

Hikma Pharmaceuticals PLC ('Hikma' or the 'Company')

Remuneration Committee (the 'Committee')

Terms of Reference

Approved by the Nomination and Governance Committee on: 11 December 2025

Constitution

1.	<p>Membership</p> <p>The membership of the Committee shall be determined by the Nomination and Governance Committee.</p> <p>Membership of the Committee shall comply with the following reference points:</p> <ul style="list-style-type: none"> • Eligibility: only Independent Non-Executive Directors are eligible to become members of the Committee • Minimum: the minimum number of members shall be three • Maximum: there shall be no maximum number of members <p>Only members of the Committee have the right to attend Committee meetings. Non-members may be invited to attend all or part of any meeting, as and when appropriate and necessary.</p>
2.	<p>Chair</p> <p>The Chair of the Committee shall be determined by the Board, based on the recommendations of the Nomination and Governance Committee.</p> <p>The Chair must normally be an Independent Non-Executive Director who has served on a remuneration committee for at least 12 months before taking the Chair of the Committee. The Chair of the Board is not eligible to be the Chair of the Committee.</p> <p>In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.</p>
3.	<p>Secretary</p> <p>The Company Secretary of Hikma or their nominee shall act as Secretary to the Committee.</p>
4.	<p>Quorum</p> <p>The quorum necessary for the transaction of business shall be two members.</p>
5.	<p>Frequency</p> <p>The Committee shall meet as and when it is deemed necessary, normally at least three times a year.</p>
6.	<p>Notice</p> <p>Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Committee Chair or any of its members. Unless otherwise agreed, notice of each meeting, confirming the venue, time and date together with an agenda of items to be discussed, shall normally be forwarded to each member of the Committee at least five days prior to the date of the meeting.</p>

7.	<p>Minutes</p> <p>The Secretary shall minute the proceedings and resolutions of all meetings and/or correspondence of the Committee. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Draft minutes of Committee meetings shall be circulated promptly to the Chair of the Committee.</p>
Duties	
8.	<p>General</p> <p>The Committee shall give due consideration to all applicable laws, regulations and statutory requirements when discharging the responsibilities outlined within these terms of reference.</p>
9.	<p>Remuneration Policy</p> <p>The Committee shall have delegated responsibility from the Board for determining the policy for Executive Directors' remuneration (the 'Remuneration Policy').</p> <p>In determining the Remuneration Policy, the Committee shall consider relevant matters such as:</p> <ul style="list-style-type: none"> • requirements outlined by applicable laws, regulations, statutory requirements, and the provisions and recommendations of the UK Corporate Governance Code (the 'Code') and its associated guidance • promoting long-term shareholding by Executive Directors through schemes that support alignment with long-term shareholder interests, and a formal policy for post-employment shareholding requirements which encompasses both unvested and vested shares • to support strategy and promote long-term sustainable success, executive remuneration shall be aligned with the Company's purpose and values, and clearly linked to the successful delivery of the Company's short- and long-term strategic objectives • wider workforce remuneration and related policies • the views of shareholders and other stakeholders • the Company's continued ability to attract, retain, and motivate executive management of the quality required to run the Company successfully without paying more than is necessary • providing an appropriate balance between fixed and performance-related remuneration • determining the policy for malus and clawback <p>The Committee shall review the appropriateness and relevance of the Remuneration Policy as and when deemed necessary, but not less than every three years.</p>
10.	<p>Remuneration Setting</p> <p>The Committee shall have delegated responsibility from the Board to determine the total individual remuneration package for the Chair of the Board, Executive Directors, Executive Committee members (on the recommendation of the Chief Executive Officer) and the Company Secretary (together, the 'Relevant Persons'), including bonuses, incentive payments, share options or other share awards and benefits, in accordance with applicable laws, regulations and statutory requirements.</p> <p>The Committee is responsible for:</p> <ul style="list-style-type: none"> • ensuring that the total remuneration package available to the Relevant Persons is not excessive • ensuring that no Relevant Person or manager is involved in any decisions as to their own remuneration outcome • the exercise of independent judgement and discretion when determining remuneration awards, taking account of company and individual performance, and wider circumstances

	<ul style="list-style-type: none"> reviewing remuneration trends and employment conditions across the Company or Group obtaining reliable, up-to-date information about remuneration in other companies with a view to determining where to position the Company relative to other companies taking care to recognise and avoid conflicts of interest if Relevant Persons or senior management are involved in advising or supporting the Committee
11.	<p>Severance Policy and Arrangements</p> <p>The Committee is responsible for:</p> <ul style="list-style-type: none"> approving the Company's Severance Policy in relation to compensation agreed to be paid to any Relevant Person or other senior managers in connection with early termination of employment or, where appropriate, termination of office as a director determining severance packages for the Executive Directors and Executive Committee members approving severance arrangements that fall outside of the remit of the Severance Policy as and when necessary ensuring 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 fully recognised
12.	<p>Performance-Related Pay</p> <p>The Committee is responsible for:</p> <ul style="list-style-type: none"> approving the design of, and determining targets for, any performance-related elements of remuneration for Executive Directors and Executive Committee members (on the recommendation of the Chief Executive Officer) reviewing the design of all share incentive plans for approval by the Board and where required, shareholders, bearing in mind the need for challenging performance criteria and compatibility with risk systems for any share incentive plans, determining each year whether awards will be made and approving the individual awards to the Relevant Persons and other participants approving the total annual payments made under such schemes, taking into account the performance, direction and reputation of the Group and any other matters deemed relevant by the Committee when determining performance remuneration outcomes, considering whether there are circumstances that may require the application of discretion to override formulaic outcomes, the rationale for the use of discretion and the degree to which that discretion is applied making recommendations to the Board, when appropriate, to seek shareholder approval for all new long term incentive schemes (as defined in the UK Listing Rules) as well as any significant changes to existing schemes, save in the circumstances permitted by the UK Listing Rules
13.	<p>Workforce Remuneration</p> <p>The Committee shall review workforce remuneration related policies and the alignment of incentives and rewards with the Company's culture, taking these into account when setting the Policy for Executive Director remuneration, and may oversee any major changes in employee benefit structures throughout the Company or Group.</p>
14.	<p>Pension</p> <p>The Committee is responsible for determining the policy for and scope of pension arrangements for each Relevant Person taking into consideration:</p>

	<ul style="list-style-type: none"> • alignment of the rates of pension benefit applicable to the Relevant Persons with those for the wider workforce • pension consequences and associated costs to the Company of basic salary increases and other changes in pensionable remuneration, or contribution rates, especially for directors close to retirement when compared with workforce arrangements
15.	<p>Contracts of Employment</p> <p>The Committee approves contracts or terms of employment for:</p> <ul style="list-style-type: none"> • all Executive Directors • any executive with an annual package valued at such level as determined by the matters reserved to the Board.
Reporting and Other Matters	
16.	<p>Board</p> <p>The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its remit.</p>
17.	<p>Stakeholders</p> <p>The Committee Chair shall be responsible for engaging with stakeholders regarding the Committee's business, including matters such as</p> <ul style="list-style-type: none"> • attending the Annual General Meeting (the 'AGM') of the Company and responding as appropriate to any shareholder questions on the Committee's activities • engaging with investors and other relevant external parties on significant matters relating to the Committee's areas of responsibility • preparing a report about its activities within the reporting period for inclusion in the Company's Annual Report to shareholders. The report should include information requirements set out in all applicable laws, regulations and statutory requirements. The Director's Annual Report on Remuneration shall be put to an advisory shareholder vote at the AGM each year. The Remuneration Policy shall be put to shareholders for approval at the AGM at least once every three years
18.	<p>Performance Review</p> <p>The Committee shall at least once a year, review its own performance to ensure it is operating effectively and make or recommend as appropriate any changes it considers necessary.</p>
19.	<p>Terms of Reference</p> <p>The Committee shall review its terms of reference as and when necessary and recommend any changes to the Nomination and Governance Committee for approval.</p>
Authority	
20.	<p>Information</p> <p>The Committee is authorised to seek any information it requires from any employee or contractor of the Company in order to perform its duties and all employees are expected to co-operate with any request made by the Committee. The Committee is authorised to have unrestricted access to Company documents and information.</p>

21.	<p>Resources and Advice</p> <p>The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.</p> <p>The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference which includes authorisation to employ the services of consultants and secure the attendance of any individuals with relevant experience and expertise at Committee meetings if it considers this necessary.</p> <p>The Committee shall be exclusively responsible for selecting, appointing, and setting the terms for any remuneration consultants which advise the Committee. If the Committee has appointed remuneration consultants, the consultant should be identified in the Annual Report alongside a statement about any other connection it has with the Company or individual Directors.</p>
22.	<p>Delegations</p> <p>The Committee is authorised to delegate responsibilities within agreed limitations to management through the Committee's Delegation of Authority to the CEO (the 'Remuneration DoA'). Any decisions taken by management under the DoA shall be reported to the Committee at the following meeting.</p> <p>The Committee is authorised to establish and oversee any Sub-Committees or working groups which may be relevant to support the Committee's work.</p>