

**IMPAX ENVIRONMENTAL MARKETS PLC**  
**Remuneration Committee**

**Terms of reference**

**SCOPE**

These terms of reference are issued to the Remuneration Committee.

**MEMBERSHIP**

The Committee will comprise all the independent directors of the Board.

The Board shall appoint the Committee Chairman. The Chairman currently appointed is William Rickett.

**SECRETARY**

The Company Secretary of the Company is the Secretary of the Committee.

**MEETINGS AND ATTENDANCE**

The Committee will meet at least once each year.

The quorum at the meetings shall be two members of the Committee.

**AUTHORITY**

The members of the Committee are authorised to seek any information that they require from the Manager or Company Secretary and to obtain advice from the Company's external auditors, professional advisers or otherwise and to take independent professional advice and to request the Manager or Company Secretary, at the expense of the Company, to attend meetings of the Committee in order to obtain such information or advice.

**DUTIES**

- To review the fees payable to the Board of Directors