

## Remuneration Report

### Directors' Remuneration Policy

The Directors' Remuneration Policy set out on the following pages will be subject to a binding vote of shareowners at the AGM to be held on 4 June 2025 and will formally apply from that date. Once approved, it will replace the Policy approved by shareowners at the AGM held on 16 June 2022 and will continue to apply until no later than the AGM in 2028. Payments to Directors and payments for loss of office can only be made if they are consistent with the terms of the approved Remuneration Policy. The Committee will be required to seek shareowner approval if it wishes to make a payment to a Director which is not envisaged by the approved Policy.

The Policy was approved by the Nomination and Remuneration Committee following a review of the existing Policy and taking into account developments since 2022. Working with its external adviser, Korn Ferry, the Committee considered the ongoing appropriateness of the existing Policy in the context of the scale and complexity of the Company and the markets in which it operates, the level of share ownership among the Executive Directors, developments in corporate governance and the expectations of institutional investors. The Committee reflected on the views of key internal stakeholders and also sought feedback from major shareowners and the leading proxy advisory bodies before finalising the details of the Policy. As a fully independent Committee, conflicts of interest were minimised and no individual was responsible for determining his or her own remuneration.

### Key changes to the Remuneration Policy

In general, the new Policy is not fundamentally different to that approved by shareowners in 2022. In addition to annual salary, and a cash bonus scheme, the Employee Share Ownership Plan remains an integral part of the Policy as the plan under which equity awards will be made to Executive Directors. The main changes to the Policy approved in 2022 are as follows:

- The maximum bonus opportunity will increase to 150% of basic salary. The Company will continue to use performance measures which are linked to the immediate strategic priorities of the business, with targets which are appropriately stretching, taking into account the higher reward opportunity. This 150% limit is being added at this stage for flexibility only: the annual bonus limit for the Executive Chairman and the Group CFO will remain at 100% of salary for 2025.

- The introduction of a requirement that any bonus in excess of 100% of salary must be deferred into shares for two years for any Executive Director who has not met his or her shareholding requirement.
- In relation to the Employee Share Ownership Plan, the clarification that awards of up to 250% of basic salary can be granted in exceptional circumstances, with the normal limit being 200%. The new Policy also clarifies that these limits apply to performance share awards, with a similar fair value applied if other kinds of awards are granted.
- The removal of the statement that basic salaries are typically set at below-market rates. This wording is a legacy of S<sup>4</sup>Capital's creation, when many of the Executive Directors in place at the time had large shareholdings and, as a result, deliberately below-market salaries were set.
- The inclusion of new wording on malus and clawback to comply with the provisions of the 2024 UK Corporate Governance Code, against which S<sup>4</sup>Capital will report with effect from the financial year beginning 1 January 2025.
- In addition, a number of minor changes to the wording of the Policy have been made in the interests of clarification.

The Policy provides the Committee with the ability to exercise discretion in certain circumstances. This is explained in the relevant sections of the Policy table and in the sections below the table.

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### Policy table for Executive Directors

The table below sets out the core components of the remuneration package for Executive Directors and explains the purpose of each element and how it furthers the strategy of the Group. The table also summarises the operation of each element and its performance conditions (where relevant), the maximum reward opportunity and the relevant performance metrics.

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance assessment
<b>Base salary</b>	A fixed element of the Executive Directors' remuneration, intended to provide a base level of income.	Salary is reviewed annually and otherwise by exception. Takes into account the role performed by the individual and information on the rates of pay for similar jobs in companies of comparable size and complexity.	Annual increases will ordinarily be in line with awards to other people within the Group. Consistent with other roles within the Group, other specific adjustments may be made to take account of any changes to individual circumstances, such as an increase in scope and responsibility, an individual's development and performance in the role and any realignment following changes in market levels.	An individual's performance is one of the considerations in determining the level of annual increase in salary.
<b>Benefits</b>	A fixed element of the Executive Directors' remuneration, intended to provide a market-competitive benefits package.	Benefits such as insurance, fully-expensed transportation, private medical insurance and life assurance may be paid to the Executive Directors in line with market practice.	Benefits are set at a level which the Nomination and Remuneration Committee considers to be commensurate with the role and comparable with those provided in companies of a similar size and complexity.	n/a
<b>Pension</b>	A fixed and standard element of the Executive Directors' remuneration to support retirement.	Takes into account the role performed by the individual, the level of pension provided to the wider workforce, and the legal requirements in the country of appointment. Payment may be made into a Company pension scheme, private pension plans or paid as cash in lieu.	The maximum level of pension contribution is aligned with the rate payable to the majority of the workforce or the legal requirements in the Executive Directors' country of appointment.	n/a
<b>Annual Bonus Scheme</b>	The annual bonus scheme is intended to reward Executive Directors for their achievements and the performance of the Group in the financial year.	<p>Following the end of each financial year, the Nomination and Remuneration Committee reviews actual performance against the objectives set under the scheme and determines awards accordingly.</p> <p>Awards are normally paid in cash but the Nomination and Remuneration Committee has discretion to determine if a proportion of the bonus should be invested in shares. Where a Director has not met his or her shareholding guidelines, any bonus over 100% of basic salary will be deferred into shares and subject to a minimum two-year holding period.</p> <p>At the discretion of the Committee, for certain leavers, a pro-rata annual bonus may become payable at the normal payment date for the period of employment and based on full-year performance.</p>	<p>Maximum 150% of basic salary.</p> <p>The Nomination and Remuneration Committee has discretion regarding the amount payable for achieving a minimum level of performance.</p>	<p>The targets against which annual performance is judged are determined annually by the Nomination and Remuneration Committee. Annual performance may be assessed against a combination of financial, operational, strategic and personal goals, typically with a majority weighting on financial goals.</p> <p>Malus and clawback provisions apply to payments under the annual bonus scheme. For more details see page 87.</p>

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Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance assessment
<b>Incentive Share Scheme</b>	The Incentive Shares and Options are intended to motivate the Executive Directors who are invited to subscribe for them to contribute towards the long-term development of the Group.	The Nomination and Remuneration Committee reviews the development of the Group against the terms of the scheme, as described on page 96.	In aggregate, for all holders of Incentive Shares and Options, 15% of the growth in value of S <sup>4</sup> Capital 2 Limited, as described on page 96.	A compound annual growth rate of 6% since the foundational investment into S <sup>4</sup> Capital 2 Limited, as described on page 96.
<b>Employee Share Ownership Plan ('ESOP')</b>	Motivate and incentivise employees and Executive Directors to contribute to the long-term development of the Group.  As set out overleaf, Executive Directors may become eligible to participate in other long-term incentive arrangements if deemed appropriate.	Awards over shares which vest subject to the satisfaction of performance. The vesting period will be up to four years.  Awards can be structured as options (with or without an exercise price) or conditional share awards.	For Executive Directors, 200% of salary per annum (or 250% in exceptional circumstances) for performance share awards. If other types of award are made, these would have a similar equivalent fair value.  The Nomination and Remuneration Committee has discretion regarding the amount which may vest for achieving a minimum level of performance.  This threshold vesting level will vary depending on the awards that are granted under the ESOP.	Performance conditions will be linked to key strategic priorities or other targets identified at the time of grant. Normally there will be a majority or exclusive weighting on financial targets (which may include targets linked to share price).  Malus and clawback provisions apply to these awards.
<b>Share Ownership Guidelines</b>	Requires the Executive Directors to hold a minimum level of shares both during and after the period of their employment.	Executive Directors are encouraged to build up and then subsequently hold a minimum level of shareholding as soon as reasonably practicable following appointment with the expectation that this will normally be within five years of appointment.  Executive Directors are also required to maintain a minimum level of shareholding for a period of two years following the cessation of their employment.	The minimum shareholding which should be built up by an Executive Director is a holding equivalent in value to 200% of their basic salary.  Executive Directors must also maintain a shareholding for a minimum period of two years following the cessation of their employment of the lower of (1) the in-employment shareholding requirement of 200% of salary and (2) the individual's actual shareholding at the time of their departure.	n/a

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### Performance conditions

The performance conditions chosen for the annual bonus scheme and for equity incentives awarded under the ESOP are intended to align to the key strategic priorities of the Group. The financial metrics which apply to the bonus scheme are currently based on net revenue, EBITDA and cash conversion, these being important measures used by the Board and by management to assess performance. The bonus scheme also uses non-financial metrics which are linked to specific short-term strategic priorities. For ESOP awards, different measures have been used depending on the nature of the award. Specific bonus targets are set based on an assessment of expected levels of performance over the period covered by the incentive.

For the Annual Bonus Scheme and the ESOP, the performance conditions may change for future financial years in light of any change to the Company's circumstances and any other relevant matter.

The growth condition applying to the Incentive Shares was chosen to reflect a suitable baseline of performance above which the participants can share in the growth of the Company over the period since it was established in 2018.

### Malus and clawback

The Annual Bonus Scheme includes malus and clawback provisions which may be invoked by the Nomination and Remuneration Committee at its discretion within the two-year period following the payment of any bonus in the following circumstances:

- a material misstatement of the financial results of the Company;
- the identification of an error in the calculation of the grant or determination of a performance target;
- action or conduct which amounts to fraud or gross misconduct or other circumstances which would have warranted summary dismissal;
- a material failure of risk management;
- circumstances which have a significant impact on the reputation of the Group; and/or
- the insolvency of the Group.

The equity incentives granted to certain Executive Directors under the Employee Share Ownership Plan are subject to similar malus and clawback provisions. Furthermore, the Committee intends that similar provisions will be applied to any new long-term incentive scheme put in place during the lifetime of the Remuneration Policy.

The two-year clawback period is viewed as appropriate as it provides a suitable defined timeframe for the Group to detect and identify any circumstance which would merit the clawback provisions being invoked.

Due to the long-term nature of the rewards offered by the Incentive Share scheme, which only allows the owners of the Incentive Shares to receive benefits under the scheme once shareowners have experienced significant growth in the value of their investment, there are no malus and clawback arrangements in respect of awards under this scheme. Awards are, however, subject to leaver provisions intended to motivate holders to remain with the Group over the long term (up to 14 years), subject to extension.

### Nomination and Remuneration Committee discretion

The Nomination and Remuneration Committee will operate the incentive schemes in accordance with the relevant scheme rules. Consistent with standard market practice, the Committee has certain discretions regarding the operation and administration of these schemes, including as to:

- participants;
- timing of grants or awards;
- size of awards;
- determination of how far performance metrics have been met;
- treatment of leavers or arrangements on a change of control; and
- adjustments of targets and/or measures if required following a specific event (e.g. material acquisition or disposal).

Any use of these discretions would be explained in the annual report on remuneration for the relevant year.

In addition, and in accordance with good practice, the Committee has the discretion to adjust the formulaic outcome of the annual bonus scheme and equity awards granted to Executive Directors to reflect overall business performance over the vesting period. A similar discretionary override would be put in place for any new long-term incentive arrangement put in place during the lifetime of the Remuneration Policy.

### Additional long-term incentive arrangements

Under this Remuneration Policy, the Committee has the flexibility to agree additional long-term incentive arrangements for Executive Directors during the lifetime of the Policy. This reflects the fast-moving nature of the business environment and the potential need to react quickly to changing circumstances without needing formal shareowner approval for an amendment to the Policy. Any new scheme would be aligned to the Company's medium and long-term strategy and would include appropriate performance metrics linked to the financial performance of the Company (unless the Committee determines that other targets are appropriate).

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If any new long-term incentive plan is established, the limit on the size of individual awards would be a grant over shares worth up to 200% of base salary each year if granted as performance shares (with flexibility to increase to 250% of basic salary in exceptional circumstances). If other types of awards are made, these would have a similar equivalent fair value. Such awards would vest over a period of up to four years, subject to the satisfaction of performance targets as noted.

### Recruitment

When hiring a new Executive Director, the Committee will use the Remuneration Policy as the initial basis for formulating the individual's package. To facilitate the hiring of candidates of the appropriate calibre to implement the Group's strategy, the Committee may include any other remuneration component or award not explicitly referred to in this Remuneration Policy (or a higher award opportunity than that set out in the Remuneration Policy table) sufficient to attract the right candidate. Any long-term incentive award granted to a new appointee would be up to a maximum of 250% of basic salary per annum whilst any annual bonus award would have a maximum opportunity of 150% of basic salary.

Awards outside the above policy would only be made (i) if they are considered a necessary part of an acquisition which involves a new Director joining the Board and/or (ii) to buy out awards being foregone by the incoming Executive Director, with the value of these buyout awards reflecting the value of the awards foregone. It is the Committee's intention that any buyout award would reflect the same delivery vehicle, performance and vesting horizon of the awards foregone. Where the recruitment requires the individual to relocate, appropriate relocation costs may be offered.

In determining the appropriate remuneration, the Committee will take into consideration all relevant factors, including the quantum and nature of the remuneration, to ensure the arrangements are in the best interests of the Company and its shareowners.

### Contracts of service

The Company's policy is to offer contracts of employment that attract, motivate and retain skilled people who are incentivised to deliver the Company's strategy.

The Executive Directors have service agreements with the Company but are remunerated pursuant to agreements concluded with other entities in the Group. A summary of the agreements pursuant to which the Executive Directors are remunerated is set out as follows.

The service agreements are available for inspection at the Company's registered office.

Director	Date of appointment	Date of contract	Notice period (months)
Sir Martin Sorrell	28 September 2018 <sup>1</sup>	24 June 2018	12
Mary Basterfield	3 January 2022 <sup>2</sup>	14 November 2021	12

#### Notes:

1. Sir Martin has acted as a Director of S<sup>4</sup>Capital 2 Limited since its foundation on 23 May 2018, which is the effective date of the start of his employment pursuant to his service agreement.
2. Date of appointment as a Director. Joined the Company on 13 December 2021. On 9 January 2025 it was announced that Mary Basterfield would be stepping down from the Board.

### Policy on payments for loss of office

The service agreements for the Executive Directors allow for lawful termination of employment by making a payment in lieu of notice or by making phased payments over any remaining unexpired period of notice. There is no automatic or contractual right to annual bonus payments. At the discretion of the Committee, for certain leavers, a pro-rata annual bonus may be payable at the normal payment date for the period of employment and based on full year performance. Should the Committee decide to make a payment in such circumstances, the rationale would be fully disclosed in the annual Remuneration Report.

The equity incentives awarded to Executive Directors under the Employee Share Ownership Plan include customary leaver provisions. In certain specific 'good leaver' circumstances (death, illness or disability, the business for which the individual works no longer being part of the Group, or any other reason determined by the Committee), the Committee may determine that awards which have not vested at the date of cessation shall continue and be available for vesting on the normal vesting date. The extent of vesting would depend upon the satisfaction of the relevant performance conditions. The award would also be subject to a pro-rata reduction to reflect the number of completed days in the period between the grant date and the date of cessation as a proportion of the total number of days in the vesting period. The Committee has the discretion to disapply this time pro-rating if deemed appropriate. If the Committee deems the individual to be a 'bad leaver', then any unvested award would lapse immediately on the date of cessation.

In the event of a change of control or winding up of the Company, the Committee has the discretion to determine that the performance conditions would continue to apply, and that the number of shares which vest would be subject to prorating to reflect the number of completed days between the grant date and the date of the corporate event.

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The Committee reserves the right to make additional liquidated damages payments outside the terms of the Directors' service contracts where such payments are made in good faith in order to discharge an existing legal obligation, or by way of damages for breach of such an obligation, or by way of settlement or compromise of any claim arising in connection with the termination of a Director's office or employment.

### Legacy arrangements and other payments

The Committee reserves the right to make amendments to the Remuneration Policy for minor administrative matters in exceptional circumstances. The Committee would only use this right where it believes this would be in the best interests of the Company and when it would be disproportionate to seek the specific approval of shareowners at a general meeting.

### Outside appointments

The Company recognises that Executive Directors may be invited to become non-executive directors of other companies and that this can help broaden their skills and experience. Subject to Board approval, Executive Directors are permitted to take on other non-executive positions with other for-profit companies and to retain their fees in respect of such a position.

### Statement of consideration of employment conditions elsewhere in the Group

The Group operates in fast-moving sectors across multiple jurisdictions. Pay levels and structures for people across the organisation are designed to be competitive and to reflect the dynamics in specific markets. Performance-related pay is a significant part of the remuneration of many employees, with annual cash incentives and equity awards used as appropriate to ensure suitably competitive compensation packages. The Committee regularly considers matters relating to compensation across the organisation and takes this into account when making decisions on the Directors' Remuneration Policy. Although certain elements of remuneration arrangements for the Executive Directors (such as the Incentive Share Scheme) differ from those available to other employees, the Committee is satisfied that there is sufficient alignment between the Directors and other employees. There is a focus on performance across all levels of the business. For example, Group financial and non-financial performance (which determines bonus payments to the Executive Directors) is taken into account when awarding bonuses to employees across the Group. Among other things the Committee compares the level of bonus outcome for the Directors with awards for others across the business to consider alignment and fairness.

The Group's people were not directly consulted in setting the Directors' Remuneration Policy. However, the Committee regularly considers matters relating to compensation across the organisation and takes this into account when making decisions in respect of the Policy.

### Consideration of shareowner views

The Committee considers it extremely important to maintain open and transparent communication with the Company's shareowners. The views of shareowners are received through various avenues, such as at the AGM, during meetings with investors and through other contact during the year. These views are considered by the Committee and help to inform the development of the overall Remuneration Policy.

In early 2025 the Committee Chair wrote to major shareowners and the leading proxy voting agencies to seek their feedback on the shape of the Policy and the proposed changes to the Policy to be approved at this year's AGM. The comments received were considered by the Committee and taken into account when finalising this Policy.

### Illustrations of the application of the Remuneration Policy

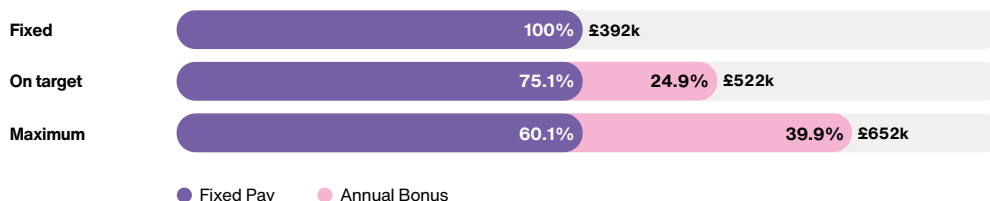
The charts below show an indication of the level of remuneration that each Executive Director could receive in the current financial year under the terms of the Remuneration Policy. The charts show the level of remuneration based on three levels of remuneration:

- **Minimum:** remuneration which is not subject to the satisfaction of performance conditions, i.e. basic salary, taxable benefits and pension contributions.
- **Target:** fixed remuneration plus a 50% payout under the annual bonus scheme and, in the case of the Group Chief Financial Officer, her equity grant under the ESOP.
- **Maximum:** fixed remuneration plus a 100% payout under the annual bonus scheme and, in the case of the Group Chief Financial Officer, her equity grant under the ESOP. The maximum scenario includes an additional element to represent 50% share price growth on the Group Chief Financial Officer's equity grant.

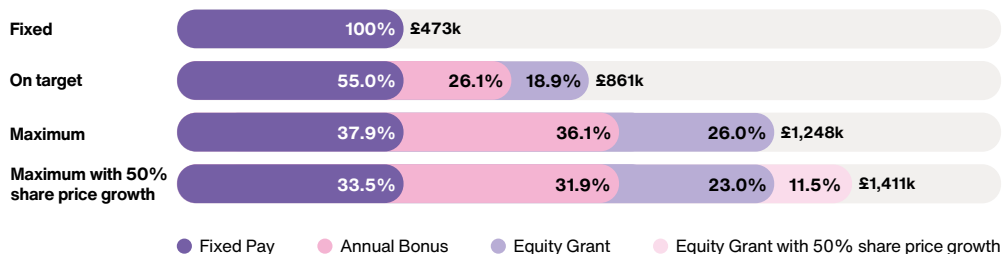
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The chart for the Executive Chairman does not include an amount in respect of the Incentive Share scheme as the absence of a monetary cap on the value of the ultimate rewards means that it is not possible to accurately forecast potential payouts. The chart for the Group Chief Financial Officer recognises that half of her equity award is granted as market-value share options, which have a lower value than performance shares. The charts do not include amounts in respect of other long-term incentive awards as no decisions about the nature and scope of such awards have been made as at the date of finalisation of this report.

### DRR Scenario Sir Martin Sorrell



### DRR Scenario Mary Basterfield



## Letters of appointment

The terms of appointment of the Non-Executive Directors are set out in their respective letters of appointment. Appointment as a Non-Executive Director is subject to a three-month notice period. The Group has no obligation to make termination payments if a Non-Executive Director is not re-elected as a Director at an AGM.

The appointment of Rupert Faure Walker is governed by his appointment letter with S<sup>4</sup> Limited, which remained in place following the completion of the Company's acquisition of S<sup>4</sup>Capital 2 Limited on 28 September 2018.

Director	Date of appointment	Date of letter of appointment	Notice period (months)
Rupert Faure Walker	28 September 2018	12 March 2021 <sup>1</sup>	3
Sue Prevezer	14 November 2018	3 November 2018	3
Daniel Pinto	24 December 2018	4 December 2018	3
Elizabeth Buchanan	12 July 2019	11 June 2019	3
Margaret Ma Connolly	10 December 2019	6 December 2019	3
Miles Young	1 July 2020	30 June 2020	3
Colin Day	2 August 2022	2 August 2022	3

### Note:

1. A new letter of appointment was signed with Rupert Faure Walker on this date, superseding those dated 24 June 2018 and 10 September 2018.

## Policy table for the Non-Executive Directors

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance assessment
<b>Fees</b>	To attract and retain Non-Executive Directors with adequate experience and knowledge.	The fees of the Non-Executive Directors are determined by the Board based upon comparable market levels and time commitment. The Non-Executive Directors do not participate in any performance-related incentive arrangements, nor do they have any entitlement to benefits or pension contributions. Directors may be paid additional amounts for services such as acting as the Senior Independent Director or as a Committee Chair.	The maximum fees payable are subject to an aggregate annual limit as set out in the Articles of Association which is currently £500,000.	n/a

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### **Recruitment of new Non-Executive Directors**

Any new Non-Executive Director appointed during the period covered by this Remuneration Policy will have their remuneration set in line with the provisions of the Policy table.