



Remuneration Committee report



Edward Lowe
Independent Non-executive Director

I am pleased to present the Remuneration Committee (the Committee) report for the year ended 30 April 2022.

The view of the Committee is that the levels of remuneration are in line with industry peers and the Directors' Remuneration Policy (the Policy) has, as intended, supported delivery of the strategy, and focused the management team on delivering strong financial and operational performance. The current year has seen a weaker trading performance but another very strong year of order intake, laying a good foundation for 2022/23 and beyond. The Group cash performance was also very strong and combined with the renewed bank facility provides the Group with the firepower to deliver its record order book and continue its strategy.

The new policy for Long Term Incentive Plans (LTIP) was implemented in 2021/22 and the first year when long-term bonuses will be paid and shares vest under the new policy will be in 2024/25 based on the three-year period ended 30 April 2024. For the current and intervening year (financial years 2021/22 and 2022/23) the previous long-term incentive policy will continue to determine Executive remuneration.

This report is split into three sections:

- ▶ this annual letter summarising the work of the Committee in 2021/22;
- ▶ a statement of the current Directors' Remuneration Policy (the Policy), including the LTIP; and
- ▶ the Annual report on remuneration, which provides details of the remuneration earned by Executive Directors and the Non-executive Directors in the year ended 30 April 2022.

Outcomes for 2021/22

The Executive Directors and the Group Executive Management have continued to drive the Group's strategy. The key highlights are discussed in the Operating review. The Group delivered a weaker trading performance, as indicated when we published our Interim results in December 2021. The Group did however secure over £186m of orders, ended the year with a record £291m order book and generated a better than expected level of cash inflow.

Performance related pay

Cohort's current and revised Remuneration Policies are set out below. In both cases they are weighted heavily towards incentivising the long-term performance and growth of the Group.

The Committee must be satisfied with the level of performance during the performance period taking account of a range of factors and has the ability to adjust awards if it considers that the calculated numbers are out of line with the underlying business performance of the Group. For 2021/22, the Committee gave careful consideration to the weaker trading performance, but also to the wider operational context including the difficult circumstances of the COVID-19 pandemic and the excellent performance in terms of cash and order intake.

The Group's financial performance for the year resulted in in-year bonus awards for the Executive Directors at 33% of maximum and long-term performance awards at 19% of the maximum level. Full details are shown below.

The Committee considered that this calculated level of award (being at a significantly lower level than recent years) was an appropriate and merited outcome. The Committee also considered it appropriate to award basic salary increases of 5% to the Executive Directors with effect from 1 May 2022, this increase being in line with the average increases being paid across the Group.

It is to be noted that the remuneration of the Group's subsidiary Managing Directors is structured very similarly to that of the Executive Directors and is also migrating to the revised scheme in the same timescales as for the Executive Directors. The Committee has also been keen to promote the involvement of all Cohort employees in the long-term success of the Group and to this end has been pleased to see continuing strong interest by employees in the Share Incentive Plan (SIP) and the Save as You Earn (SAYE) schemes.

During 2022/23, the Committee will continue to monitor the existing remuneration arrangements and guide the introduction of the revised Policy.

Should you have any queries in relation to this report please do not hesitate to contact me through the Company Secretary.

Edward Lowe
Chair of the Remuneration Committee



Remuneration Committee report continued

Cohort plc Executive Directors' Remuneration Policy

Element of remuneration	Purpose and link to strategy	Operation	Maximum potential value	Performance measure and target
Basic salary	<p>To provide competitive fixed remuneration.</p> <p>To attract and retain Executive Directors of a calibre required to deliver growth for the business.</p> <p>Intended to reflect that paid to senior management of comparable companies.</p> <p>Reflects individual experience and role.</p>	<p>Normally reviewed annually by the Committee considering remuneration levels for comparable companies of a similar size and complexity, industry sector or location.</p> <p>Individual salary adjustments take into account each Executive Director's performance against agreed challenging objectives and the Group's financial circumstances, with significant adjustments infrequent and normally reserved for material changes in role, a significant increase in the size or complexity of the Group, or where an individual has been appointed on a low salary with an intention to bring them to market levels over time and subject to performance.</p>	No prescribed maximum salary or maximum increase in salary. Increases are awarded having given consideration to those awarded across the wider workforce.	Not applicable.
Benefits	As above.	<p>Executive Directors are entitled to benefits such as family private health insurance, income protection during periods of long-term illness absence and life assurance.</p> <p>Executive Directors are eligible to participate in any all-employee share plan operated by the Company, on the same terms as other eligible employees.</p> <p>Executives will be eligible for any other benefits which are introduced for the wider workforce on broadly similar terms and additional benefits might be provided from time to time if the Committee decides payment of such benefits is appropriate and in line with emerging market practice.</p>	<p>A maximum is not pre-determined.</p> <p>Benefit values can vary year on year depending on premiums and the maximum is the cost of providing the relevant benefits.</p> <p>The maximum level of participation in all-employee share plans is subject to the limits imposed by the Inland Revenue.</p>	Not applicable.
Retirement allowance	To reward sustained contribution by providing retirement benefits.	The Company pays a retirement allowance in lieu of pension contributions. Where this is operated via salary sacrifice the Company passes on the National Insurance saving of 10% of the sacrificed salary back to the Executive as additional retirement allowance.	For Cohort Executive Directors the retirement allowance is set at 4% of basic salary in line with the current general workforce contribution level. National Insurance saving on allowance delivered via salary sacrifice is set at 10% of the salary sacrificed.	Not applicable.
In-year performance bonus	Rewards the achievement of annual financial business performance targets.	<p>Paid annually in cash.</p> <p>0% to 10% of salary payable based on full year adjusted operating profit performance against budget calculated as follows:</p> <ul style="list-style-type: none"> ▶ Zero if performance below 95% of budget. ▶ Linear increase from 0% to 10% as performance goes from 95% to 105% of budget. <p>Plus 0% or 5% of salary payable based on full year operating cash flow performance against budget calculated as follows:</p> <ul style="list-style-type: none"> ▶ Zero if performance is below budget. ▶ 5% if performance is at or exceeds budget. <p>Recovery provisions apply in cases of restatement of financial results for the relevant financial year.</p>	15% of salary.	<p>Actual performance compared to budget for the financial year for adjusted operating profit and operating cash flow (both excluding the impact of any in-year acquisitions and disposals).</p> <p>Both adjusted operating profit and operating cash flow shall be calculated after deducting the costs of all bonus payments, including the cost of Restricted Shares.</p> <p>Financial measures determine 100% of the bonus calculation.</p> <p>The Committee has discretion to adjust the awards if it considers that the calculated numbers are out of line with the underlying performance of the Company or the Executive, or in other exceptional circumstances.</p>



Remuneration Committee report continued

Cohort plc Executive Directors' Remuneration Policy continued

Element of remuneration	Purpose and link to strategy	Operation	Maximum potential value	Performance measure and target
Long-term performance awards – scheme to operate for 2021/22 and 2022/23 and ceases 30 April 2023	<p>Designed to align Executive Directors' interests with both the strategic objectives of delivering sustainable growth and the interests of shareholders. Encourages long-term shareholding and discourages excessive risk taking.</p>	<p>Annual award based on the historic annualised profit growth of the Group over a (up to¹) four-year performance period prior to award comprised of:</p> <ol style="list-style-type: none"> Up to 50% of basic salary split: <ul style="list-style-type: none"> two fifths as a cash bonus; two fifths as Restricted Shares; and one fifth in either cash or Restricted Shares at the Executive's discretion. <p>The award increases from 0% to 50% of salary on a linear basis as achievement against the performance measure increases from 0% to 10%.</p> <ol style="list-style-type: none"> An award of share options with market value exercise price at the discretion of the Remuneration Committee. <p>Restricted Shares vest in four equal tranches, 25% on award and 25% on each of the following three anniversaries of award, subject to continued employment. No dividends are paid on Restricted Shares before vesting. Tax and National Insurance (employee and employer) are borne on awards of Restricted Shares by the Company on behalf of the Executive.</p> <p>Recovery provisions for both cash and Restricted Shares apply in cases of restatement of financial results for the relevant financial year.</p>	<p>Cash and Restricted Shares valued at up to 50% of basic salary. In addition, the income tax and National Insurance (employee and employer) arising from the award of Restricted Shares is settled by the Company on the Executive's behalf.</p> <p>An option award over a maximum number of shares calculated as 20% of basic salary divided by exercise price.</p>	<p>Compound annualised growth rate per share² in adjusted profit before interest and tax (after excluding non-controlling interests) between the year ended 30 April 2018 and the year ended 30 April 2022.</p> <p>For the avoidance of doubt, amortisation of other intangible items, marking forward exchange contracts to market at the period end and such exceptional items as the Committee, in its absolute discretion, decides shall be excluded from the calculation.</p> <p>The Committee has discretion to adjust the awards if it considers that the calculated numbers are out of line with the underlying performance of the Company or the Executive, or in other exceptional circumstances.</p> <p>The level of award of share options is discretionary and is based on the Remuneration Committee's overall assessment of both the individual performance of each Executive Director and the financial performance of the Group.</p>
Long-term performance awards – scheme to operate from 2021/22 onwards and first awards under this scheme, if earned, will vest in the year ending 30 April 2025 First award approved in the Remuneration Committee of 2 November 2021	<p>Designed to align Executive Directors' interests with both the strategic objectives of delivering sustainable growth and the interests of shareholders. Encourages long-term shareholding and discourages excessive risk taking. As already stated, this new scheme was introduced from 1 May 2021 to replace the existing scheme. The new scheme will make awards for the first time for the year ending 30 April 2024.</p>	<p>Annual award based on the future annualised profit growth of the Group over a three-year performance. An additional two-year holding period applies after the end of the three-year vesting period.</p> <p>Up to 125% of basic salary split:</p> <ul style="list-style-type: none"> one third as a cash bonus; and two thirds as performance shares. <p>No award of share options.</p> <p>Awards will vest subject to the performance criteria set out above and following audit clearance of the Group accounts in the relevant third year. Executive Directors are required to hold any shares arising from the vesting of their award, net of any shares sold to meet personal tax and social security obligations, for a period of two years from the vesting date. An overall reward period of five years. Employers National Insurance is borne by the Company.</p> <p>Recovery provisions for both cash and Restricted Shares apply in cases of restatement of financial results for the relevant financial year.</p>	<p>Cash and Restricted Shares valued at up to 125% of basic salary for the base year. The income tax and employee National Insurance on all awards are settled by the Executive. Employers National insurance is settled by the Company on all awards.</p> <p>The shares element is awarded as number of shares based on the two-thirds of salary figure divide by the average mid-market share price of Cohort plc shares for the five business days prior to the award under this scheme.</p>	<p>Compound annualised growth rate per share² in adjusted profit before interest and tax (after excluding non-controlling interests) between the year ended 30 April 2021 and the year ending 30 April 2024.</p> <p>For the avoidance of doubt, amortisation of other intangible items, marking forward exchange contracts to market at the period end and such exceptional items as the Committee, in its absolute discretion, decides shall be excluded from the calculation.</p> <p>The Committee has discretion to adjust the awards if it considers that the calculated numbers are out of line with the underlying performance of the Company or the Executive, or in other exceptional circumstances.</p>

1. On appointment and until the participant has been in position for a period of four financial years, the long-term performance period will increase in line with increasing tenure up to the maximum performance period of four years.

2. Being the weighted average number of Cohort plc shares in issue.



Remuneration Committee report continued

Cohort plc Executive Directors' Remuneration Policy continued

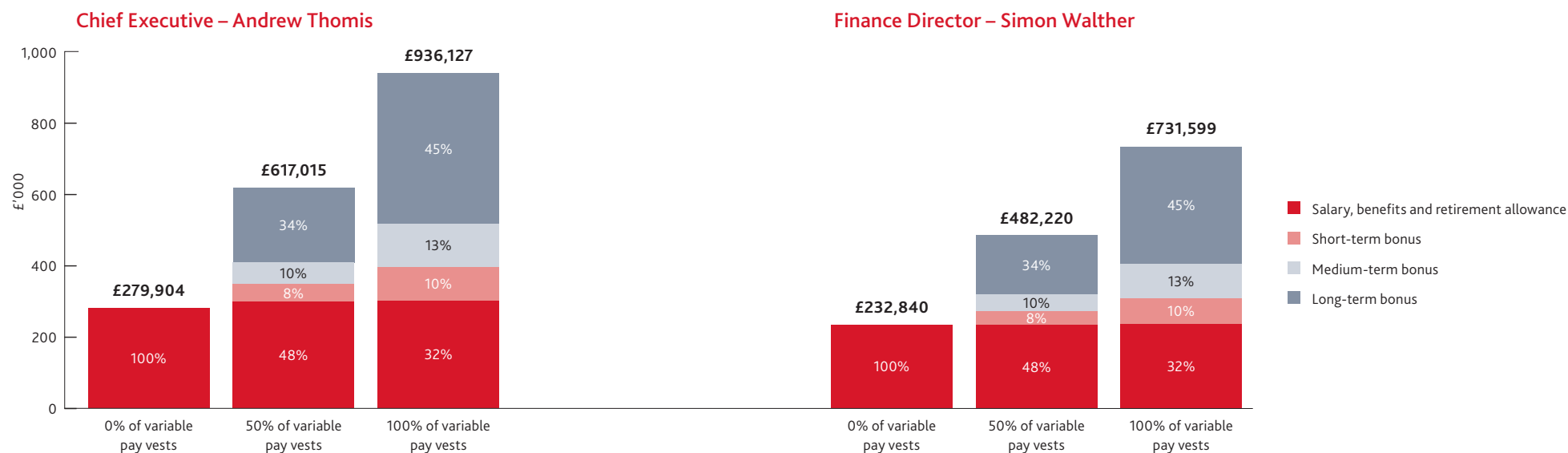
Element of remuneration	Purpose and link to strategy	Operation	Maximum potential value	Performance measure and target
Share ownership levels	To increase alignment between Executives and shareholders.	Executive Directors are encouraged to build a holding of shares in the Company during their tenure with the Company. The Committee keeps the level of the Executive Directors' shareholding under review. Sale of shares in the Company by an Executive Director is only allowed with the approval of the Chairman.	Levels were set for 2021 onwards.	CEO at 200% of salary. FD at 150% of salary. Subsidiary MDs at 100% salary.
Chairman and Non-executive Directors' fees	To provide compensation in line with the demands of the roles at a level that attracts high-calibre individuals and reflects their experience and knowledge.	Base fee for Chairman and Non-executive Directors. Normally reviewed annually. The Company reimburses any reasonable expenses that a Non-executive Director incurs in carrying out their duties as a Director, including travel, hospitality related and other modest benefits, if appropriate. If there is a temporary material increase in the time commitments for Non-executive Directors, the Board may pay extra fees to recognise the additional workload. The Non-executive Directors are entitled to participate in the Company private health insurance scheme at their own expense should they wish to do so.	No maximum. Fees are set taking into account internal benchmarks such as the salary increase for the general workforce and external benchmarks of fees paid by companies of a similar size and complexity.	Not applicable.
Service contracts		The Executive Directors have service agreements with the Company which can be cancelled by either party giving six months' notice at any time or 12 months' notice in the event of losing office following a change of control arising as a result of any person or persons acquiring more than 50% of the voting rights at a general meeting of the Company.	Not applicable.	Not applicable.



Remuneration Committee report continued

Illustration of the application of the Remuneration Policy

The charts below illustrate how the Policy would function for minimum, 50% of maximum performance and maximum performance for each Executive Director. These charts address the current Policy, which ceases 30 April 2023.



Assumptions for charts above:

- 1) Salary levels are based on those applying from 1 May 2022. The retirement allowance is 4% of annual basic salary. Other benefits relate to private health insurance and executive medical.
- 2) Amounts relating to all-employee share schemes have, for simplicity, been excluded from the charts.

The actual application of the Remuneration Policy for the Executive Directors for the year ended 30 April 2022 was as follows:

	Salary £	In-year bonus £	Long-term bonus £	Share awards £	Benefits in kind £	Retirement allowance £	Emoluments £	Pension contributions £	Total £
A Thomis	270,000	13,500	10,285	33,492	2,700	10,800	340,777	364	341,141
S Walther	211,000	10,550	8,038	26,168	2,064	8,440	266,260	364	266,624



Remuneration Committee report continued

Annual Report on Remuneration

The role of the Remuneration Committee (the Committee) is to:

- ▶ establish a formal and transparent policy on Executive remuneration and to set remuneration packages for individual Executive-Directors (the Group Chief Executive and Finance Director) and the Group Executive Management (the Managing Directors of the subsidiary businesses);
- ▶ assess the performance of the individual Executive Directors and Group Executive Management against these packages and determine the related remuneration;
- ▶ undertake the role, in conjunction with the Chief Executive, of proposing remuneration packages for individuals to the Board for new appointments; and
- ▶ undertake any other tasks appropriate to the Committee requested by the Board.

Remuneration summary

The key elements of the Executive Directors' Remuneration Policy as it applied in 2021/22 and to apply in 2022/23 are summarised below:

Fixed pay	Salary	CEO: £270,0000 FD: £211,000 This will rise by 5.0% for both the CEO to £283,500 and the FD to £221,550 from 1 May 2022.
	Retirement allowance	4% of salary.
	Benefits	Includes private health insurance, annual medicals, and life assurance.
In-year performance bonus	Maximum opportunity	15% of salary.
	Operation	Up to 10% based on performance against budget of adjusted operating profit.
		Up to 5% based on performance against budget of operating cash flow.
Long-term performance awards scheme, ceases 30 April 2023	Maximum opportunity	50% of salary, plus tax and National Insurance paid on Executive's behalf in respect of Restricted Shares awarded only.
	Operation	Up to 50% of salary based on a compound annual growth rate in performance, per share, between the beginning and end years of a four-year performance period ending on 30 April 2022, split as follows: <ul style="list-style-type: none"> ▶ two fifths in cash; ▶ two fifths in Restricted Shares; and ▶ one fifth in either cash or Restricted Shares at the Executive's discretion. <p>Restricted Shares vest in four equal tranches, 25% on award and a further 25% on each of the three following annual anniversaries of award. Tax is paid on award by the Company on the Executive's behalf in respect of the Restricted Shares.</p> <p>Malus and clawback provisions apply.</p> <p>All awards can be reduced to zero at the discretion of the Committee.</p>



Remuneration Committee report continued

Annual Report on Remuneration continued

Remuneration summary continued

The new Long Term Incentive Plan (LTIP) commenced on 1 May 2021. The maximum award to each Director was as follows:

	Cash award £	Share award £	Total award £	Share awards No. of shares
A Thomis	108,646	217,292	325,938	43,650
S Walther	85,000	170,000	255,000	34,150

The number of shares awarded is based upon the share award (£) divided by the mid-market average share price for the five business days up to 19 January 2021 of £4.978 per share.

The final award is expected to vest in August 2024 based on the performance for three years ended 30 April 2024.

Retirement allowance

From 1 April 2019, the Company has paid (and will continue to pay) to the Executive Directors 4% of annual salary as a retirement allowance. This payment does not count towards the Executive Directors' determination of bonus. This is a result of the impact of HMRC tax regulations in respect of a cap on annual pension contributions of £4,000. This is in line with pension contribution rates to the wider workforce.

Directors' interests in the equity of Cohort plc

	At 30 April 2022 Number of 10p ordinary shares	At 30 April 2021 Number of 10p ordinary shares
S Carter	9,094,202	9,094,202
N Prest CBE	1,791,738	1,791,738
A Thomis	234,623	216,617
S Walther	221,553	210,248
J Perrin	4,000	4,000

The Directors in office during the year under review and their interests in the equity of the Company are shown in the table above. The changes in the Executive Directors' equity interests in the Company between 30 April 2021 and 30 April 2022 are analysed as follows:

	A Thomis	S Walther
At 30 April 2021	216,617	210,248
Shares awarded under Restricted Share Scheme	11,024	8,624
Shares acquired under Cohort plc Share Incentive Plan	330	330
Cohort plc shares purchased through Cohort plc SAYE scheme	1,993	673
Purchases of shares at £5.25 per share on 14 December 2021	424	—
Automatic dividend reinvestment in shares (within an ISA and/or a SIPP)	4,268	1,728
Shares sold on transfer to ISA	(33)	(50)
At 30 April 2022	234,623	221,553

The Executives' shareholdings at 30 April 2022 represent 473% of Andrew Thomis' and 571% of Simon Walther's annual salaries respectively (at 30 April 2021 the respective levels were 533% and 662%) and are based upon the market price of Cohort plc shares at those respective dates: £5.44 at 30 April 2022 and £6.42 at 30 April 2021. These levels exceed shareholding targets set by the Remuneration Committee.

Of the above shareholdings at 30 April 2022, 20,470 (2021: 25,408) of Andrew Thomis' and 16,015 (2021: 19,880) of Simon Walther's are held on trust by the EBT as part of the Restricted Share Scheme and do not receive a dividend.

None of the Chairman's or the Non-executive Directors' shareholdings are held as part of the Restricted Share Scheme (2021: £nil).

Performance incentives

The Cohort Executive Directors' bonus scheme was agreed by the Board on 19 June 2013 following a recommendation from the Committee. This scheme has applied for the year ended 30 April 2022.

At the Committee meeting held on 12 July 2022, the following awards were made to the Executive Directors:

- In-year and long-term cash bonuses totalling £42,373 for the year ended 30 April 2022 (2021: £101,987). See the split in table 2.
- Restricted Share awards were approved as follows:

	In respect of the year ended 30 April 2022		In respect of the year ended 30 April 2021	
	Actual number of shares	Estimated value of shares £	Actual number of shares	Actual value of shares £
A Thomis	2,790	15,429	11,024	66,274
S Walther	2,180	12,055	8,624	51,850
	4,970	27,484	19,648	118,124

The in-year performance achieved resulted in 5% of salary being awarded as an in-year bonus for the year ended 30 April 2022 (5% for the year ended 30 April 2021). The long-term performance achieved was below the maximum over the performance period resulting in cash bonus payments of 3.81% (2021: 16.94%) of salary and Restricted Share Awards with a value of 5.71% (2021: 25.42%) of salary, together 9.52% of salary, for the year ended 30 April 2022 (42.36% for the year ended 30 April 2021).

The total estimated value received by the Executive Directors in respect of the Share awards, including income tax and employee National Insurance, was £59,660 in respect of the year ended 30 April 2022 (2021: £222,875). The Restricted Share awards in respect of the year ended 30 April 2021 were approved at the Committee meeting of 12 July 2021 and were awarded on 1 August 2021. The Restricted Share awards in respect of the year ended 30 April 2022 are expected to be awarded in August 2022. The actual number of shares awarded was calculated using the average mid-market share price for the year ended 30 April 2022 of 553.0 pence (2021: 601.2 pence). The total estimated Restricted Share award value is based on the Executive's marginal tax and National Insurance rates prevailing at time of award.

Ordinary shares under option granted during the year ended 30 April 2022 and outstanding at 30 April 2022 were as shown in Table 1 below. No share options will be awarded in 2022 as stated in last year's update to the Remuneration policy.



Remuneration Committee report continued

Annual Report on Remuneration continued

Performance incentives continued

The mid-market price of Cohort plc 10 pence ordinary shares at 30 April 2022 was 544 pence (2021: 642 pence); the lowest and highest market prices in the year were 670.0 pence and 460.0 pence respectively.

No bonuses are payable or share options awardable to the Non-executive Directors. Cash and share bonus schemes for the Group Executive Management have been established for the year ended 30 April 2022, with a similar framework to that of the Cohort Executive Directors, with varying levels of percentage of salary, none exceeding those set out above for the Executive Directors, subject to the discretion of the Committee.

The Group has the right to recover from the Cohort Executive Directors and the Group Executive Management any cash bonus paid or shares awarded in respect of a reporting period where a material adverse restatement is made.

Chairman and Non-executive Directors

Nick Prest CBE was appointed in February 2006. Stanley Carter was appointed Non-executive Director of Cohort plc on 22 September 2015 following his decision to step down as Co-Chairman on the same date. Jeff Perrin was appointed Non-executive Director on 1 July 2015. Edward Lowe was appointed Non-executive Director on 1 July 2019. Beatrice Nicholas was appointed Non-executive Director on 1 September 2021. These appointments can be terminated upon three months' notice being given by either party.

Directors' remuneration

Details of Directors' remuneration are set out in Table 2.

Table 1: Directors' share options

	At 1 May 2021 Number	Granted Number	Exercised Number	Lapsed/ forfeited Number	At 30 April 2022 Number	Date of grant	Date from which option can be exercised	Exercise period Years
A Thomis								
Cohort plc 2016 share option scheme (approved)								
– Option price of £3.760 per share	7,978	—	—	—	7,978	25 Aug 2017	26 Aug 2020	7
Cohort plc 2016 share option scheme (unapproved)								
– Option price of £3.760 per share	1,809	—	—	—	1,809	25 Aug 2017	26 Aug 2020	7
– Option price of £3.900 per share	9,846	—	—	—	9,846	10 Aug 2018	11 Aug 2021	7
– Option price of £4.875 per share	7,569	—	—	—	7,569	28 Aug 2019	29 Aug 2022	7
– Option price of £6.200 per share	8,411	—	—	—	8,411	28 Aug 2020	29 Aug 2023	7
– Option price of £5.390 per share	—	9,675	—	—	9,675	16 Aug 2021	16 Aug 2024	7
Save As You Earn (SAYE) scheme								
– Option price of £4.900 per share	1,993	—	(1,993)	—	1,993	1 Sep 2018	2 Sep 2021	
– Option price of £4.475 per share	933	—	—	—	933	6 Sep 2019	7 Sep 2022	
– Option price of £6.700 per share	902	—	—	—	902	4 Sep 2020	5 Sep 2023	
– Option price of £5.830 per share	—	1,333	—	—	1,333	3 Sep 2022	1 Oct 2024	
	39,441	11,008	(1,993)	—	48,456			
S Walther								
Cohort plc 2016 share option scheme (approved)								
– Option price of £3.900 per share	307	—	—	—	307	10 Aug 2018	11 Aug 2021	7
– Option price of £6.200 per share	4,645	—	—	—	4,645	28 Aug 2020	29 Aug 2023	7
Cohort plc 2016 share option scheme (unapproved)								
– Option price of £3.900 per share	7,397	—	—	—	7,397	10 Aug 2018	11 Aug 2021	7
– Option price of £4.875 per share	5,922	—	—	—	5,922	28 Aug 2019	29 Aug 2022	7
– Option price of £6.200 per share	1,936	—	—	—	1,936	28 Aug 2020	29 Aug 2023	7
– Option price of £5.390 per share	—	7,569	—	—	7,569	16 Aug 2021	16 Aug 2024	7
Save As You Earn (SAYE) scheme								
– Option price of £3.900 per share	673	—	(673)	—	—	1 Sep 2018	2 Sep 2020	
– Option price of £4.475 per share	1,021	—	—	—	1,021	6 Sep 2019	7 Sep 2022	
– Option price of £6.700 per share	376	—	—	—	376	4 Sep 2020	5 Sep 2023	
– Option price of £5.830 per share	—	926	—	—	926	3 Sep 2021	1 Oct 2024	
	22,277	8,495	(673)	—	30,099			

There are no future performance conditions applying to any of the share option schemes above. The price paid for all share options in the above schemes was Nil pence.



Remuneration Committee report continued

Annual Report on Remuneration continued

Directors' remuneration continued

Both Andrew Thomis and Simon Walther have participated in the Cohort plc Share Incentive Plan (SIP) which was launched on 1 September 2018. As at 30 April 2022, contributions were made by each of £1,200. This would convert to 221 Cohort plc ordinary shares as at 30 April 2022 based on the closing share price of 544 pence per share. On 8 October 2021, contributions of £1,800 each were converted to 330 ordinary shares each at 546.0 pence per share.

The terms of the Cohort plc SIP are set out in note 20.

Andrew Thomis exercised 1,993 share options held under the Cohort plc SAYE scheme on 11 January 2022 when the mid-market price of Cohort plc ordinary shares was 538.0 pence per share. All shares were retained.

Simon Walther exercised 673 share options held under the Cohort plc SAYE scheme on 1 October 2021 when the mid-market price of Cohort plc ordinary shares was 551.0 pence per share. All shares were retained.

The aggregate amount of gains made by the Directors as a result of exercising share options during the year was £4,033 (2021: £22,424).

Table 2: Directors' remuneration

	Salary 2022 £	In-year cash bonus 2022 £	Long-term cash bonus 2022 £	Restricted Share awards 2022 £	Benefits in kind 2022 £	Retirement allowance 2022 £	Emoluments 2022 £	Pension contributions 2022 £	Total 2022 £
Executive Directors									
A Thomis	270,000	13,500	10,285	33,492	2,700	10,800	340,777	364	341,141
S Walther	211,000	10,550	8,038	26,168	2,064	8,440	266,260	364	266,624
Non-executive Directors									
N Prest	102,500	—	—	—	—	—	102,500	—	102,500
S Carter	46,250	—	—	—	—	—	46,250	—	46,250
E Lowe	50,000	—	—	—	—	—	50,000	—	50,000
J Perrin	50,000	—	—	—	—	—	50,000	—	50,000
B Nicholas	31,250	—	—	—	—	—	31,250	—	31,250
Total	761,000	24,050	18,323	59,660	4,764	19,240	887,037	728	887,765

Beatrice Nicholas was appointed Non-executive Director on 1 September 2021.

	Salary 2021 £	In-year cash bonus 2021 £	Long-term cash bonus 2021 £	Restricted Share awards 2021 £	Benefits in kind 2021 £	Retirement allowance 2021 £	Emoluments 2021 £	Pension contributions 2021 £	Total 2021 £
Executive Directors									
A Thomis	260,750	13,038	44,182	125,045	1,980	10,430	455,425	364	455,789
S Walther	204,000	10,200	34,567	97,830	1,980	8,160	356,737	364	357,101
Non-executive Directors									
N Prest	90,000	—	—	—	—	—	90,000	—	90,000
S Carter	45,000	—	—	—	—	—	45,000	—	45,000
E Lowe	45,000	—	—	—	—	—	45,000	—	45,000
J Perrin	45,000	—	—	—	—	—	45,000	—	45,000
Sir Robert Walmsley	30,000	—	—	—	—	—	30,000	—	30,000
Total	719,750	23,238	78,749	222,875	3,960	18,590	1,067,162	728	1,067,890

Sir Robert Walmsley retired on 31 December 2020.

The Restricted Share awards include tax and employee National Insurance.



Remuneration Committee report continued

Annual Report on Remuneration continued

Directors' remuneration continued

CEO remuneration as a multiple of the average remuneration of all employees

	2019	2020	2021	2022
Salary	5.38	5.76	5.58	5.59
Total remuneration	9.59	10.27	9.31	7.89

Salary includes benefits in kind and retirement allowance. Total remuneration includes all bonuses.

The decrease in the total remuneration ratio from 2021 to 2022 reflects the increase in the size of the Group following the full year addition of ELAC (previously five months included in results), and for the CEO, a lower bonus and share scheme award offset by a small increase in salary.

Relative spend on pay

The following table shows actual expenditure of the Group on remuneration of all employees compared with distributions to shareholders and profit retained:

	Total remuneration expenditure £'000	Other expenditure as a percentage of total remuneration			
		Dividends paid to shareholders		Profit retained	
		£'000	%	£'000	%
2022	59,764	4,684	8	5,308	9
2021	51,881	4,247	8	1,652	3
2020	47,815	3,853	8	5,074	11
2019	43,109	3,464	8	1,781	4

The total shareholder return performance graph is shown on the Corporate governance report.

