CLAIMS SOLUTIONS PLC

REMUNERATION COMMITTEE

TERMS OF REFERENCE

CONSTITUTION

1. The Remuneration Committee shall consist of three Non-Executive Directors; the Chief Executive Officer will normally be invited to attend meetings of the Committee, although he or she will not be a member.

2. Membership of the Committee shall be subject to rotation by agreement of its members and the Board;

3. The members and attendees of the Committee for the time being shall be:-

Robert Newton (Chairman);
Steve Broughton
Christopher J Baker

In attendance:
David Sandhu

Secretary:
Peter Harrison

QUORUM

4. The quorum of the Remuneration Committee shall be two members.

5. All members of the Committee must be advised of the business to be transacted at any meeting at which they will not be present.

PURPOSE

6. The purpose of the Remuneration Committee is to determine the remuneration and incentive arrangements for Directors and Senior Managers of Ai Claims Solutions plc, with the objective of ensuring that they are appropriately competitive and motivating for the executives concerned while avoiding the payment of more than is necessary for the purpose. The Remuneration Committee shall also review and approve termination arrangements for Directors and Senior Managers.

PROCEDURE FOR MEETINGS

7. No member or attendee of the Remuneration Committee may vote on or be present at any meeting of the Remuneration Committee during any discussion of any resolution to pay or provide that member any fee, remuneration or benefit except as provided under paragraph 13.2.

8. The Committee shall have access to expert advice as necessary.

9. The Chairman of the Committee shall arrange for the circulation of the Minutes of the Remuneration Committee's meetings to all members of the Board.

10. The Chairman of the Committee or, in his absence, a delegate appointed by the Committee, shall attend the Annual General Meeting for consultation of any questions on Directors' remuneration.

11. The Chairman of the Committee will make appropriate arrangements for the minuting of meetings. The Company Secretary or his nominee may be asked to act as secretary to the Committee.

FREQUENCY OF MEETINGS

12. The Committee shall meet as required, but not less than once a year.

ROLE

13. The Committee shall exercise the following powers and discretions:-

13.1. to determine broad policy in relation to all aspects of the remuneration of members of the Board and senior management whose appointment is subject to Board Approval, including contract terms, pension rights, bonuses and any compensation or benefit paid or provided;

13.2. to consider recommendations from the Board in relation to the remuneration of Non-Executive Directors. These recommendations can be accepted or otherwise by the committee before returning for final determination to the Board;

13.3. to determine policy and practice in relation to annual and longer term incentive arrangements, ensure adherence to the rules and exercise any discretionary powers or judgements that are required under these plans.