DIRECTORS' REMUNERATION REPORT

MEMBERSHIP	SINCE
Inken Braunschmidt, Chair of the Remuneration Committee since 9 November 2023	2019
Aedamar Comiskey, Chair of the Remuneration Committee until 9 November 2023	2014
Justin Atkinson	2018
Kash Pandya	2021
Claire Hawkings	2022
Shian Jastram	2024

Key objectives

The Committee's objectives are to create a fair, equitable and competitive total reward package that supports the Group's vision and strategy; and to ensure that rewards are performance-based, encourage long-term shareholder value creation and are straightforward to communicate and operate.

Key responsibilities:

- Designing the remuneration policy.
- Implementing the remuneration policy.
- Ensuring the competitiveness of reward.
- Designing the incentive plans.
- Setting incentive targets and determining award levels.
- Overseeing all share awards across the Group.

The Committee meets at least three times a year.

ANNUAL STATEMENT

Introduction by Inken Braunschmidt, Chair of the Remuneration Committee

On behalf of the Board and the Remuneration Committee (the Committee), I am pleased to present the Directors' remuneration report for the year ended 31 December 2023. This is my first Remuneration report as Chair of the Committee, and I would like to start this Annual statement by thanking Aedamar Comiskey for her stewardship of the Committee since 2018, and her guidance over the recent months as we have transitioned this role.

As usual, this report is comprised of two parts, namely:

Part 1 – Remuneration policy report – which sets out the revised Directors' remuneration policy that will be put to shareholders for approval in a binding shareholder vote at the 2024 AGM; and

Part 2 – Annual report on remuneration – which sets out payments and awards made to the Directors, details the link between Company performance and remuneration for 2023, and explains how we intend the remuneration policy will operate for 2024. This part of the report will be put to an advisory vote at the 2024 AGM.

Work of the Committee during 2023

During 2023, the Committee undertook the following main activities, having due regard at all times to the broader performance context and the experience of the Group's key stakeholders:

- Assessing performance against the targets set for the 2022 annual bonus awards.
- Setting the targets for the 2023 annual bonus.
- Assessing performance against the targets set for the 2020 LTIP awards and determining vesting levels.
- Agreeing the award levels and performance targets for the 2023 LTIP awards.
- Approving the salary increases for the CEO and members of the Executive Committee.
- Agreeing the leaving arrangements for Duncan Kennedy and Karen Hayzen-Smith's package on appointment.
- Agreeing the Chairman's fee.
- Reviewing the Directors' remuneration policy.
- Consulting with major shareholders on the proposed policy and its implementation in 2024.

In discharging its responsibilities, the Committee seeks to ensure that its policy and practices remain consistent with the six factors set out in Provision 40 of the 2018 UK Corporate Governance Code:

- Clarity – The proposed policy represents minimal change to our current policy, which is understood by our senior executive team and which we have sought to articulate clearly to our shareholders (both on an ongoing basis and during the recent shareholder consultation).
- Simplicity – The Committee is mindful of the need to avoid overly complex remuneration structures which can be misunderstood and deliver unintended outcomes. Therefore, a key objective of the Committee is to ensure that our executive remuneration policies and practices are straightforward to communicate and operate.
- Risk – Our policy has been designed to ensure that inappropriate risk-taking is discouraged and will not be rewarded. We do this via: (i) the balanced use of both short-term (annual) bonuses and longer-term incentive plans (LTIPs), which employ a blend of financial, non-financial and shareholder return targets; (ii) the significant role played by equity in our incentive plans; and (iii) malus/clawback provisions.
- Predictability – Our incentive plans are subject to individual caps and clearly defined performance targets, with our share plans also subject to market standard dilution limits.
- Proportionality – There is a clear link between individual reward, delivery of strategy and the Group's long-term performance. In addition, the significant role played by incentive/"at-risk" pay, together with the structure of the Executive Directors' service contracts, ensures that poor performance is not rewarded.
- Alignment to culture – Our executive pay policies are aligned to culture through the use of metrics in both the annual bonus and LTIP that measure how we perform against our KPIs.

Pay and performance in 2023

James Fisher made further progress in its recovery and strategic transformation in 2023, with performance outcomes against our primary financial measures as follows:

- Underlying operating profit from continuing operations of £29.6m.
- Operating cash flow (as defined for incentive purposes) of £63.6m.
- Underlying diluted earnings per share of 11.4p.

Executive Directors' bonus potential for 2023 was capped at 100% of salary, with 75% based on meeting the Group's financial objectives and 25% based on achievement of strategic objectives. As set out on page 102, the formulaic achievement of the stretching targets set at the start of 2023 warranted a bonus payout of 35.9% of maximum. The Committee assessed this result in the context of the Group's underlying performance and concluded that it fairly reflected the significant contribution of each of our Executive Directors to the Group's ongoing recovery, as well as the progress against its transformation objectives (including its ESG roadmap). In this context, the Committee resolved not to exercise any discretion with respect to the formulaic 2023 bonus outcome.

Awards granted under the LTIP in 2021 are ordinarily eligible to vest in 2024, subject to the achievement of pre-defined 3-year performance targets. However, as a result of failing to hit the threshold level set for earnings per share (EPS) and total shareholder return (TSR), the 2021 LTIP awards will lapse in full. Neither Jean Vernet nor Karen Hayzen-Smith are participants in the 2021 LTIP award cycle, having joined the Group in 2022 and 2023, respectively.

Further details of the targets and achievement against them for the annual bonus and LTIP are set out on pages 102 to 103.

Finally, as set out in last year's Report the salary review for Executive Directors was delayed until later in 2023, at which point the Committee resolved to award an increase of 5% to the CEO (to £556,500 per annum), effective 1 July 2023. In doing so, the Committee took into account that this increase was lower (on an annualised basis) than those awarded to the wider workforce (5% from 1 January or, for higher earners, 5% delivered in two stages). Duncan Kennedy, having served notice in mid-July and prior to the delayed review process, was not eligible for a salary review in 2023.

Executive Director changes during the year

As announced in August 2023, Karen Hayzen-Smith was appointed as Chief Financial Officer and took up this position on 1 December 2023, at which point Duncan Kennedy stepped down from the Board. Mr Kennedy remains an employee of the Company to enable a smooth and effective transition of responsibilities. Details of the leaving arrangements for Mr Kennedy and Ms Hayzen-Smith's package on appointment – both of which are in line with our policy and normal remuneration practices – are set out on page 104.

2024 Directors' remuneration policy

During the year, and ahead of the requirement for this to be submitted for shareholder approval at the 2024 AGM, the Committee undertook a comprehensive review of the Directors' remuneration policy to ensure that it continues to support the business strategy, remains aligned with market practice and reflects the governance expectations of our shareholders. The Committee concluded that the policy remained broadly fit-for-purpose, but that some minor changes should be proposed to help ensure our remuneration policy supports the Group's ability through the current period of transformation to attract, motivate and retain talented contributors to future success.

Increase the maximum annual bonus opportunity from 100% to 125% of salary

The current incentive award limits – of 100% and 200% of salary under the annual bonus and LTIP respectively – have been unchanged for several policy cycles. As part of the review of policy, the Committee considered whether retaining the existing limits appropriately supported our philosophy of delivering a competitive, performance-oriented package reflective of the calibre, experience and performance of our Executive Directors. The Committee concluded that the LTIP award limit provided an appropriate level of flexibility (the headroom is currently not utilised fully), but that the annual bonus opportunity should be increased to 125% of salary. The Committee believes the change appropriately upweights the emphasis in the package on delivery of the Company's short-term financial and strategic priorities, while bringing the aggregate incentive opportunities for the CEO and CFO more into line with competitive norms for our key talent market of FTSE companies of comparable complexity and scale. The annual bonus will continue to be subject to the achievement of stretching financial and strategic targets aligned to our transformation programme and growth strategy.

Strengthen bonus deferral requirement to be one-third of any bonus earned in shares for two years

The current policy provides for bonus outcomes of up to 70% of salary to be payable in cash, with only the increment above this deferred into shares. Only in years of strong bonus pay-outs is any bonus therefore deferred under the current policy. To strengthen alignment between executives and shareholders, and support progress against the in-post shareholding guideline with which our Executive Directors are expected to comply over time, we have strengthened the deferral requirement to mandate the deferral of one-third of any bonus earned into shares for two years (such period being aligned with the LTIP post-vesting holding period and the timeframe of the post-exit share ownership requirement introduced in 2021). This change also further strengthens our ability to enforce existing malus and clawback provisions, if required.

Replace the reference to "personal objectives" in the bonus scorecard with "strategic objectives"

The current policy specifies that "a minority of the bonus is based on individual achievement and personal objectives". Currently 25% of the annual bonus is linked to non-financial objectives. For 2023, these included quantitative targets for a range of collective strategic objectives set for the wider senior leadership team, including employee engagement, health and safety, as well as other short-term business priorities aligned to the transformation plan. Updating the policy wording to reference "strategic objectives" better reflects how these measures are – and going forward will be – set, cascaded into the organisation and assessed.

Remove reference to the application of "stretch targets" for LTIP awards above 125% of salary

The Committee reviews and agrees the measures and targets for the LTIP awards ahead of each grant cycle. Consistent with our pay-for-performance philosophy, stretching targets are applied to all LTIP grants irrespective of the award opportunity, such that full vesting requires strong performance to be delivered across a range of different metrics. Since a consistent set of targets is applied to all participants in the LTIP to support alignment across the senior leadership team, the policy wording has been simplified to reflect our current custom and practice. The LTIP measures and targets for each new award cycle ordinarily will continue to be disclosed to shareholders on a prospective basis and details of the targets applying to the 2024 LTIP cycle are set out on page 109.

DIRECTORS' REMUNERATION REPORT CONT.

We wrote to shareholders representing c.80% of the Group's issued share capital to consult them about the proposed changes to the policy. We received responses and feedback from shareholders representing c.66% of issued share capital, which included strong support for the above proposed changes to the remuneration policy.

Whilst engaging with shareholders about the policy, we also informed them of the joining arrangements for Karen Hayzen-Smith (see page 104) and presented a proposal for how the policy would be implemented in 2024. In particular, shareholder feedback was invited on the proposal to introduce strategic targets to the LTIP scorecard, alongside the existing metrics of EPS, relative TSR and ROCE, to reinforce the medium-term priorities of the transformation programme and capture objectives linked to our ESG strategy. Shareholders expressed a range of views on the relative weighting of the LTIP measures, and consensus for the strategic targets to be robust, objective and quantifiable. Shareholders also noted an expectation for the Committee to avoid any overlap with the measures used in the annual bonus. The Committee was grateful for all the feedback received and we have sought to balance this input in the final design for the 2024 LTIP. This included reducing the weighting on strategic targets in the LTIP (to 20% from the 30% originally proposed), and upweighting ROCE and relative TSR to 25% each (from 15% and 20%, respectively); the balance of the scorecard (30%) will be linked to EPS. We also reconfirm our commitment that the strategic targets used in the LTIP will be robust and quantifiable, have a clear link to the strategy and future value creation and be sufficiently differentiated from those used in the bonus. The strategic measures applying to the 2024 LTIP grant will be gross margin, new product revenue and progress towards our net zero commitment. Further information on these measures and the targets is provided on page 109.

Wider workforce remuneration and engagement

In common with most businesses, James Fisher is dependent on the capability and commitment of its employees. We value our employees highly and the Committee receives regular updates from the management team on broader workforce matters. In addition to remuneration decisions, these related to health and safety, employee wellbeing and following up on the results of our annual engagement survey.

As the designated Non-Executive Director for employee engagement until December 2023, I also participated in a number of engagement activities during the year to meet directly with employees. During the year, members of the Committee also engaged with employees on a number of matters (more detail on page 37), including while attending offsite engagement sessions. Any feedback on remuneration received through this and other engagement channels is presented to, and discussed by, the Committee at its next meeting; and informs decision-making at both a Group and business level. In keeping with our stated commitment, we also progressed the harmonisation of our pension benefits for UK colleagues. Benefits were previously determined by each business unit for its workforce, but standardising our offering across the Group supports our principle of consistency and alignment, including with the benefits provided at an executive level. Whilst we did not engage directly with employees on the new Directors' remuneration policy, topics discussed at the employee engagement working group included performance feedback and the Group's commitment to personal development, along with Group financial and strategic progress. In the UK, we also enable employees to become shareholders through participation in the Sharesave, affording them the same voting rights as other shareholders in relation to resolutions for approval at the AGM; this includes the resolutions to approve the Directors' remuneration policy, as well as its implementation annually.

2024 remuneration

A summary of the proposed application of the remuneration policy for 2024 is set out below:

- **Salary:** Jean Vernet's salary was increased to £573,195 effective 1 January 2024 (a 3% increase, slightly below the average increase for the UK workforce of 3.5%). This differentiation was considered to be appropriate given the prevailing inflationary environment and the desire to focus the available pay budget on supporting lower-paid colleagues. Karen Hayzen-Smith's salary remains at the level set on appointment (£370,000).
- **Pension:** no change to the pension contributions received by the Executive Directors, which at 7.5% of salary are in line with the maximum pension contribution available to other UK employees.
- **Annual bonus:** this will continue to be based 50% on underlying operating profit, 25% on operating cash flow, and 25% on strategic objectives. Subject to approval of the new remuneration policy at the AGM, the maximum bonus opportunity for 2024 will be 125% of salary for the Executive Directors, with one-third of any bonus payable to be deferred into shares for two years.
- **LTIP:** awards will be made at 175% of salary for Jean Vernet and 150% of salary for Karen Hayzen-Smith. Awards will be based 30% on 3-year cumulative EPS, 25% on relative TSR; 25% on Return on Capital Employed (ROCE) and the remaining 20% on strategic objectives. Details of the specific targets to apply are set out on page 109.
- **NED fees:** the fees payable to the Chairman and Non-Executive Directors are unchanged from 2023 levels, other than the introduction of an additional fee of £5,000 per annum for acting as Non-Executive Director for Employee Engagement.

The Committee is grateful for the strong shareholder support at the 2023 AGM for the advisory resolution to approve the Annual statement and Annual report on remuneration, and for the engagement and feedback received during the consultation process of the new remuneration policy. We remain committed to effective and regular engagement with our shareholders in relation to remuneration, and hope that we can count on your continued support.

I hope you will join me in supporting the remuneration-related resolutions at the AGM on 30 May 2024.

Inken Braunschmidt
Chair of the Remuneration Committee

16 April 2024

REMUNERATION POLICY REPORT

Overview of Directors' remuneration policy

James Fisher and Sons plc operates in a competitive international environment. To continue to compete successfully, the Committee considers that it is essential that the level and structure of remuneration and benefits achieve the objective of attracting, retaining, motivating and rewarding the necessary high calibre individuals at all levels of the business. The Company therefore sets out to provide competitive remuneration to all of its employees, appropriate to the business environment in those countries in which it operates.

The remuneration policy, as a significant contributor to competitive advantage, is designed to support the Company's corporate strategy, and to align with the Company's valued behaviours of pioneering spirit, integrity, energy and resilience.

A cohesive reward structure with a timely pay review process, consistently applied to all employees and with links to corporate performance, is seen as critical in ensuring all employees can associate with, and are focused on, the attainment of the Company's strategic goals. Accordingly, the remuneration package for the Executive Directors is reviewed annually. Where an Executive Director's responsibilities change during the course of a year, the Committee will consider whether a review is appropriate, outside of the annual process.

Executive remuneration reviews are based upon the following principles:

- Total rewards should be set at appropriate levels to reflect the competitive market in which the Company operates, and to provide a fair and attractive remuneration package.
- Reward elements should be designed to reinforce the link between performance and reward. The majority of the total remuneration package should be linked to the achievement of appropriate performance targets that promote long-term value creation through transparent alignment with our corporate strategy.
- Executive Directors' incentives should be aligned with the interests of shareholders. This is achieved through setting performance targets to reward an increase in shareholder value and through the Committee's policy to encourage share ownership by Executive Directors.

How the Directors' remuneration policy relates to the wider Group

The remuneration policy set out within this report provides an overview of the structure that operates for the Executive Directors in the Group. Employees below Executive Director level have a lower proportion of their total remuneration made up of incentive-based remuneration, with remuneration driven by market comparators and the impact of the role of the employee in question. Participation in long-term incentives is reserved for those judged as having the greatest potential to influence the Group's delivery of strategy and Group performance. The Committee considers pay and conditions across the workforce when reviewing and setting the Executive Director remuneration policy. During 2023, members of the Committee engaged with employees on a number of matters (more detail on page 37), including while attending offsite engagement sessions. Any feedback on remuneration received through this and other engagement channels (such as our new Engage platform) is presented to, and discussed by, the Committee at its next meeting; and informs decision-making at both a Group and business level.

How shareholders' views are taken into account

The Committee takes an active interest in stakeholder views on our executive remuneration policy and its operation, and is particularly mindful of the perspectives of shareholders.

At the 2021 AGM, the previous remuneration policy was supported by a significant majority of shareholders and similarly high levels of support were received for the advisory votes to approve the Annual report on remuneration at the AGMs in 2022 and 2023. In advance of the 2024 AGM, the Committee has consulted with the Company's major shareholders in relation to the proposed changes to the remuneration policy. As set out in further detail in the Annual statement prefacing this Report, the significant majority of feedback received was supportive of our proposals.

Directors' remuneration policy

The following pages set out the remuneration policy to be approved by shareholders at the 2024 AGM. It is intended that the policy will apply for three years from the date of approval. The main changes from the remuneration policy approved by shareholders at the 2021 AGM are as follow:

- Increasing the maximum annual bonus opportunity, from 100% to 125% of salary, and strengthening the parameters for bonus deferral to require one-third of any bonus earned to be deferred in shares for two years.
- Replacing reference in the bonus scorecard to individual achievement and personal objectives, with strategic objectives, to more accurately reflect the nature of the metrics incorporated in this element.
- Removing reference to the application of stretch targets for LTIP awards above 125% of salary to be consistent with our reward philosophy that stretching targets should be set for all LTIP grants, irrespective of award opportunity.

Other minor amendments have been made to the drafting of this policy, including to update: (i) the data used in the pay-for-performance scenarios; (ii) page references; and (iii) the sections on Executive Director service contracts and Non-Executive Director letters of appointment, to reflect changes in Board composition in 2023.

DIRECTORS' REMUNERATION REPORT CONT.

ELEMENT	PURPOSE AND LINK TO STRATEGY	OPERATION	MAXIMUM	PERFORMANCE TARGETS
Salary	Designed to attract to the Board, retain, motivate and reward the necessary high calibre individuals.	Salaries are a fixed annual sum and payable monthly in cash. Salaries are reviewed each year, recognising the individual's performance and experience, developments in the relevant employment market and having regard to the Group's performance as well as comparing each Executive Director's salary to market data.	No prescribed maximum salary or salary increase. Salaries are set for each Executive Director within a range around the market median for similar positions in appropriate comparator companies. The Committee is also guided by the general increase for the employee population although increases may be higher or lower than this to recognise, for example, an increase in the scale, scope or responsibility of an individual and/or performance.	Not applicable.
Pension	To offer competitive retirement benefits.	Executive Directors are eligible to join the Group's defined contribution scheme, receive a Company contribution into a personal pension scheme or be paid a cash supplement in lieu of pension.	Up to 7.5% of salary (in line with the contribution level available to the UK workforce).	Not applicable.
Benefits	To offer competitive benefits.	Provision of a company car or cash alternative, life assurance and healthcare insurance. Other benefits may be provided where appropriate. These benefits do not form part of pensionable earnings.	No prescribed maximum.	Not applicable.
Annual bonus	To incentivise and reward the Executive Directors to deliver annual financial and operational targets.	Payable on the achievement of financial and strategic objectives. Non-pensionable. One-third of any bonus paid will be deferred into shares, with deferred share awards vesting after two years. Dividend equivalent payments may be awarded (in cash or shares) on deferred shares that vest. Malus and clawback provisions operate.	Up to 125% of salary.	The majority of the bonus potential is based on financial targets derived from the annual plan; the balance of the bonus potential is based on strategic objectives.

ELEMENT	PURPOSE AND LINK TO STRATEGY	OPERATION	MAXIMUM	PERFORMANCE TARGETS
LTIP	To align the interests of the Executive Directors with the Group's long-term performance, strategy and the interests of shareholders.	Annual grant of conditional share awards. Non-pensionable. A two-year post-vesting holding period applies to awards granted to Executive Directors. Dividend equivalents may be awarded (in cash or shares) on shares that vest. Malus and clawback provisions operate.	Up to 200% of salary.	Sliding scale targets linked to financial, share price and/or strategic metrics. No more than 25% of an award vests at threshold, increasing to 100% vesting at maximum.
Share ownership	To ensure alignment between the interests of Executive Directors and shareholders.	Executive Directors are required to retain half of the shares vesting after tax under the LTIP and deferred bonus until the guidelines are met. Post-cessation guidelines apply. In determining the relevant number of shares to be retained post-cessation, shares acquired from own purchases will not be counted.	**In Employment:** 200% of salary for all Executive Directors. **Post-cessation:** 100% of the "in employment" requirement, until the second anniversary of cessation (or the actual shareholding if the guideline has not been met at cessation).	Not applicable.
Sharesave	To encourage share ownership and align the interests of all employees and shareholders.	An all-employee share plan.	As per prevailing HMRC limits.	Not applicable.
Non-Executive Directors	To provide fees that reflect the time commitment and responsibilities of each role in line with those provided by similarly sized companies.	Fixed annual fee, paid quarterly in cash. Normally reviewed annually. The Committee determines the Chairman's fees. The Chairman and Executive Directors determine fees for the other Non-Executive Directors.	No prescribed maximum fee or fee increase, although fees are limited by the Company's Articles of Association. Fee levels are guided by market rates, time commitments and responsibility levels.	Not applicable.

Notes:
(1) The choice of the performance metrics applicable to the annual bonus reflects the Committee's belief that any incentive targets should be appropriately challenging and tied to the delivery of both financial and strategic objectives.
(2) LTIP performance conditions are selected based on the delivery of long-term returns to shareholders and the Group's financial growth and are consistent with the Company's strategy. Where operated: (i) TSR performance is monitored by an independent advisor; and (ii) EPS and ROCE are derived from the audited financial statements.
(3) The Committee operates its share plans in accordance with the plan rules and the Listing Rules. The Committee, consistent with market practice, retains discretion over a number of areas relating to the operation and administration of the plans (e.g. treatment of awards for leavers or on a change of control and/or adjustments to performance targets).
(4) The Committee retains the right to exercise discretion to override formulaic outcomes and ensure that the level of bonus or LTIP awards payable is appropriate. It may use its discretion to adjust outcomes to ensure that any payments made reflect overall Company performance and stakeholder experiences more generally. Where exercised, the rationale for this discretion will be fully disclosed to shareholders in the relevant Directors' remuneration report.
(5) Consistent with HMRC legislation, the all-employee share plan does not have performance conditions.
(6) In approving the Directors' remuneration policy, authority is given to the Company to honour any past commitments entered into with current or former Directors (including the vesting of share awards granted in the past).

DIRECTORS' REMUNERATION REPORT CONT.

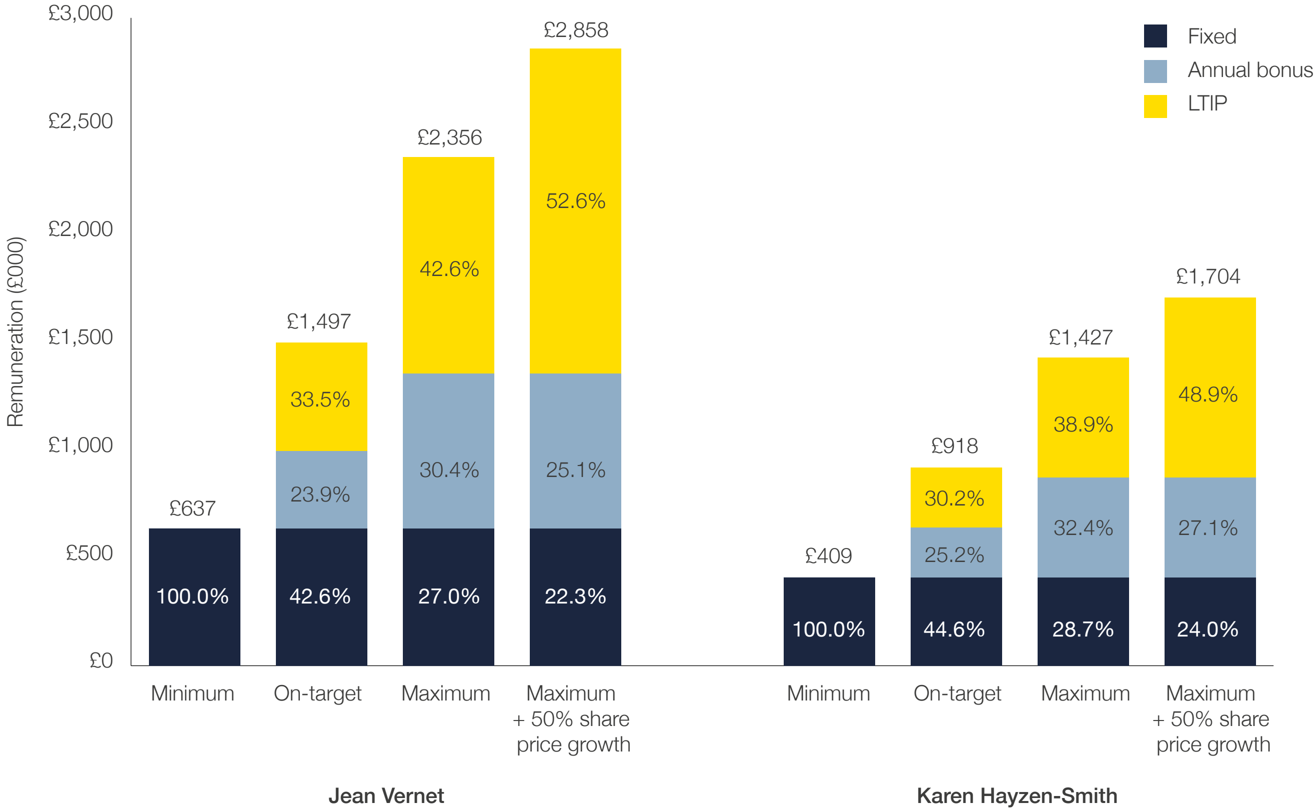
Malus and clawback provisions

Malus and clawback provisions operate in respect of the annual bonus (cash and deferred shares) and LTIP awards, with Committee discretion to apply them in the event of a material misstatement in the Company's financial results, miscalculation, serious reputational damage to the Company, in the event it is discovered that the participant committed serious misconduct that could have warranted summary dismissal, or a corporate failure/ insolvency.

The Committee may decide to operate the malus and clawback provisions within a three-year period commencing on the date that the cash part of any annual bonus is paid (for cash and deferred share bonus awards), and prior to the third anniversary of any LTIP vesting date.

Scenario charts, 2024 remuneration

The charts below illustrate the potential value of the 2024 packages for the Executive Directors (see page 109 for further detail), assuming: nil bonus payout and nil vesting for the LTIP in the "minimum" scenario; and a 50% bonus payout and 50% LTIP vesting in the "on-target" scenario.



Approach to recruitment

New Executive Directors will be appointed on remuneration packages with the same structure and elements set out in the Directors' remuneration policy table. Ongoing incentive pay/share-based awards will be limited to:

- Maximum annual bonus of 125% of salary.
- LTIP award of up to 200% of salary.

For external appointments, the Committee may offer additional cash or share-based elements to replace deferred or incentive pay forfeited by an executive when leaving a previous employer. It would seek to ensure, where possible, that these awards would be consistent with awards forfeited in terms of vesting periods, expected value and performance conditions. Shareholders will be informed of any such payments as soon as practicable following the appointment.

For an internal appointment, any variable pay element awarded in respect of the prior role may be allowed to pay out according to its original terms. In addition, any other ongoing remuneration obligations existing prior to appointment may continue, provided that they are put to shareholders for approval at the earliest opportunity if these remain outside of Policy limits.

For external and internal appointments, the Committee may agree that the Company will meet certain relocation and incidental expenses as appropriate.

Loss of office

In relation to Executive Directors leaving the Company, the Committee is committed to applying a consistent and equitable approach to ensure the Company is fair and appropriate, but pays no more than necessary. The loss of office policy is in line with market practice and will be dependent on whether the individual is deemed a "good leaver" or "bad leaver". The "good leaver" policy includes:

- Payment in lieu of notice equal to one year's basic salary or, if termination is part way through the notice period, the amount of salary relating to any unexpired notice to the date of termination. There is an obligation on Directors to mitigate any loss which they may suffer if the Company terminates their service contract.
- Bonus payments for the period worked may be made, subject to the original performance targets, at the discretion of the Committee. Any such payments would be made on the normal payment date.
- Vesting of share scheme awards is not automatic and the Committee retains the discretion to prevent awards from lapsing depending on the circumstances of the departure and the best interests of the Company. For a "good leaver": (i) deferred bonus awards will normally vest in full at the normal vesting date (although may vest earlier, including at cessation); and (ii) LTIP awards will normally vest at the normal vesting date (although may vest earlier, including at cessation) subject to performance against the performance targets and LTIP awards will normally be pro-rated for time.
- The "good leaver" reasons are death, injury, illness or disability, redundancy, retirement, transfer of business resulting in cessation of the individual's employment and any other reason at the Committee's discretion.
- Executive Directors will also be entitled to a payment in respect of accrued but untaken annual holiday entitlements on termination.
- Legal fees and outplacement support may be paid by the Company where appropriate.

No compensation is paid for summary dismissal, save for any statutory entitlements.

Service contracts

It is the Board's policy that Executive Directors are employed on contracts subject to no more than 12 months' notice from either side. The Board recognises however that it may be necessary in the case of new executive appointments to offer an initial longer notice period, which would subsequently reduce to 12 months after the expiry of the initial period. The service agreements do not have a fixed term. If it becomes necessary to consider termination of a service contract, the Committee will have regard to all the circumstances of the case, including mitigation, when determining any compensation to be paid. Details of the current service contracts are as follows:

	Contract date	Notice period
Jean Vernet	5 September 2022	12 months
Karen Hayzen-Smith	1 December 2023	12 months

The Executive Directors are permitted to serve as non-executive directors of other companies, provided the appointment is first approved by the Board. Directors are allowed to retain their fees from such appointments. During 2023, the Executive Directors held no external appointments.

Non-Executive Directors do not have service contracts but have a letter of appointment setting out their terms and conditions. Non-Executive Directors are appointed each year for up to 12 months (subject to re-election at the AGM) and are entitled to one month's prior written notice of early termination for which no compensation is payable. Details of the letters for the currently appointed Non-Executive Directors are set out below:

	Date of appointment	Date of (re-) election
Angus Cockburn	1 May 2021	14 June 2023
Justin Atkinson	1 February 2018	14 June 2023
Inken Braunschmidt	1 March 2019	14 June 2023
Aedamar Comiskey(1)	1 November 2014	14 June 2023
Kash Pandya	1 November 2021	14 June 2023
Claire Hawkings	1 January 2022	14 June 2023
Shian Jastram	1 March 2024	n/a

(1) Aedamar Comiskey will retire from the Board at the conclusion of the 2024 AGM.

DIRECTORS' REMUNERATION REPORT CONT.

ANNUAL REPORT ON REMUNERATION

Remuneration Committee

The Committee members have no personal financial interest, other than as shareholders, in the matters to be decided.

They have no conflicts of interest arising from cross-directorships with the Executive Directors, nor from being involved in the day-to-day business of the Company.

The Committee operates under clear written terms of reference and confirms that its constitution and operation comply with the applicable provisions of the UK Corporate Governance Code (the Code) prevailing at the date this report is signed, in relation to the Directors' remuneration policy and pay practices, and that it has applied the Code throughout the year.

The Committee's terms of reference include:

- To determine and agree with the Board the framework and policy for Executive Directors and senior managers.
- To review the appropriateness and relevance of the remuneration policy.
- To agree the measures and targets for any performance-related bonus and share schemes of the Executive Directors.
- To determine within the terms of the policy the total individual remuneration package of the Executive Directors and selected senior management immediately below Board.
- To review senior management pay and workforce remuneration policies and practice.

The Committee consults the Chief Executive Officer and invites him to attend meetings when appropriate. The Chief Human Resources Officer and Ellason LLP, the Committee's independent adviser, attend meetings of the Committee by invitation. The Committee also has access to advice from the Chief Financial Officer. The Company Secretary acts as secretary to the Committee. No Director or other attendee is present when his or her own remuneration is being determined.

Advisers to the Remuneration Committee

In undertaking its responsibilities, the Committee seeks independent external advice as necessary. Following a competitive tender, the Committee appointed Ellason LLP (Ellason) as its principal external adviser from August 2021.

The Committee is satisfied that Ellason provided independent remuneration advice to the Committee during 2023, taking into account in this determination that Ellason reports directly to the Committee Chair, does not have any other connections with the Company that may impair independence and that Ellason is a member and signatory of, and adheres to, the Code of Conduct for Remuneration Consultants. Details of this Code of Conduct can be found at www.remunerationconsultantsgroup.com.

During 2023, Ellason provided independent advice on remuneration matters including supporting on the review of the Directors' remuneration policy and providing guidance on external market practice, as well as other matters within the Committee's remit. Ellason provides no services to the Company other than in respect of its role as appointed independent adviser to the Committee. The fees paid to Ellason in respect of work carried out for the Committee in the year under review were charged on a time and materials basis and totalled £94,236.

Total remuneration of the Executive Directors (audited)

	Jean Vernet[1]		Karen Hayzen-Smith[2]		Duncan Kennedy[2]	
	2023 £000	2022 £000	**2023 £000**	2022 £000	**2023 £000**	2022 £000
Salary[3]	**543**	173	**31**	–	**321**	350
Benefits[4]	**66**	44	**1**	–	**10**	11
Pension[5]	**41**	13	**2**	–	**36**	16
Bonus in cash	**195**	–	**11**	–	**115**	–
Bonus in deferred shares	**–**	–	**–**	–	**–**	–
Total short-term remuneration	**845**	230	**45**	–	**482**	377
LTIP	**n/a**	n/a	**n/a**	–	**–**	n/a
Other[7]	**–**	400	**–**	–	**–**	–
Total remuneration	**845**	630	**45**	–	**482**	377
Total fixed remuneration	**650**	230	**34**	–	**367**	377
Total variable remuneration	**195**	400	**11**	–	**115**	–

(1) The amounts disclosed in relation to 2022 reflect the period from his appointment to the Board on 5 September 2022 to 31 December 2022.
(2) The amounts disclosed in relation to 2023 reflect the period:
(i) For Karen Hayzen-Smith, from her appointment to the Board on 1 December 2023 to 31 December 2023; and
(ii) For Duncan Kennedy, from 1 January 2022 until he stepped down from the Board on 1 December 2023. Further details on his leaving arrangements can be found on page 104.
(3) As set out in last year's Annual Report, the Committee delayed the review of Executive Director salaries until later in 2023, to align with the second of a two-phase salary review process adopted by the Company for other employees earning a salary above £70,000. Jean Vernet's salary was increased from £530,000 to £556,500, effective 1 July 2023. This results in an annualised increase of 2.5% compared to 5% for other employees.
(4) The amounts disclosed in 2023 include a cash allowance in lieu of car and medical insurance. For Jean Vernet, the figure also includes: c.£43k (2022: £38k) in reimbursed expenses in relation to his relocation to the UK, as described in last year's Report; and £2k (2022: £nil) reflecting the embedded gain at grant on his 2023 Sharesave award.
(5) Pension contributions may be paid into personal pension plans, the Company pension scheme or taken as a separate cash allowance, subject to income tax. For Duncan Kennedy, the amount reported in 2023 includes a lump sum payment (of c.£13k) to correct an underpayment of pension contributions over the period from Mr Kennedy's appointment in May 2021 to 31 December 2022. There was no change to Mr Kennedy's pension contribution for 2023.
(6) The 2021 LTIP is expected to lapse. Jean Vernet and Karen Hayzen-Smith were not participants in the 2021 LTIP award cycle.
(7) This relates to a one-off restricted share award granted to Jean Vernet on his appointment, in connection with share awards forgone on leaving his previous employer. Further details are set out in last year's Remuneration Report, and on page 103 of this Report.

DIRECTORS' REMUNERATION REPORT CONT.

Annual Bonus awards for 2023 (audited)

The maximum annual bonus for Executive Directors was 100% of salary, with 75% based on financial objectives (Note 1 below) and 25% based on strategic objectives (Note 2 below). Bonus payments of up to 70% of maximum are paid in cash and any balance is awarded in shares and deferred for three years (with dividend equivalents accruing and malus and clawback provisions applying). The measures and targets applying for the bonus in 2023 are set out below:

Note 1 – Financial objectives (75% of maximum):

Performance measure	Performance target	Assessment against targets
Underlying operating profit (50%)	Minimum threshold £28.7m Maximum £32.2m	Threshold starts at 0% and increases on a straight-line sliding scale to 100% of this element of the bonus at Maximum.
Actual performance	£29.6m	25.7% of this part of the bonus was paid out.
Operating cash flow (25%)	Minimum threshold £61.2m Maximum £66.9m	Threshold starts at 0% and increases on a straight-line sliding scale to 100% of this element of the bonus at Maximum.
Actual performance	£63.6m	42.1% of this part of the bonus was paid out.

Note 2 – Strategic objectives (25% of maximum):

Objective focus	Weighting	Target	Actual	Outcome
Forecasting	5%	Group revenue +/- 2% vs. budget; and	+3%	0.0%
		Gross margin +/- 1 pp vs. budget	-0.2 pp	2.5%
Cash management	5%	Meet stretch targets for DSO:		
		77 days at half year	HY: 70	2.5%
		65 days at full year	FY: 65	2.5%
Financial resilience	5%	Refinancing in place at market rate; maintain covenant compliance; and ensure sufficient liquidity headroom	Met	5.0%
Health & safety	5%	10% improvement in TRCF vs. 2022 (to 2.39 or better)	3.42	0.0%
Employee engagement	5%	Improvement in Group engagement score to 3.95; and	3.86	0.0%
		response rate increased to 85%	83%	0.0%
Total				12.5% out of 25.0%

Based on performance against the targets set out above and following an assessment by the Committee of the overall performance of the Group and Executive Directors during the year, the following bonuses were approved by the Committee:

Executive Director	Maximum opportunity (% salary)	Actual bonus (% salary)	Actual bonus (£000)
Jean Vernet	100%	35.9%	195
Karen-Hayzen Smith(1)	100%	35.9%	11
Duncan Kennedy(2)	100%	35.9%	115

(1) Karen-Hayzen Smith joined the Company on 1 December 2023 and was eligible for a bonus for the period 1 to 31 December 2023; and
(2) Duncan Kennedy stepped down from the Board with effect from 1 December 2023 and remains an employee of the Company. The amount shown above relates to the bonus payable in respect of his services as an Executive Director (1 January to 30 November 2023).

In approving the above bonuses for 2023, the Committee reviewed the formulaic outcomes in the context of the underlying performance of the business, including progress on other non-financial priorities such as the Group's ESG roadmap. The Committee was satisfied that the formulaic outcome was in line with this broader perspective, in particular the outcome under the operating cash flow measure which, notwithstanding cash outflows during the year, reflected responsible management actions and improved receivables. Therefore, the Committee determined not to make a discretionary adjustment (upward or downward).

As the actual bonus paid was below 70% of maximum, consistent with the Directors' remuneration policy approved in 2021 the bonuses were paid in cash.

Vesting of 2021 LTIP awards (audited)

LTIP awards granted in 2021 were due to vest in 2024 subject to the achievement of defined EPS and TSR performance targets. EPS is measured over the three-year period ended 31 December 2023, while TSR is measured over the three-year period from 6 April 2021.

The EPS performance condition (70% of the award) comprises a sliding scale, under which 25% of this part of an award vests for growth of underlying diluted earnings per share of 25% over the three-year performance period, increasing pro-rata to full vesting for growth of at least 67%.

			EPS Growth			
Performance target	**Base EPS**	**EPS in 2023**	**Actual**	**Threshold**	**Maximum**	**Vesting %**
Underlying diluted EPS	47.9p	11.4p	(76.2%)	25%	67%	0%

The TSR performance condition (30% of the award) also comprises a sliding scale, under which 25% of this part of an award vests for median TSR increasing pro-rata to full vesting for upper quartile TSR, measured against the constituents of the FTSE 250 excluding investment trusts.

Performance target	Performance period	Threshold Median TSR	Maximum UQ TSR	James Fisher TSR	Vesting %
Relative TSR	6 April 2021-5 April 2024	(9.1%)	20.7%	(73.8%)	0%

Based on EPS and TSR performance over the 3-year performance period, the 2021 LTIP awards will lapse in full.

Neither Jean Vernet nor Karen Hayzen-Smith were participants in the 2021 LTIP award cycle. However, Eoghan O'Lionaird and Duncan Kennedy (both former Directors) retained interests in the 2021 LTIP cycle, which will lapse in full.

Vesting of 2022 Recruitment award (audited)

As noted in last year's report, Jean Vernet was granted a one-time award of restricted shares to compensate him for share awards forfeited on leaving his former employer. 50% of the shares vested on 21 September 2023 (as set out in the table below), with the remaining 50% due to vest on 13 September 2024, subject to Mr Vernet continuing to be employed by the Group and not being under notice of termination of employment as at the vesting date.

	Award date	Number of shares granted	Number of shares vested in the year	Market value at grant(1)	Market value at vest	Vesting date	Balance unvested
Jean Vernet	13 September 2022	135,516	67,758	295.2p	347.0p	21 September 2023	67,758

(1) The share price at date of award was based on the three-day average closing price from 8 September 2022 to 12 September 2022.

LTIP awards granted in 2023 (audited)

	Award date	Proportion of salary	Maximum shares awarded	Face value at date of grant(1)
Jean Vernet	8 June 2023	175%	246,021	£927.5k
Duncan Kennedy	8 June 2023	125%	116,047	£437.5k

(1) The share price at date of award was based on the five-day average closing price from 1 June 2023 to 7 June 2023, of 377 pence.

Vesting of the 2023 LTIP award (granted in the form of a conditional share award) is subject to achievement of performance targets over a three-year period. 50% of the award is based on EPS targets, 30% based on TSR targets and 20% of the award based on return on capital employed (ROCE):

- None of the EPS element of the 2023 LTIP shall vest if EPS for the 2025 financial year is less than 50 pence. 25% of the EPS element shall vest if 2025 EPS is 50 pence, rising on a straight-line sliding scale to 100% vesting of this element if 2025 EPS is at least 62 pence.
- The TSR element of the award is subject to the Company's TSR performance relative to the FTSE 250 index excluding investment trusts, over the three-year period from 6 April 2023. If at the end of the period the Company ranks in the upper quartile, all of the TSR element of the award will vest. If the ranking is below median, none of the TSR element of the award will vest. 25% of the TSR part of the award will vest for performance at median, with a straight-line sliding scale between median and upper quartile.
- None of the ROCE element of the 2023 LTIP shall vest if ROCE for 2025 is less than 10%; 25% shall vest if 2025 ROCE is 10%, rising on a straight-line sliding scale to 100% vesting if 2025 ROCE is at least 13%.

The Committee retains discretion to adjust the awards on vesting to ensure that all relevant factors are taken into account, including the assessment of any windfall gains. In line with the remuneration policy, a two-year post-vesting holding period applies to these awards.

Deferred bonus awards granted in 2023 in respect of 2022 annual bonus (audited)

No deferred bonus awards were granted in 2023 in respect of the 2022 annual bonus as a result of no bonus being payable.

DIRECTORS' REMUNERATION REPORT CONT.

Appointment of new Chief Financial Officer

Karen Hayzen-Smith joined the Board as Chief Financial Officer on 1 December 2023. Her salary was set at £370,000. She was eligible for a pro-rata bonus for the period worked in 2023 (with a maximum bonus of 100% of her pro-rated salary) and her annual LTIP award level was set at 150% of salary (with the first award being made in 2024). These award opportunities are within the maximum limits permissible under the 2021 Directors' remuneration policy and, together with salary, were set at a level to facilitate the recruitment of an individual with Ms Hayzen-Smith's experience in the energy and defence sectors and strong background in financial strategy and leadership. The relative opportunities under the bonus and LTIP are further considered to provide an appropriate balance between fixed and variable pay in Ms Hayzen-Smith's remuneration package (and, within the variable component, between short- and long-term performance). Subject to approval of the 2024 Directors' remuneration policy at the AGM, her annual bonus opportunity for 2024 onwards will increase to 125% of salary.

In addition, to replace certain interests Ms Hayzen-Smith forfeited on joining the Company, the Committee resolved to make an LTIP award worth 50% of annualised salary (structured as a conditional award of shares) to Ms Hayzen-Smith shortly after she joined the Group. This award was made on 19 December 2023, as follows:

Recruitment award granted in 2023 (audited)

	Award date	Basis on which award made	Maximum shares awarded	Face value at date of grant(1)
Karen Hayzen-Smith	19 December 2023	LTIP	62,358	£185k

(1) The share price at date of award was based on the three-day average closing price from 14 December 2023 to 18 December 2023, of 296.67 pence.

No consideration was paid for the grant of the award. The award will vest on 19 December 2026 subject to the satisfaction of the performance conditions set by the Remuneration Committee which are consistent with those attaching to the 2023 LTIP award as set out on page 103. The grant value and vesting period of the buyout LTIP award was determined taking into account the value and time period for the incentive arrangements forfeited by Ms Hayzen-Smith, and replicating these to the extent possible. The value of this award will be disclosed in the year of vesting, in line with UK remuneration reporting requirements.

Payments for loss of office (audited)

Duncan Kennedy stepped down from the Board on 1 December 2023 and will remain an employee for the duration of his notice period to support the Company. Details of the arrangements in respect of remuneration are as follows:

- Contractual entitlement to salary (based on an annual salary of £350,000), pension and benefits which will continue until the end of his notice period (17 July 2024) or such earlier date as may be agreed with the Company.
- In respect of outstanding incentive awards, Mr Kennedy remained eligible to receive a bonus in respect of the 2023 financial year. Unvested LTIP awards will vest on their normal vesting dates, subject to time pro-rating and performance conditions. The two-year post-vesting holding period will apply as normal. Dividend equivalents may be credited to the extent that awards vest. Mr Kennedy's 2021 LTIP award is expected to lapse due to the minimum performance targets not being achieved. His 2022 and 2023 LTIP awards remain outstanding.
- Mr Kennedy's outstanding option under the Company's Sharesave plan will lapse with effect from the date his employment ends.
- Mr Kennedy is eligible to receive a contribution of £2,000 (excluding VAT) in respect of legal fees and up to £50,000 (excluding VAT) in respect of outplacement support.

For the period 1 December 2023 to 31 December 2023, Mr Kennedy received remuneration of £42,580 (comprising contractual fixed pay for the period and pro-rated bonus opportunity for the period). All other remuneration paid to Mr Kennedy in respect of 2023 is set out in the Total remuneration of the Executive Directors table on page 101.

Payments to former Directors (audited)

As previously disclosed, Eoghan O'Lionaird stepped down from the Board of the Company with effect from 5 September 2022. As set out in the 2022 Directors' remuneration report, he continued to receive his contractual entitlement to salary and benefits during a period of garden leave that ended on 19 February 2023. The contractual entitlement paid to Mr O'Lionaird in respect of the 2023 period was £78,812. Mr O'Lionaird retains an interest in his 2021 LTIP award (which, based on performance, is expected to lapse in full). His 2022 LTIP award remains outstanding.

Stuart Kilpatrick stepped down from the Board of the Company with effect from 29 April 2021 and had a retained interest in the 2020 LTIP. This award lapsed in full in April 2023. Mr Kilpatrick has no further outstanding incentive awards with the Company.

CEO pay ratio (unaudited)

The table shows how the CEO's single figure remuneration for 2023 compares to the equivalent single figure remuneration for full-time equivalent UK employees as at 31 December, ranked at the 25th, 50th and 75th percentile (and how this ratio has evolved since 2019):

	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2023	Option A	25:1	17:1	11:1
2022	Option A	35:1	25:1	16:1
2021	Option A	22:1	16:1	10:1
2020	Option A	19:1	14:1	9:1
2019	Option A	28:1	19:1	13:1

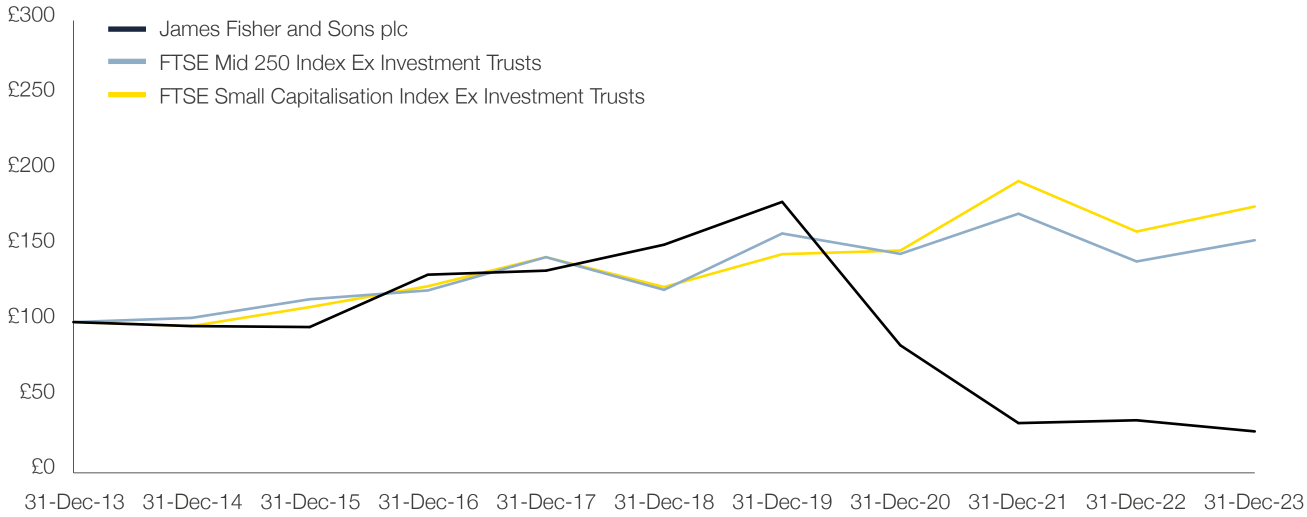
	Salary			Total pay and benefits		
	25th percentile	Median	75th percentile	25th percentile	Median	75th percentile
2023	£29,400	£43,054	£55,824	£34,256	£50,165	£77,385
2022	£26,500	£36,050	£54,590	£29,682	£41,852	£65,557
2021	£25,000	£34,000	£50,000	£27,770	£37,120	£59,280
2020	£24,000	£33,127	£50,000	£27,000	£37,500	£58,963
2019	£24,480	£34,150	£52,000	£25,459	£36,541	£55,240

The Committee monitors the trend in CEO pay ratio and will continue to keep this under review, in particular the impact of future incentive payouts. It is expected that the vesting of any LTIP award would be reflected in a higher ratio, due to the relative upweighting of variable remuneration in the CEO's package, compared with market competitive norms for the wider UK workforce (and consistent with our pay practices and policies). However, this will take time to normalise, with the first LTIP award made to Jean Vernet (in early 2023) not due to vest until 2026.

Aligning pay with performance (unaudited)

The following graph shows the value, to 31 December 2023, of £100 invested in the Company on 31 December 2013, compared with the value of £100 invested in the FTSE 250 and FTSE SmallCap indices (excluding investment trusts) on the same date. The other points plotted are the values at intervening financial year-ends.

Growth in the value of £100 holding over 10 years



DIRECTORS' REMUNERATION REPORT CONT.

Remuneration of CEO compared with growth in underlying diluted earnings per share

	Nick Henry						Eoghan O'Lionaird				Jean Vernet	
	2014	2015	2016	2017	2018	2019	2019	2020(1)	2021	2022	2022(2)	**2023**
Annual change – underlying diluted EPS (pence)	13%	(7)%	11%	7%	14%	4%	4%	(52)%	(58)%	(186)%	(186)%	**(49%)**
Salary, pensions and benefits (£000)	471	492	492	512	526	421	189	522	598	405	230	**650**
Annual performance bonus (£000)	287	97	429	392	448	35	–	–	–	–	–	**195**
Short-term remuneration (£000)	758	589	921	904	1,010	456	189	522	598	405	230	**845**
Share schemes (£000)	728	318	183	109	889	418	–	–	–	–	400	**–**
CEO total remuneration (£000)	1,486	907	1,104	1,013	1,899	874	189	522	598	405	630	**845**
Actual bonus as a percentage of maximum	100%	23%	100%	88%	91%	17%	–	–	–	–	–	**36%**
LTIP vesting as a percentage of maximum	100%	100%	47%	15%	100%	59%	n/a	n/a	n/a	–	n/a	**n/a**
ESOS vesting as a percentage of maximum	100%	–	45%	–	–	–	n/a	n/a	n/a	n/a	n/a	**n/a**

(1) As part of the measures implemented by the Company at the start of the COVID pandemic, Eoghan O'Lionaird's 2020 salary (£530,000) was reduced by 50% for three months from 1 April 2020, and not repaid.
(2) The share schemes figure for Jean Vernet relates to the restricted share award granted to him on 13 September 2022 in compensation for the value of incentive awards forfeited by him on leaving his previous employer in order to join James Fisher.

Percentage change in remuneration (unaudited)

The table below shows the annual percentage change in earned salary or fees, benefits and annual bonus for those individuals who were appointed as Board Directors during the 2023 financial year, compared to the average earnings of all of the Group's other UK employees.
As required by the remuneration reporting regulations with which the Company is required to comply, the analysis has been expanded to include this information for the financial year under review, and will continue to be built up until it displays a five-year history. Note that Directors who were not a Director at any point during 2023 have not been included. The percentage changes in their remuneration for prior years (and in which they were a Director) are disclosed in relevant previous Annual Reports.

The Committee chose the Group's UK employees for the below pay comparison. Our UK employee population represented around 55% of the Group's workforce in 2023, and is therefore considered to be the most meaningful comparator group (by comparison, employees of James Fisher and Sons plc represented around 7% of the workforce). The Committee monitors this information carefully to ensure that there is consistency in the fixed pay trend for Board Directors compared with the wider workforce.

	Base salary/fee(1)				Benefits				Annual bonus (9)			
	2022 to 2023	2021 to 2022	2020 to 2021	2019 to 2020	**2022 to 2023**	2021 to 2022	2020 to 2021	2019 to 2020	**2022 to 2023**	2021 to 2022	2020 to 2021	2019 to 2020
Executive Directors												
Jean Vernet(2)	**2.5%**	N/A	N/A	N/A	**0%**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Karen Hayzen-Smith(3)	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Duncan Kennedy(4)	**0%**	0%	N/A	N/A	**0%**	0%	N/A	N/A	**N/A**	N/A	N/A	N/A
Non-Executive Directors												
Angus Cockburn(5)	**0%**	0%	N/A	N/A	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Justin Atkinson	**0%**	0%	5%	(3)%	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Inken Braunschmidt	**2%**	0%	5%	(3)%	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Aedamar Comiskey	**(3)%**	0%	5%	(3)%	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Claire Hawkings(6)	**2%**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Kash Pandya(7)	**0%**	0%	N/A	N/A	**N/A**	N/A	N/A	N/A	**N/A**	N/A	N/A	N/A
Employee population(8)	**8.9%**	0%	3.4%	5%	**1.9%**	1.4%	2%	N/A	**3.8%**	256%	(88)%	(19)%

(1) The 2020 to 2021 and 2019 to 2020 comparisons reflect the 20% reduction to base salary/fee volunteered by all Board Directors for three months from 1 April 2020, not a change in salaries or Directors' fees.
(2) Jean Vernet joined the Board on 5 September 2022. For the comparison of 2022 to 2023, the percentage changes reflect annualised values for 2022 remuneration (and, for benefits, excludes the value of relocation benefits).
(3) Karen Hayzen-Smith joined the Board on 1 December 2023, so a year-on-year comparison is not available.
(4) Duncan Kennedy joined the Board in May 2021 and left the Board on 1 December 2023. For the comparison of 2021 to 2022, the percentage changes reflect annualised values for 2021 remuneration and for the comparison of 2022 to 2023 reflect annualised values for 2023 remuneration.
(5) Angus Cockburn joined the Board in May 2021. For the comparison of 2021 to 2022, the percentage change reflects annualised values for 2021 remuneration.
(6) Claire Hawkings joined the Board in January 2022. For the comparison of 2022 to 2023, the percentage change reflects annualised values for 2022 remuneration.
(7) Kash Pandya joined the Board in November 2021. For the comparison of 2021 to 2022, the percentage change reflects annualised values for 2021 remuneration.
(8) For the employee population, the year-on-year change in annual bonus is based on the year of payment; as the data required to calculate the change based on bonuses earned in relation to the year is not available at the time of signing off this report.
(9) A percentage change in Executive Directors' annual bonus outcomes between 2022 and 2023 is not meaningful as a result of no bonus having been paid for 2022.

Relative importance of remuneration (unaudited)

	2023 £m	2022 £m	Change £m
Total employee remuneration	**140.7**	145.8	(5.1)
Total dividends paid	**–**	–	n/a

Interests in shares (audited)

The interests of Directors and their connected persons in ordinary shares as at 31 December 2023, including any interests in shares provisionally awarded under the LTIP and share options provisionally granted under the Sharesave scheme, are as follows:

	Beneficial number at 31 December 2023	Unvested LTIP number(1)	Unvested deferred bonus shares(1)	Unvested restricted shares(1)	Unvested options(1)	Vested but unexercised options	At 31 December 2022 number
Angus Cockburn	5,000	–	–	–	–	–	5,000
Jean Vernet	35,337	246,021	–	67,758	5,357	–	–
Karen Hayzen-Smith	–	62,358	–	–	–	–	n/a
Justin Atkinson	3,150	–	–	–	–	–	3,150
Inken Braunschmidt	–	–	–	–	–	–	–
Aedamar Comiskey	–	–	–	–	–	–	–
Claire Hawkings	–	–	–	–	–	–	–
Kash Pandya	–	–	–	–	–	–	–
Former Directors							
Duncan Kennedy(2)	5,000	248,763	–	–	9,259	–	5,000

(1) The unvested LTIP awards are subject to performance conditions. The unvested deferred bonus and restricted share awards are not subject to performance conditions. Unvested options comprise grants under the Sharesave scheme and are not subject to performance conditions; and

(2) Duncan Kennedy's interests in shares are shown based on the position on the date he stepped down from the Board (1 December 2023). The unvested LTIP awards will be pro-rated to reflect time served at the point of vesting.

No Director has an interest in the preference shares of the Company, or in the shares of any subsidiary or associated undertaking. The Directors' interests stated above include any shares held by their connected persons and, between 31 December 2023 and 15 April 2024, there were no changes to the Directors' shareholdings.

Against the 200% of salary ownership guideline and based on the share price and prevailing salary levels as at 31 December 2023, Jean Vernet held shares equivalent to 39% of his salary (being the estimated net of tax value of unvested restricted share awards). Karen Hayzen-Smith joined the Group only shortly before the financial year end. At the date of stepping down from the Board, Duncan Kennedy held shares equivalent to 4% of his salary. In accordance with our policy, the Executive Directors are required to retain half of the shares vesting (after tax) under the LTIP until the guideline level of holding is met.

Executive Directors' interest in share awards (audited)

Conditional share awards

		1 January 2023	Granted during year (no.)	Vested during year (no.)	Lapsed during year (no.)	31 December 2023	Vesting date	Expiry date
Jean Vernet	Restricted Share Award(1)	67,758	–	67,758	–	**–**	13.09.23	n/a
	Restricted Share Award(1)	67,758	–	–	–	**67,758**	13.09.24	n/a
	LTIP	–	246,021	–	–	**246,021**	08.06.26	n/a
		135,516	246,021	67,758	–	**313,779**		
Karen Hayzen-Smith	LTIP(2)	–	62,358	–	–	**62,358**	19.12.26	n/a
		–	62,358	–	–	**62,358**		
Duncan Kennedy(3)	LTIP	35,790	–	–	–	**35,790**	28.05.24	n/a
	LTIP	96,926	–	–	–	**96,926**	21.04.25	n/a
	LTIP	–	116,047	–	–	**116,047**	08.06.26	n/a
		132,716	116,047	–	–	**248,763**		
Total		268,232	424,426	67,758	–	**624,900**		

(1) This is the buyout award in connection with Jean Vernet's appointment, the details of which were set out in the 2022 Directors' remuneration report.

(2) This is the LTIP award in connection with Karen Hayzen-Smith's appointment, made in respect of awards forfeited by Ms Hayzen-Smith on joining the Group (the details of which are set out on page 104).

(3) The interests in shares for Duncan Kennedy are included as at the date he stepped down from the Board (1 December 2023). To the extent the awards vest, they will be subject to time pro-rating.

A two-year holding period applies to LTIP awards.

DIRECTORS' REMUNERATION REPORT CONT.

Share option grants

		1 January 2023	Granted during year (no.)	Vested during year (no.)	Lapsed during year (no.)	Exercise price	31 December 2023	Vesting date	Expiry date
Jean Vernet	Sharesave	–	5,357	–	–	£3.36	5,357	07.06.26	07.12.26
Duncan Kennedy[(1)]	Sharesave	9,259	–	–	–	£3.24	9,259	01.06.27	01.12.27
Total		9,259	5,357	–	–		14,616		

(1) Duncan Kennedy was granted options under the five-year all-employee Sharesave scheme granted on 11 April 2022. The options will lapse when he leaves the Company.

Sourcing of shares and dilution

The Committee has regard to the limits on dilution advised by the Investment Association and contained in the relevant share plan rules and reviews the number of shares committed and headroom available under share incentive schemes in accordance with these dilution limits.

On vesting, the LTIP awards are satisfied by the shares held by the James Fisher and Sons plc Employee Share Trust (Trust). During the year the Trust purchased no ordinary shares on the open market (2022: none) and at 31 December 2023 the Trust held 12,519 ordinary shares (2022: 47,855).

Share price during the financial year

The middle market price of one ordinary share in the Company during the financial year ranged from 260 pence to 425 pence and at 31 December 2023 was 308 pence.

Non-Executive Directors

The structure of Non-Executive Directors' fees for 2023 and 2024 are set out below, all of which are payable in cash. The fees for 2024 will remain at the same level as for 2023, other than the introduction of an additional fee for acting as Non-Executive Director for Employee Engagement.

	2024 £	2023 £
Chairman	**210,125**	210,125
Other Non-Executive Director fees:		
Basic fee	**54,632**	54,632
Additional fee for the chair of Audit Committee	**12,000**	12,000
Additional fee for the chair of Remuneration Committee	**8,000**	8,000
Additional fee for the Senior Independent Director	**8,000**	8,000
Additional fee for the Non-Executive Director for Employee Engagement	**5,000**	n/a

Non-Executive Directors' remuneration (audited)

	Total fees	
	2023 £000	2022 £000
Angus Cockburn	**210**	210
Justin Atkinson[(1)]	**67**	67
Inken Braunschmidt[(2)]	**56**	55
Aedamar Comiskey[(3)]	**68**	71
Claire Hawkings[(4)]	**56**	55
Kash Pandya	**55**	55

(1) The fees include an additional fee for chairing the Audit Committee fee (of £12,000 per annum).
(2) From 9 November 2023 the fees include additional fees for chairing the Remuneration Committee (of £8,000 per annum).
(3) Until 9 November 2023, the fees include additional fees for chairing the Remuneration Committee (of £8,000 per annum) and acting as Senior Independent Director (also of £8,000 per annum).
(4) From 9 November 2023 the fees include additional fees for Senior Independent Director (of £8,000 per annum).

No detailed disclosure has been provided for Non-Executive Directors other than for that relating to their fee, as this is the only form of remuneration the Non-Executive Directors receive.

Shareholder voting (unaudited)

The Company is committed to ongoing shareholder dialogue and takes an active interest in voting outcomes. Where there are substantial votes against resolutions including in relation to Directors' remuneration, the Company seeks to understand the reasons for any such vote and will report any actions in response to it. The following table reflects the voting on the Directors' remuneration report for the year ended 31 December 2022 at the 2023 AGM and the voting on the Directors' remuneration policy at the 2021 AGM:

Shareholder voting (unaudited) cont.

Remuneration resolutions	Directors' remuneration report (2023 AGM) Total number of votes	% of votes cast	Directors' remuneration policy (2021 AGM) Total number of votes	% of votes cast
For	**32,777,381**	**95.5%**	37,499,177	97.6%
Against	**1,557,653**	**4.5%**	938,426	2.4%
Total votes cast (excluding withheld votes)	**34,335,034**	**100.0%**	38,437,603	100.0%
Total votes withheld	**601,594**	**–**	311,116	–
Total votes cast (including withheld votes)	**34,936,628**	**–**	38,748,719	–

Implementation of the remuneration policy for 2024 (unaudited)

With effect from 1 January 2024, the salary for Jean Vernet will be £573,195 (a 3% increase from £556,500) and Karen Hayzen-Smith's salary will remain unchanged from that agreed on appointment (£370,000). The increase for Jean Vernet was below the budgeted increase for the UK workforce of 3.5%.

Subject to approval of the new Directors' remuneration policy at the AGM, the maximum bonus opportunity will increase to 125% of salary. Financial targets are set to be challenging and appropriately demanding. The measures remain unchanged from 2023 and will be: underlying operating profit (weighted 50%); operating cash flow (25%) and strategic objectives (25%). Strategic objectives for 2024 will include short-term business priorities linked to delivery of the transformation plan and targets focused on employee engagement and health & safety. There will be no overlap between the metrics used for the annual bonus and those used for the LTIP (see below). The targets are commercially sensitive but disclosure of the targets and performance against these is expected to be set out in the 2024 Directors' remuneration report.

As described in the Annual statement prefacing this remuneration report, subject to approval of the proposed Directors' remuneration policy at the 2024 AGM, awards will be granted under the LTIP shortly thereafter, with face values of 175% of salary for Jean Vernet and 150% of salary for Karen Hayzen-Smith. When determining these award levels, the Committee considered the number of shares that would be granted at the prevailing share price. The Committee decided that it was appropriate to maintain these award levels (which are lower than the maximum permitted in the remuneration policy) to underpin the focus on the Company's transformation. Instead, the Committee will assess at vesting the extent to which this results in any windfall gains arising (and use its discretion to make any adjustments at that time, if necessary).

The following performance targets will apply to the 2024 LTIP awards:

Metric	Weighting	Threshold (25% vesting)	Stretch (100% vesting)
Earnings per share (cumulative, 2024-26)	30%	64.0p	74.4p
Relative TSR vs. FTSE250 (excluding investment trusts)	25%	Median	Upper quartile
Return on Capital Employed (2026 ROCE)	25%	9.5%	11.0%
Strategic Objectives:	20%		
Business excellence (gross margin improvement)	One-third of element	15% of element earned if 2024 gross margin is at least 31%, with a further 15% earned if 2025 gross margin is at least 32%. The remaining 70% is earned if 2026 gross margin is at least 33%	
Vitality (2026 revenue from new products launched in the last five years, as a % of total)	One-third of element	7.5%	10.0%
Sustainability (absolute reduction in tCO2e Scope 1 & Scope 2 emissions vs. 2021 baseline)	One-third of element	18%	21%

Straight-line vesting will apply for performance between Threshold and Stretch. Nil vesting for performance outcomes below Threshold.

For the 2024 LTIP grant, EPS will be based on cumulative EPS over the three-year performance period to ensure that the award appropriately captures delivery of the transformation plan over the full period. ROCE targets for this cycle are based on the final year of the performance period, to incentivise progress towards the Group's longer-term ambition for this KPI. The strategic objectives have been selected to align with our priorities over the medium-term to re-orientate the Group for long-term sustainable growth and value creation for shareholders. The targets are deemed to be appropriately stretching in the context of the Group's strategic plan. However, the Committee retains discretion to adjust the awards on vesting to ensure that all relevant factors are taken into account, including the assessment of any windfall gains.

Inken Braunschmidt
Chair of the Remuneration Committee

16 April 2024