

RADIOACTIVE WASTE MANAGEMENT LIMITED
(the "Company")("RWM")**Minutes of a Special Board meeting (the 44th meeting of the directors of the Company)
held by teleconference****on** 30 April 2020**commencing at** 12.15 PM

PRESENT:	Professor Malcolm Morley	Chair
	OBE	
	Professor Mike Bowman	Independent Non-Executive Director
	Dr. David Prout CB	Independent Non-Executive Director
	Claes Thegerström	Independent Non-Executive Director
	Corhyn Parr	NDA nominated Non-Executive Director
	Andrew van der Lem	NDA nominated Non-Executive Director
	Karen Wheeler CBE	Chief Executive Officer, RWM

IN ATTENDANCE: [REDACTED] Head of Legal and Company Secretary**1. INTRODUCTION**

- 1.1 The Chair welcomed everyone to the meeting. He explained that the meeting had been convened to allow the Board to consider a recommendation from the Remuneration and Organisational Development Committee ("**RODCO**") on the proposed corporate performance scores to be awarded following RWM's 2019/2020 corporate performance evaluation.
- 1.2 It was noted that the Chief Executive had a personal interest in the matter to be discussed and therefore she remained in the meeting for the purposes of the discussion and in order to ensure that there was a quorum but she did not vote. The GDF Programme Director and the HSSEQ Director had identified a similar personal interest and did not attend the meeting.

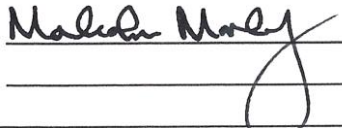
2. RWM CORPORATE PERFORMANCE EVALUATION

- 2.1 Mr Bowman, the Chair of RODCO, introduced to the Board the outcome of the 2019/2020 corporate performance evaluation. He explained that it was proposed that RWM employees should receive 91% of the corporate element of performance related pay.
- 2.2 Mr Bowman explained that this figure had been calculated by applying modifiers to the baseline score derived from the delivery of Corporate Targets of 86%. Those modifiers were; (i) HSSEQ performance; (ii) performance in the round; and (iii) alignment with values. Mr Bowman outlined for the Board some of the factors which had been taken into account when calculating the scores for the modifiers.

2.3 The Board discussed the proposal and **approved** the recommendation.

3. **ANY OTHER BUSINESS**

3.1 There being no other business the Chair closed the meeting.



CHAIR OF THE MEETING
