



JUST GROUP PLC

Directors' Remuneration Disclosures

As required by section 430(2B) of the Companies Act 2006, details of the remuneration payments made or to be made to Rodney Cook are set out below:-

Salary and Benefits

Rodney Cook's six months' notice period will commence on the 30th April 2019. He will be placed on garden leave from 1st May 2019 and his employment will end on 30th June 2019 (the "Termination Date"). During the period of garden leave, up to the termination date, he will continue to receive his salary, and contractual benefits, after which he will receive four months of his salary and contractual benefits as pay in lieu of notice.

After considered discussion by the Remuneration Committee other terms relating to share plans were agreed with Rodney Cook, which are in line with the Company's remuneration Policy approved by Shareholders in May 2017 and with certain provisions described below where less favourable treatment has been agreed.

Short term Incentive Plan (STIP)

Rodney Cook will not participate in the 2019 STIP and therefore will not be eligible for a pro-rated bonus in respect of the 2019 financial year.

Share Awards

Under the Long-term Incentive Plan (LTIP) Rodney Cook will be treated as a good leaver in accordance with plan rules. His existing awards (granted in 2016, 2017 and 2018) will vest on their normal vesting dates subject to achievement of the performance conditions, with the awards being pro-rated for time elapsed to the end of his contractual notice period. He will not be granted an award under the LTIP in 2019.

For the Deferred share bonus plan (DSBP) the 2019 award (in respect FY2018) will lapse. Good leaver treatment was agreed for the 2016, 2017 and 2018 (DSBP) awards and Rodney Cook has agreed that, rather than these vesting immediately as per the remuneration policy, they will continue until their original vesting date. Details of the treatment are set out in the table below and all outstanding awards remain subject to malus and clawback provisions for 3 years from the date of grant.

Outstanding Awards	Treatment /Vest dates	Number of pro-rated shares
Deferred Share Bonus plan		
2019 (in respect of 2018FY)	Lapses	0
2018 (in respect of 2017FY)	Due to vest March 2021	228,703
2017 (in respect of 2016FY)	Due to vest May 2020	207,358
LTIP (subject to assessment of performance conditions)		
2016	Due to vest September 2019	21,303
2017	Due to vest May 2020	693,752
2018	Due to vest March 2021	526,987