr. A. Dougal
Baroness Morgan of Huyton

Mr. R.F. Tapp Secretary

In Attendance: Mr. P.N. Green
Mrs. J. Dawson

1.0 Remuneration of Interim Chief Executive

A report had been circulated proposing the remuneration of Mr Cochrane as Interim Chief Executive.

After discussion the following proposal was approved:

- Base salary of £750,000 per annum paid monthly under PAYE
- Notice period of 12 months. Due to the interim nature of the role, the Committee agreed it would exercise its discretion regarding the amount payable when the role ended based on tenure and performance
- Accommodation to be provided in London either directly or via an appropriate allowance.

The proposal was confirmed to be compliant with the remuneration policy.

2.0 Termination Arrangements of Chief Operating Officer

The Committee considered the proposed arrangements for Mr Howson in his role as Chief Operating Officer. After discussion it was agreed that Mr Howson would retain his current salary, allowances and termination arrangements of twelve months' notice.

It was further agreed that his bonus arrangements of 100% of salary would be retained in line with other senior Managing Directors. Any future participation in the LEAP arrangements would be limited to 100% of salary rather than 150%.

3.0 Salary Review for Senior Team

The Secretary and Mrs Dawson left the meeting for the consideration of the relevant Senior Team matters.

It was proposed that in the light of the very considerable burden likely to fall on certain roles it was proposed that the Committee should consider ensuring that salaries were very competitive for those roles. The increases considered and approved were:

4.0 Retention Arrangements

Details of the proposed retention arrangements for the Senior Management Team had been circulated and were approved.

12 months' base salary retention payment due at the 30th June 2018 subject to performance criteria and not having resigned prior to that date:

6 months' base salary retention payment on the same terms

The Committee gave its authorisation for similar arrangements to be put in place for if required at the discretion of the Chief Executive.

5.0 Date of Next Meeting

The next meeting would be confirmed in due course.

Chairman