

## **3DM Worldwide plc (the “Company”)**

### **The Remuneration Committee**

#### **Terms of Reference**

- 1 There shall be a Committee of the Board of Directors to be known as “the Remuneration Committee”.
- 2 Each members of the Remuneration Committee shall be a Director of the Company. A quorum shall be two members. For the purposes of the Remuneration Committee, the Chairman of the Board of Directors of the Company (the “Company Chairman”) shall be deemed as independent.
- 3 The Board of Directors will nominate one member of the Remuneration Committee to act as Chairman of the Remuneration Committee. The Company Chairman shall not act as chairman of the Remuneration Committee.
- 4 Appointments to the Remuneration Committee shall be for a period of up to three years, which may be extended for two further periods, provided the Director remains independent.
- 5 The Company Secretary or such other person as the Remunerations Committee shall nominate for the purpose shall be the secretary of the Remunerations Committee and shall keep appropriate minutes of its proceedings which shall be circulated to all members of the Board of Directors, unless a conflict of interest exists.
- 6 Although not a member of the Remunerations Committee, on occasion and for matters not related to himself, the Chief Executive of the Company and its subsidiaries (the “Group”) may be invited to attend the Remuneration Committee and, in any event, shall be consulted by the Remuneration Committee on proposals relating to the remuneration of other Executive Directors.
- 7 Committee meetings shall be held not less than once a year.
- 8 Meetings of the Remunerations Committee shall be summoned by the secretary of the Remunerations Committee at the request of any of its members.
- 9 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 Remuneration Committee, any persons required to attend and all (if any) other Non-Executive Directors, no later than 5 working days from the date of the meeting. Supporting papers shall be sent to Committee members and other attendees as appropriate, at the same time.
- 10 The Chairman of the Remuneration Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Remuneration Committee’s activities.
- 11 The Remuneration Committee shall be authorised to take such external advice as it shall consider appropriate to determine the remuneration, terms of service and incentives of the Executive Directors and such other members of the senior executive management of the Group as it is designated to consider.

- 12 The Remuneration Committee shall have no authority in relation to the remuneration of the Non-Executive Directors.
- 13 The duties of the Remuneration Committee shall be:
- (a) to determine and agree with the Board of Directors or broad policy for the remuneration of the Company's Chairman, Chief Executive and other Executive Directors and such other members of the senior executive management of the Group as it designated to consider, including pension rights and any compensation payments. The remuneration of Non-Executive Directors shall be a matter for the executive members of the Board of Directors. No Director shall be involved in any decision as to his or her own remuneration;
  - (b) in determining such policy, to take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the senior executive management of the Group are provide 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) to review the ongoing appropriateness and relevance of the remuneration policy;
  - (d) to 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) to review the design of all incentive plans adopted by any member of the Group for approval by the Board of Directors and, if applicable, shareholders and, for any such plans, to determine each year whether awards will be made and, if so, the overall amount of such awards, the individual awards to Executive Directors and, if applicable, other senior executives of the Group and performance targets to be used;
  - (f) to determine the policy for, and scope of, pension arrangements for each Executive Director and other senior executives of the Group;
  - (g) 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 full recognised;
  - (h) within the terms of the agreed policy and in consultation with the Chief Executive Officer of the Group as appropriate, determine the total individual remuneration package of the Directors of the Group and other senior executive management of the Group including bonuses, incentive payments and share options or other share awards;
  - (i) in determining such packages and arrangements, to give due regard to any relevant legal requirement and provisions and recommendations in the Combined Code and the AIM Rules and associated guidance;
  - (j) to oversee any major changes in employee benefits structures throughout the Group;
  - (k) to agree the policy for authorising claims for expenses from the Chief Executive Officer of the Group and other Executive Directors;

- (l) to ensure that all provisions regarding disclosure of remuneration, including pensions, as set out in the Director's Remuneration Report Regulations 2002 and the Combined Code are fulfilled; and
  - (m) to be exclusively responsible for establishing the selection criteria, and for selecting, appointing and setting the terms of reference for, any remuneration consultants who advise the Remuneration Committee and to obtain reliable, up-to-date information about remuneration in other companies. The Remuneration Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.
- 14 The Chairman of the Committee shall report formally to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities.
- 15 The Remuneration Committee shall make whatever recommendations to the Board of Directors it deems appropriate on any area within its remit where action or improvement is needed.
- 16 The Remuneration 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 any changes it considers necessary to the Board of Directors for approval.
- 17 The Nominations Committee is authorised by the Board of Directors to seek any information it requires from any employee of the Company in order to perform its duties.
- 18 In connection with its duties the Remuneration Committee is authorised by the Board of Directors to obtain, at the Company's expense, any outside legal or other professional advice.

In these Terms of Reference, "Combined Code" shall mean the corporate governance code (July 2003) issued by the Financial Reporting Council, and amended, revised or superseded from time to time and the Corporate Governance Guidelines for AIM Companies published by Quoted Companies Alliance from time to time.