

URALS ENERGY PUBLIC COMPANY LIMITED

TERMS OF REFERENCE - REMUNERATION COMMITTEE

1. Membership

- 1.1. Members of the Remuneration Committee (the “Committee”) shall be appointed by the board of directors (the “board”) on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee (other than the initial Remuneration Committee which shall be appointed by the board). The Committee shall be made up of at least 3 members, at least one of whom shall be an independent non-executive director if the board has designated any independent non-executive directors. For avoidance of doubt, the Chairman of the board may be a member of the Committee.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the board, Chief Executive, other directors, officers, advisers and their representatives may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for an unlimited number of terms, provided at least one member of the Committee is independent if the board has designated any independent non-executive directors.
- 1.4. The board shall appoint the Committee Chairman. 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. The Chairman of the board may be Chairman of the Committee.

2. Secretary

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

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be 3 members at least one of whom shall be an independent non-executive director if the board has designated any independent non-executive directors. 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. At any such meeting, decisions will be made by a majority of votes of the members present, and in the case of an equality of votes, the Committee Chairman will have a second or casting vote.

Exhibit B-1

4. Meetings

4.1. The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

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 its members.

5.2. 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, if the board has designated any non-executive directors, no later than 5 working days before the date of the meeting.

6. Minutes of Meetings

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

7. Annual General Meeting

7.1. The Chairman of the Committee shall attend the Annual General Meeting (“AGM”) prepared to respond to any shareholder questions on the Committee’s activities.

8. Duties

8.1. The Committee shall:

- (a) determine and agree with the board on the framework or broad policy for the remuneration of the company’s Chief Executive, Chairman, the executive directors and such other members of the executive management as it is designated to consider. The remuneration of any non-executive directors shall be a matter for the Chairman of the board and the executive members of the board. No director or manager shall be directly involved in any decisions as to their own remuneration;
- (b) in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be 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;
- (c) review the ongoing appropriateness and relevance of the remuneration policy;

- (d) 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;
- (e) 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 and other senior executives and the performance targets to be used;
- (f) determine the policy for, and scope of, pension arrangements for each executive director and other senior executives;
- (g) 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;
- (h) within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive as appropriate, determine the total individual remuneration package of each executive director and other senior executives including bonuses, incentive payments and share options or other share awards;
- (i) in determining such packages and arrangements, give due regard to any relevant legal requirements;
- (j) review and note annually the remuneration trends across the company, group or industry;
- (k) oversee any major changes in employee benefits structures throughout the company or group; and
- (l) agree on the policy for authorising claims for expenses from the Chief Executive and Chairman and such other members of the executive management.

9. Reporting Responsibilities

- 9.1. 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

- 10.1. 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 to the board any changes it considers necessary for its approval.

11. Authority

- 11.1. The Committee is authorised by the board to seek any information it requires from any employee of the company 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.