

Cronin Group Plc
Remuneration Committee - Terms of Reference
(Approved by the Board on 8/3/2016)

1. Constitution

The Committee has been established by resolution of the Board and is to be known as the Remuneration Committee.

2. Membership

2.1 The members of the Remuneration 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 Remuneration Committee shall be independent, non-executive directors of the Company. A quorum shall be two members present and voting on the matter for decision.

2.2 The Board shall appoint the chairman of the Remuneration Committee.

2.3 The Company Secretary may act as the secretary of the Committee.

3. Frequency of Meetings

Meetings shall be held at such times as the Committee deems appropriate and in any event shall not be held less than once a year. The chairman of the Company may request a meeting if he or she reasonably considers that one is necessary.

4. Authority

4.1 The Remuneration Committee is authorized by the Board at the expense of the Company to investigate any matter within its term of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by the Remuneration Committee.

4.2 The Remuneration Committee is authorized by the Board at the expense of the Company to obtain outside professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. It is envisaged that in obtaining outside advice the Committee will act with the knowledge and approval of the Chairman and Chief Executive of the Company.

5. Purpose

The purpose of the Remuneration Committee is:

5.1 to ensure that members of the executive management of the company 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 Company;

5.2 to demonstrate to the shareholders of the Company that the remuneration of the executive directors of the Company and such other members of the executive management as it is designated to consider ("the Executives") is set by a committee of the Board whose members have no personal interest in the

outcome of the decisions of the Remuneration Committee and who will have due regard to the interests of shareholders.

6. Duties

The Remuneration Committee shall be responsible for all elements of the remuneration of the Executives and the duties of the Remuneration Committee shall be:

6.1 to determine and agree with the Board the framework or broad policy for the remuneration of the Executives;

6.2 when setting remuneration policy for the Executives, review and have regard to the remuneration trends across the company or group.

6.3 to review the on-going appropriateness and relevance of the remuneration policy

6.4 to consider the basic salary paid to the Executives and any recommendations made by the Chief Executive of the Company for changes to that basic salary;

6.5 to consider any bonuses to be paid to the Executives and, in respect of any element of remuneration of an Executive which is performance-related, to formulate suitable performance-related criteria and monitor their operation, and to consider any recommendations of the Chief Executive of the Company regarding bonuses or performance-related remuneration;

6.6 to advise on and determine all performance-related formulae relevant to the remuneration of the Executives and to consider the eligibility of directors for annual bonuses and benefits under long-term incentive schemes;

6.7 to decide upon all aspects of share option schemes operated by the Company, including but not limited to (subject always to the rules of the schemes and any applicable legal and Stock Exchange requirements):

the selection of those eligible directors and employees of the group to whom options should be granted;

the timing of any grant;

the numbers of shares over which options are to be granted;

the exercise price at which options are to be granted; and

the imposition of any objective condition which must be complied with before any option can be exercised.

6.8 to have regard, in the performance of its duties to all factors which it deems necessary including relevant legal and regulatory requirements, published guidelines or recommendations regarding the remuneration of directors of quoted companies and the formation and operation of share option schemes

6.9 to consider and make recommendations to the directors of the company concerning disclosure of the detail of remuneration packages and structures;

6.10 to consider other benefits granted to the Executives and any recommendation of the Chairman for changes in those benefits;

6.11 to consider the pension arrangements applicable to the Executives;

6.12 to consider and make recommendations in respect of any other terms of the service contracts of the Executives and any proposed changes to these contracts;

6.13 to ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded

and that the duty to mitigate loss is fully recognised;

6.14 to consider other matters relating to the remuneration of or terms of employment applicable to the Executives and referred to the Remuneration Committee by the Board;

6.15 oversee any major changes in employee benefits structures throughout the company or group; and

6.16 to assist the Board in drafting an annual report of the Company's remuneration policy which will form part of the Company's annual report and accounts.

7. Exclusions

The terms of reference of the Remuneration Committee do not encompass decisions to employ or dismiss Executives. The Remuneration Committee does not have responsibility for nominations to the Board.

8. Shareholders

The Chairman of the Remuneration Committee shall be available at the Annual General Meeting to answer questions regarding remuneration policy and practice. More generally, he or she should ensure that the company maintains contact if required with principal shareholders about remuneration in the same way as for other matters.

9. Proceedings

9.1 Unless varied by these terms of reference, meetings and proceedings of the Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of directors..

9.2 Except under exceptional circumstances, at least 48 hours' notice will be given of a meeting of the Committee. Such notice will include the agenda and any supporting papers.