

Cornish Metals plc

Terms of Reference

for the Remuneration Committee

Adopted at a meeting of the Board held on 15 December 2025

Cornish Metals plc (the “Company”)

Terms of reference for the Remuneration Committee

1. Constitution

The committee has been established by resolution of the board of directors of the Company (the “Board”) and is to be known as the Remuneration Committee (the “Committee”).

2. Membership

2.1 The members of the Committee shall be appointed by the Board from amongst the non-executive directors of the Company, on the recommendation of the Company’s nomination committee (if one is in place), and in consultation with the Chair of the Committee, and shall consist of not less than three members. A majority of the members of the Committee shall be independent non-executive directors of the Company.

2.2 The Chair of the Committee shall be appointed by the Board and shall not be the Chair of the Board.

2.3 Each member of the Committee shall disclose to the Committee:

(a) any personal, financial or other interest in any matter to be decided or discussed by the Committee; and/or

(b) any potential conflict of interest arising from a cross-directorship or otherwise; and

any such member shall abstain from voting on resolutions of the Committee in relation to which such interest exists and from participating in the discussions concerning such resolutions and (if so required by the Board) shall resign from the Committee or absent himself from all or part of the meeting of the Committee in question.

2.4 Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

2.5 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee. Any member of the Committee can be removed at any time from that role by resolution of the Board.

2.6 Membership of the Committee shall be noted in the annual directors’ report of the Company.

3. Chair of the Committee

3.1 The Chair of the Committee is responsible for the operation and effectiveness of the Committee.

3.2 The key responsibilities of the Chair of the Committee shall include:

(a) managing the logistics of meetings (with the help of the Secretary of the Committee), including setting agendas for Committee meetings, chairing those meetings and ensuring the effective operation of the Committee;

- (b) ensuring that comprehensive information is available in advance of meetings to enable informed decision making;
- (c) ensuring that the Committee addresses all the tasks delegated to it;
- (d) ensuring that the decisions made about the remuneration package of individual executive directors and other key employees of the Company and its subsidiaries (the “**Group**”) as the Committee is designated to consider (together, “**Executives**”), including KPIs and other targets required for annual or long-term incentive schemes, are both clearly recorded and clearly communicated to individual Executives in a timely manner;
- (e) leading any consultations deemed appropriate or required with shareholders on the Company’s remuneration policy to take into consideration their views, in particular when there is a proposed significant change to the policy;
- (f) being prepared to justify the decisions of the Committee to Executives;
- (g) communicating the work of the Committee through drafting the annual remuneration report; and
- (h) answering questions on the annual remuneration report and about remuneration more generally at shareholder meetings.

3.3 The Chair of the Committee shall set and manage the Committee's agenda. The agenda should allow the Committee to have an independent, objective discussion and debate, without the presence of management, at least once per year.

3.4 The Chair of the Committee shall ensure that all relevant information and opinions are brought to the attention of the Committee members, so that they can formulate an accurate assessment of the matters under consideration, and so that appropriate items may be placed on to the agenda of the Board.

3.5 The Chair of the Committee shall have considered, in advance of each Committee meeting, the different possible outcomes of the matters that will be under discussion and the possible further action that may be required.

4. **Attendance at Meetings**

4.1 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chair of the Board (where not a member of the Committee), the Chief Executive Officer, any other member of the Board, the Chief Financial Officer, the head of human resources and professional advisers may be invited to attend for all or part of any meeting as and when appropriate, but such persons shall have no right of attendance.

4.2 No member of the Board shall participate at a meeting of the Committee (or during the relevant part) at which any part of his remuneration (including his share awards) is being discussed or participate in any recommendation or decision concerning his remuneration (including his share awards).

5. **Secretary of the Committee**

5.1 The Company Secretary shall be the Secretary of the Committee.

- 5.2 In the absence of the Company Secretary, the members present at the meeting of the Committee shall elect another person as the Secretary of the Committee.
- 5.3 The Secretary of the Committee shall assist the Chair of the Committee to determine the agenda for meetings to ensure that the Committee can effectively discharge its responsibilities.
- 5.4 The Secretary of the Committee shall ensure that the Committee receives all relevant information relating to the matters to be considered by it in a timely manner.

6. **Proceedings at Meetings**

- 6.1 A quorum for a meeting of the Committee shall be two members. 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.
- 6.2 Members of the Committee may attend meetings of the Committee either in person, by telephone or through other means of electronic communication, provided all participating Committee members can hear each other.
- 6.3 Should any member of the Committee wish to attend a meeting by telephone or through other means of electronic communication, prior arrangements shall be made with the Secretary of the Committee.
- 6.4 Subject as provided in paragraphs 2.3 and 4.2 above, each member of the Committee shall have one vote. In the event of an equality of votes, the Chair of the Committee shall have a second or casting vote (again subject as provided in paragraphs 2.3 and 4.2 above). In the absence of the Chair of the Committee or any appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

7. **Frequency of Meetings**

Meetings shall be held not less than twice a year and at such other times as the Chair of the Committee shall require. Further meetings may be required if the Company is consulting on a possible change to the Group's remuneration arrangements and as the Company develops or amends a remuneration policy, particularly if it is decided to seek shareholder approval of the policy.

8. **Notice of Meetings**

- 8.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- 8.2 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 by the Secretary of the Committee to each member of the Committee and any other person required to attend, no later than five working days (which notice may be waived by any director) before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.
- 8.3 The Secretary of the Committee will be responsible for ensuring that supporting papers are only accessible to the relevant meeting attendees and are circulated in a manner compliant with the Group's data protection policies.

9. **Minutes of Meetings**

- 9.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. The minutes of each meeting shall clearly state the decisions that were made about each individual Executive's remuneration and any overarching decisions which affect all Executives.
- 9.2 If the Committee is designated to consider the remuneration of the Company Secretary, the Chair of the Committee (or a designated member of the HR team) shall minute the proceedings and resolutions of the Committee meeting at which such remuneration is considered.
- 9.3 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee (and, if they were not present at the meeting, the Company Secretary). Once approved, minutes should be circulated to all members of the Board (and, if they were not present at the meeting, the Company Secretary) unless, exceptionally, it would be inappropriate to do so.
- 9.4 The Secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

10. **Engagement with Shareholders**

The Chair of the Committee shall attend the annual general meeting of the Company and be available to respond to any shareholder questions on the Committee's activities. In addition, the Chair of the Committee should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

11. **Authority**

- 11.1 The Committee is authorised by the Board to investigate and undertake any matter within its terms of reference. It is authorised to seek any information it properly requires from any director, employee or professional adviser and all directors, employees and professional advisers are directed to co-operate with any requests made by the Committee.
- 11.2 The Committee is authorised and responsible for the appointment and selection of professional advisers to the Committee, including their specific terms of reference within agreed financial limits. Full disclosure of such appointments, fees and their services should be made in the remuneration report. All advisers, whether acting as remuneration consultants or otherwise, should satisfy a strict test of independence and where relevant pay attention to the provisions of the Financial Reporting Council's Revised Ethical Standard 2019. The Committee shall consider appointing advisers that follow professional codes of conduct such as that of the Remuneration Consultants Group.
- 11.3 The Committee is authorised to delegate its duties, provided that the Committee will take the lead in making all decisions on remuneration policy and this must not be handed over to advisers.
- 11.4 The Committee is authorised by the Company to access the records of the Group and such information as is necessary to fulfil its duties.
- 11.5 The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other independent professional advice on any matters within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The cost of obtaining such advice or services shall be within such limits as may be authorised by the Board from time to time.

12. **Purpose**

The purpose of the Committee is to:

- (a) ensure that the Executives are fairly rewarded for their individual contribution to the overall performance of the Group; and
- (b) demonstrate to the shareholders of the Company that the remuneration of the Executives are set by a committee of the Board whose members have no personal interest in the outcome of the decisions of the Committee and who will have due regard to the interests of shareholders of the Company.

13. **Overarching Objectives, Responsibilities and Duties**

13.1 The Committee has the overarching objectives and responsibilities and shall carry out the duties detailed below for the Company, its subsidiaries and the Group as a whole, as appropriate.

13.2 The overarching objectives of the Committee are:

- (a) to develop remuneration packages which are aligned with the Company's strategy and culture (whilst giving consideration to the wider workforce) and support the delivery of the Group's business objectives in the short, medium and long-term;
- (b) establish pay structures which are simple and easy to understand and align the interests of the Executives with the long-term interests of shareholders by encouraging Executives to hold a meaningful shareholding in the Company and to take account of the wider stakeholders of the Company;
- (c) set targets for rewards and incentives that appropriately reflect business performance;
- (d) ensure remuneration packages support the right behaviours and decisions and encourage Executives to operate within the risk parameters set by the Board;
- (e) to ensure that the Group can recruit and retain high quality Executives through fair and attractive, but not excessive, remuneration packages; and
- (f) to communicate with the shareholders and wider stakeholders of the Company through the annual report on remuneration.

13.3 The Committee has responsibility to determine:

- (a) the overall policy on remuneration, including appropriate pay levels for each Executive;
- (b) the composition and structure of remuneration packages, including fixed and variable components and any share ownership requirements for the Executives;
- (c) the performance periods, measures and targets for variable incentive schemes for the Executives and for long-term incentive plans for the employees of the Group; and
- (d) malus and clawback and equivalent arrangements which may be required in certain circumstances, such as impropriety of any Executives.

13.4 The duties of the Committee are:

- (a) to determine and agree with the Board the policy for the remuneration of the Chief Executive Officer, the Chief Financial Officer, the Chief Development Officer, the Chair of the Board (if executive) and other Executives which is aligned with the Company's purpose, strategy and culture, as well as its stage of development. No Executive shall be involved in any decisions as to their 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 Executives 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 Group;
- (c) to review the ongoing appropriateness and relevance of the remuneration policy in detail at least once every three years to ensure its ongoing relevance in the context of: (1) the Company's development, evolving business practices and performance; (2) regulatory changes; (3) any views of major shareholders; (4) developments in market practice; and (5) the profile of the Executives (including stage in career and ownership interest);
- (d) to provide the packages needed to attract, retain and motivate Executives of the quality required (but avoid paying more than is necessary for this purpose) and to co-ordinate closely with the Company's nomination committee (if one is in place) in relation to the remuneration to be offered to any new Executive;
- (e) within the terms of the agreed remuneration policy and in consultation with the Chair of the Board and/or the Chief Executive Officer as appropriate, to have delegated responsibility to determine the total individual remuneration package of each Executive including bonuses, incentive payments and long-term incentive awards;
- (f) within the terms of the agreed remuneration policy to determine the design of all performance related pay, annual bonus, discretionary pay and benefits in kind plans for the Executives. For any such plans, to have delegated authority to determine each year whether awards will be made and to which Executives and, if so, the overall amount and timing of such awards, the awards for the individual Executives and the KPIs and other targets and the other conditions to be used;
- (g) within the terms of the agreed remuneration policy to determine the design of all long-term incentive plans for the employees of the Group, or the adoption of new replacement long-term incentive plans, for approval by the Board and, where required, shareholders, weighing the different kinds of long-term incentive schemes against each other. For any such plans, to have delegated authority to determine each year whether awards will be made and to which employees of the Group and, if so, the overall amount and timing of such awards, the individual awards for the employees of the Group and the exercise price, the KPIs and other targets and the other conditions to be used;
- (h) to have delegated authority to approve any amendments to be made to the rules of the long-term incentive plans of the Group (except where such amendments require shareholder (and therefore also Board) approval);
- (i) to consider where to position the Company relative to other companies and to be aware what comparable companies are paying, taking account of relative performance and using such comparisons with caution;

- (j) to be sensitive to the wider picture, including pay and employment conditions elsewhere in the Group, especially when determining annual salary increases;
- (k) within the terms of the agreed remuneration policy to have delegated authority to approve the terms of any service agreement to be entered into with any Executive, bearing in mind that the performance-related elements of remuneration should form a significant proportion of the total remuneration package of Executives and should be designed to align their interests with those of the shareholders and wider stakeholders of the Company;
- (l) within the terms of the agreed remuneration the policy to have delegated authority to determine the scope of pension arrangements for each Executive;
- (m) to ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Group, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- (n) to have delegated authority to consider and determine what compensation commitments (including pension contributions) the Executives' service agreements, if any, would entail in the event of early termination. Particular consideration should be given to the advantages of providing explicitly in the initial contract for such compensation commitments except in the case of removal for misconduct;
- (o) in early termination cases where the initial contract does not explicitly provide for compensation commitments, to tailor its approach (within legal constraints) to the circumstances. The Committee should ensure that poor performance is not rewarded, while dealing fairly with cases where departure is not due to poor performance and to take a robust line on reducing compensation to reflect departing Executives' obligations to mitigate loss;
- (p) in determining such remuneration policy, plans, packages and arrangements, to give due regard to any relevant legal and regulatory requirements, including the provisions and recommendations of any relevant corporate governance codes and associated guidance and any published guidelines or recommendations regarding the remuneration of directors of companies whose shares are traded on AIM (as applicable);
- (q) to oversee any major changes in employee benefits structures throughout the Group;
- (r) to vet, authorise and agree the policy for authorising claims for expenses from the Executives;
- (s) to ensure that all provisions regarding the disclosure of remuneration packages, structures, policy, including pensions are fulfilled;
- (t) to work and liaise as necessary with other board committees, ensuring the interaction between committees and with the Board is reviewed regularly; and
- (u) to consider other matters as referred to the Committee by the Board.

13.5 A Committee member:

- (a) should have, between themselves and the other members of the Committee, recent and relevant experience and the specific skillset and knowledge (including, for example,

current market practice, taxation, and legal requirements) in order to support effective decision-making;

- (b) shall be independent in line with the Company's adopted corporate governance code;
- (c) shall be willing and able to resist unjustified demands from the Executives;
- (d) shall always be willing to seek and take into consideration the views of shareholders;
- (e) shall commit sufficient time to the role and be willing to develop the necessary skills and knowledge (including, for example, current market practice, taxation and legal requirements) to work as part of the Committee; and
- (f) shall be prepared to seek external professional advice when necessary to enable informed decision making.

14. **Exclusions**

- 14.1 The remuneration of the Company's non-executive directors shall not be a matter for the Committee but shall be a matter reserved to the Board.
- 14.2 No director or Executive shall be involved in any decisions as to their own remuneration and each non-executive director should abstain from voting on their own individual remuneration (but not, for the avoidance of doubt, from voting on the remuneration of the other non-executive directors) when it is approved by the Board.

15. **The Committee**

- 15.1 The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- 15.2 The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members to enable them to perform their roles effectively. New members should become familiar with:
 - (a) these terms of reference;
 - (b) the Group's current remuneration policy and the extent of shareholder support for it (whether expressed through voting or otherwise);
 - (c) the roles of the Executives;
 - (d) the remuneration of levels of key competitors of the Company and comparable companies; and
 - (e) the current pay and bonus structures within the Group.
- 15.3 The Committee shall, at least once a year, review its own performance, its composition and these terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. The review should consider any objectives set for the year, the activities undertaken during the year in accordance with good practice, and the most recent remuneration-related annual general meeting vote results.
- 15.4 The Committee shall make available its terms of reference for inspection at the registered office of the Company and on the Company's website.

16. **Reporting Procedures**

- 16.1 The Chair of the Committee shall report formally to the Board at the next full Board meeting on its proceedings after each meeting on all matters within its duties and responsibilities.
- 16.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.
- 16.3 The Committee shall provide a description of its work in the annual report in line with the requirements of any relevant corporate governance codes and associated guidance.

17. **General**

- 17.1 Except where the Committee has delegated authority under these terms of reference or as specifically delegated it from time to time by the Board, the recommendations of the Committee minutes must be approved by the Board before they can be implemented.
- 17.2 Any of the terms set out in this document may be varied by a majority resolution of the Board.

Adopted at a meeting of the Board held on 15 December 2025.