

**TERMS OF REFERENCE  
OF THE REMUNERATION COMMITTEE (THE "COMMITTEE")  
OF THE BOARD OF DIRECTORS (THE "BOARD")  
OF SHIRES INCOME PLC (THE "COMPANY")**

***Constitution***

1. The Board hereby resolves to establish a Committee of the Board to be known as the Remuneration Committee.

***Membership***

2. The Committee shall consist of not less than three members. A quorum shall be two members.
3. All members of the Committee shall be independent non-executive Directors of the Company. The Chairman of the Board can be a member of, but not chair, the Committee.
4. The Board resolves that, until it decides otherwise, all Non-Executive Directors of the Company shall be members of the Committee.
5. The Chairman of the Committee shall be appointed by the Board.

***Attendance at Meetings***

6. Any Board Member who is not a member of the Committee shall have the right of attendance along with any other persons the Committee deems necessary to invite.
7. The Company Secretary shall be the Secretary of the Committee.

***Frequency of Meetings***

8. The Committee shall meet at least once each year and at such other times as the Board deems necessary.

***Authority***

9. The Committee is authorised by the Board to undertake any activity within its duties outlined at paragraph 11 below.
10. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

***Duties***

11. The Committee shall:
  - 11.1. review the Company's remuneration policy and recommend any changes to the Board for approval.
  - 11.2. review annually the level of Directors' fees and recommend any changes to the Board for approval.
  - 11.3. Consider the need to appoint external remuneration consultants.

***Reporting Procedures***

12. The Secretary shall circulate the minutes of the meetings of the Committee to all members of the Board.