BLOOMSBURY PUBLISHING PLC

Remuneration Committee Terms of Reference

Approved by the Board on 8 September 2026

1. Constitution and authority

1.1 The Remuneration Committee (the "**Committee**") is constituted as a committee of the Board of Directors (the "**Board**") of Bloomsbury Publishing Plc (the "**Company**") in accordance with the Articles of Association of the Company.

1.2 The Committee has the delegated authority of the Board in respect of the functions, powers and responsibilities set out in these Terms of Reference.

1.3 The Committee may sub-delegate any or all of its powers and authority to one or more of its members or to the Company Secretary (or their nominee), including, without limitation, the establishment of sub-committees which are to report back to the Committee.

2. Membership

2.1 The Committee's membership is restricted to independent Non-Executive Directors only.

2.2 The Committee shall comprise at least three independent Non-Executive Directors of the Company.

2.3 Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee.

2.4 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Executive Chair, the Chief Financial & Operating Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary at the invitation of the Chair of the Committee.

2.5 Appointments to the Committee shall be for a period of up to three years, which may be extended for such periods as the Committee may determine, provided the Director still meets the criteria for membership of the Committee.

2.6 The Board shall appoint the Chair of the Committee who shall be an independent Non-Executive Director and should ordinarily have served on the Committee or another listed company Remuneration Committee for a period of at least 12 months prior to their appointment. In the absence of the Chair of the Committee 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.

3. Secretary

3.1 The Company Secretary or their nominee shall act as the secretary of the Committee.

4. Quorum

4.1 The quorum necessary for the transaction of business 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.

4.2 No person shall participate at a meeting of the Committee (or relevant part of a meeting) at which their remuneration is being directly discussed or participate in any recommendation or decision specifically concerning their remuneration.

5. Frequency of meetings

5.1 The Committee shall meet at least twice a year and otherwise as required.

6. Notice of meetings

6.1 Meetings of the Committee shall be called by the Chair of the Committee or by the Company Secretary at the request of the Chair of the Committee or any of its members.

6.2 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 to each member of the Committee and any other person required to attend in advance of the meeting. The Company Secretary shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration of the issues.

7. Minutes of meetings

7.1 The Company Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board, unless the Chair of the Committee considers it would be inappropriate to do so.

8. Annual General Meeting

8.1 The Chair of the Committee should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities and to seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9. Duties

9.1 The Committee should carry out the duties below for the parent Company, major subsidiary undertakings and the Group as a whole, as appropriate.

9.2 In carrying out any of its duties under the remaining provisions of this paragraph, the Committee shall take into account all factors that it considers appropriate including, but not limited to:

9.2.1 the views of shareholders and other stakeholders where, in the opinion of the Committee, it is appropriate to do so;

9.2.2 whether individuals are rewarded in a fair and responsible manner and are provided with appropriate incentives to attract, retain and motivate individuals of the quality required to run the Company successfully, encourage enhanced performance and reward them for their individual contributions, without paying more than is necessary;

9.2.3 the need for simplicity, clarity, proportionality, predictability in setting the remuneration policy and remuneration arrangements (including the metrics and targets of performance-related aspects of remuneration);

9.2.4 the need for remuneration arrangements to ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated;

9.2.5 the need to promote the long-term sustainable success of the Company, and the link between remuneration policy (and the potential remuneration outcomes under it) and the delivery of the Company's strategy and the long-term performance of the Company;

9.2.6 the alignment of the remuneration policy with the Company's purpose values and culture; and

9.2.7 the need to promote long-term shareholdings by Executive Directors to support alignment with long-term shareholder interests.

9.3 The Committee shall:

9.3.1 determine and agree with the Board the framework or broad policy for Directors' remuneration, set remuneration for the Deputy Chair and the Executive Directors (including the Executive Chair), and

monitor the level and structure of remuneration for other members of senior management. For the avoidance of doubt, the remuneration of Non-Executive Directors shall be a matter for the Deputy Chair of the Board/SID and the Executive Directors of the Board. No Director or senior manager shall be involved in any decisions as to their own remuneration outcome.

9.3.2 when setting remuneration policy for Executive Directors (including the Executive Chair), review and have regard to workforce remuneration and related policies across the Company.

9.3.3 review the ongoing appropriateness and relevance of the remuneration policy.

9.3.4 within the terms of the agreed policy (where relevant), determine the total individual remuneration package of the Executive Chair and each Executive Director including, in respect of the latter, bonuses, pension arrangements, incentive payments and share options or other share awards.

9.3.5 keep abreast of external remuneration trends and market conditions by obtaining reliable, up-to-date information about remuneration in other companies. To help it fulfil its obligations, the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the Board.

9.3.6 be exclusively responsible for establishing the selection criteria, selecting and appointing any remuneration consultants who advise the Committee.

9.3.7 approve the design of any performance related pay schemes operated by the Company.

9.3.8 ensure that all performance-related pay schemes and (where applicable) share incentive plans for Executive Directors and other senior management contain appropriate safeguards that enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specified circumstances.

9.3.9 develop a formal policy for post-employment shareholding requirements.

9.3.10 exercise independent judgement and, where appropriate, ensure the Committee retains discretion to scale and claw back remuneration outcomes, taking account of Company and individual performance, and wider circumstances.

9.3.11 review the design of all share incentive plans ensuring these are put for approval to the Board and (where required) shareholders at the next Annual General Meeting. For any such plans, the Committee shall determine each year whether awards will be made, and if so, approve the overall amount of such awards, the individual awards to Executive Directors, Company Secretary and designated senior managers and the performance targets to be used.

9.3.12 determine the policy for, and scope of, pension arrangements for each Executive Director, noting that only basic salary should be pensionable.

9.3.13 ensure 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.

9.3.14 oversee any major changes in employee benefits structures throughout the Company or Group.

9.3.15 agree the policy for authorising claims for expenses from the directors.

10. Reporting responsibilities

10.1 The Chair of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 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 where necessary.

10.3 The Committee shall produce an annual remuneration report on the directors' remuneration policy and practices to be included in the company's annual report. The Committee's remuneration report shall be put before the shareholders for a vote as required by law or regulation and shall: (a) describe the Committee's

work in accordance with the requirements of the UK Corporate Governance Code (on a comply or explain basis); (b) identify any remuneration consultant that has been engaged to assist the committee, together with a statement about any other connection it has with the company or individual directors; (c) comply with the disclosure requirements of applicable legislation (including the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended), and the UK Corporate Governance Code; and (d) as necessary, include the directors' remuneration policy to be put to the shareholders for a vote as required by law or regulation.

11. Other matters

11.1 The Committee shall:

11.1.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required.

11.1.2 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;

11.1.3 arrange for periodic reviews of its own performance and, at least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11.1.4 be authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. The costs of such consultants shall be in accordance with the policy agreed by the Board.

11.1.5 work and liaise as necessary with all other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly.

11.2 The term "Executive Director(s)" as used in these Terms of Reference means Executive Directors of the Plc Board as recorded at Companies House.