

De La Rue plc
Section 430(2B) Companies Act 2006 Statement

Further to the announcement made by De La Rue plc (the “Company”) on 7 October 2019, Martin Sutherland stands down as Chief Executive Officer and as a director of the Company on 7 October 2019. The following arrangements will apply in respect of his remuneration. These arrangements comply with the Company’s directors’ remuneration policy, which was approved by shareholders in July 2017.

1. Payments and benefits

Martin will be paid in accordance with his contract up to his cessation of employment.

2. Bonus

The Remuneration Committee determined that Martin was eligible to receive a bonus under the Annual Bonus Plan in respect the financial year ended 30 March 2019, which he served in full. The amount of any bonus was subject to the satisfaction of the relevant Company and personal performance criteria and was determined by the Remuneration Committee in May 2019 and reported in the Directors’ Remuneration Report 2019. In accordance with the directors’ remuneration policy, 40% of any bonus will be deferred into shares (26,101 shares in total plus any accrued dividend shares) and released in tranches with 50% of the deferred shares released in 2020 and the remaining 50% in 2021.

No bonus will be payable in relation to the financial year ending 28 March 2020.

3. Share awards

The Remuneration Committee has determined that the second tranche of the share award granted in June 2016 under the Performance Share Plan (which, following performance measurement pro-rating, shall be 9,081 shares in total (plus any accrued dividend shares)) will vest on its normal vesting date in 2020. The first tranche vested on 27 June 2019 (details below).

In accordance with the Rules of the PSP and the directors’ remuneration policy, the following awards vested on their normal vesting dates:

Award	Number of shares subject to original award	Number of shares which vested¹	Vesting date
Performance Share Plan award on 29 June 2015 – 2 nd tranche	34,270	8,567 (plus 1,615 dividend shares)	29 June 2019
Performance Share Plan award on 27 June 2016 – 1st tranche	54,488	13,622 (plus 1,407 dividend shares)	27 June 2019

¹ The number of shares that vested reflects performance measurement pro-rating applied to the relevant award (plus dividend shares in respect of such award). The exercise of the awards listed above was completed on 5 September 2019.

Shares under the PSP which have not yet reached the end of their maturity (PSP2017 and PSP 2018) will lapse.

In accordance with the Rules of the Company's Annual Bonus Plan (the "ABP"), the 2nd tranche of deferred share award under the Annual Bonus Plan in 2017 vested as detailed below:

Award	Number of shares	Vesting date
Award on 7 June 2017 - 2 nd tranche	7,438 (plus 1,073 dividend shares)	10 July 2019 and the issue and transfer of shares completed on 5 September 2019

No award has been made under the ABP or the PSP for the 2019/2020 year.

Martin's awards under the Company's Sharesave Scheme will be treated in accordance with the terms of the Scheme Rules.

4. Other payments

The Company will pay a capped contribution of £3,500, plus VAT, towards legal fees incurred by Martin in connection with his departure.

The Company will pay a contribution of £50,000, plus VAT, towards outplacement fees incurred by Martin in connection with his departure.

5. Further information

The relevant remuneration details relating to Martin Sutherland will be included in the Directors' Remuneration Report in the Annual Report and Accounts for the year ended 28 March 2020. Other than the amounts disclosed above, Martin Sutherland will not be eligible for any remuneration payments or payments for loss of office.

In accordance with section 430(2B) of the Companies Act 2006, the information contained in this document will be made available on the Company's website until its next Directors' Remuneration Report is made available.