

Anglo Pacific Group plc

Terms of reference of the Remuneration Committee

The committee will:

- Make recommendations to, and reach consensus with, the full board on the company's framework of executive remuneration and its cost
- Determine remuneration packages for each of the executive directors including pension rights and any compensation payments and contractual terms
- Be entitled to procure information from both internal and external sources relating to executive remuneration and benefits
- Ensure that senior remuneration policies facilitate the employment and motivation of top quality personnel.

Membership and Appointment

The Committee shall consist of not less than three directors appointed by the Board, all of whom shall be independent non-executive directors. The Chairman will be appointed by the Board. In the absence of the Chairman or an Appointed Deputy, the Committee shall elect one of the members present to chair the meeting. The Company Secretary or its nominee shall be Secretary of the Committee.