

SHAREHOLDERS COMMITTEE (7 Members)

Advisory ONLY:

1. review annual objectives and measures for evaluating performance proposed by ROL Board and provide feedback for ROL Board's consideration before final approval of annual objectives
2. provide feedback annually to the Board of ROL on their proposed executive and non-executive remuneration (including performance related pay and taxable benefits)
3. provide feedback on the rules for evaluating performance-related pay and make comments for consideration by the Board of Red One, before final approval of the annual objectives
4. consider and recommend the remuneration of the ROL independent non-executive Chair, following a recommendation from the ROL Board and their Remuneration Committee
5. to recommend a specified way forward pertaining to the ROL/DSFRS relationship which cannot be resolved through Officer engagement.
6. To recommend any proposed change to Red One Ltd. Articles of Association
7. to consider and submit a dividend distribution proposal to the Authority (as Shareholder).
8. to direct the Board of Directors of Red One Ltd. to take a desired course of action.
9. To consider all other matters reserved to the Shareholder (where not specified within the remit of another Committee) as detailed within Red One Ltd. Articles of Association and make a recommendation thereon to the Authority (as Shareholder); and

Matters with Delegated Power to Act:

10. Undertake financial and performance monitoring on a quarterly basis;
11. Review the annual performance review of the Chair of ROL undertaken by the Board of ROL and provide feedback to the Chair and/ or Board of ROL
12. Undertake quarterly engagement with Authority Members appointed as Directors to the Board of Red One Ltd.