

## Remuneration Policy review

When we review our remuneration policy, we also review our remuneration principles to make sure that they remain appropriate. This year we simplified and aligned our remuneration principles. In doing so, we clarified that the use of discretion has been and continues to be a very important part of our remuneration approach. Further details on our approach to discretion can be found on page 137.

### Remuneration principles

Our remuneration approach needs to enable us to attract and retain top executive talent to promote the strategic and financial performance of the business.

#### Fairness

Total remuneration should fairly reflect the performance delivered by executives. Where appropriate this may include the application of discretion to ensure remuneration outcomes are aligned to performance that creates value for shareholders and other stakeholders.

#### Line of sight

The portfolio we operate is diverse and complex. We aim to align remuneration and business objectives through performance measures to which individuals have line of sight.

#### Clarity and simplicity

We believe that executive remuneration should be clear and simple for participants to understand. The best way to achieve this is through alignment with business performance.

### Proposed changes from the 2019 to the 2022 Directors' Remuneration Policy

	2022 policy	Rationale
<b>Fixed Pay Pension</b>	<p>The Chief Executive will receive no further pension accrual or cash allowance in lieu after the end of 2023 or sooner.</p> <p>The Finance Director will receive a cash allowance of 25% of salary until 31 December 2022, reducing to 10% of salary thereafter.</p> <p>Any newly appointed executive directors, including Eoin Tonge, will receive a cash allowance of 10% of salary.</p>	<p>The treatment for executive directors will be aligned with, or less generous than, the approach for other employees.</p> <p>Detailed narrative provided on page 128.</p>
<b>Variable Pay STIP</b>	<p>Reduction in the maximum award for new joiners from 300% to 250% of salary.</p> <p>Personal performance measures removed, flexibility to increase weighting to ESG and strategic KPIs to 15% of total STIP.</p>	<p>Removes STIP headroom which is less aligned to our long term focus</p> <p>Aligned to our increased focus on ESG KPIs</p>
<b>LTIP/RSP</b>	<p>LTIP replaced with RSP, with a 50% reduction to maximum opportunities.</p> <p>Maximum normal award 125% of salary.</p> <p>2022/23 awards of 100% for the existing directors (previously 200% LTIP) and 125% for the newly appointed Finance Director (250% LTIP).</p> <p>The maximum award for new joiners remains at 150% RSP award (previously 300% LTIP award).</p> <p>A performance underpin will apply.</p>	<p>Reflects challenge of setting long-term targets in a volatile environment. Consistent with responsibility for managing performance across the portfolio.</p> <p>RSP underpins and reduction from LTIP consistent with best practice guidance.</p> <p>Detailed narrative provided on page 132.</p>
<b>NED Shareholding</b>	<p>Changes from 100% of their annual fee to 'a meaningful level of shareholding'.</p>	<p>Increases scope to attract NEDs from diverse backgrounds.</p>

### How our performance framework supports our strategy

The Group takes a long-term approach to investment and is committed to increasing shareholder value to deliver steady growth in earnings and dividends.

Remuneration element	Performance metrics/underpins	What they measure
<b>STIP</b>	Adjusted operating profit	Operational performance
<b>200% of salary maximum</b>	Working capital modifier	Disciplined cash management
	ESG and strategic	The ESG and strategic element will be primarily focussed on our key ESG initiatives across our value chain, which may vary year-on-year. We anticipate a mix of milestone and quantitative measures. While the focus will be primarily on ESG, we will retain the flexibility to include other strategic measures within this element.
<b>Restricted Share Plan</b>	ROCE	Disciplined investment
	Dividend payments maintained	Alignment with shareholders
<b>100% of salary maximum for George Weston and John Bason</b>	Consideration of whether the right actions have been taken to strengthen the Group's competitive advantages and position for long-term sustainable growth.	Strategic focus for future sustainable growth
<b>125% of salary maximum for Eoin Tonge</b>	Satisfactory governance performance, including no ESG issues that result in material reputational damage.	Focus on long-term ESG priorities

#### Share alignment and time horizons

Shareholding and alignment with shareholder interests are part of our culture and the commitment of our leaders to the long-term stewardship of the business. The executive directors have very significant shareholdings in the Company, well in excess of our shareholding requirement.

#### Incentive plan time horizons

RSP awards vest after a three-year vesting period and are subject to a further two-year holding period. STIP shares are released three years after being granted at the start of the performance period.

#### Track record of applying discretion

The Committee has a long history of applying discretion both to increase and reduce incentive outcomes consistent with our remuneration principles.

## Directors' Remuneration Policy

This report sets out our 2022 Policy, which will apply, subject to approval, for a period of up to three years from the close of the AGM on 9 December 2022. For unvested share awards only, the provisions of the 2019 Policy will continue to apply until such time as all long-term incentive awards granted under that policy have vested or lapsed.

### Remuneration Policy review process

The policy review has taken place over the course of this year. As part of this exercise we have engaged widely with shareholders to discuss the challenges of operating the current Policy and our proposed changes. An overview of the feedback received from shareholders and our response to it is set out in the Committee Chair's letter on page 127. We consulted with the People/HR directors, as representatives of the views of employees across the Group and to ensure that our approach to incentives was aligned to our business objectives. The feedback from this group was that simplicity and alignment were important features of our approach. Performance-based incentives were seen to work well at a business and division level with specific approaches to performance measures adapted to reflect the context at a local level. For example, whilst profit, working capital and return-based measures remain our main performance measures, for businesses in turnaround, milestone-based plans and KPIs are used and Sugar has a strong focus on returns over the sugar cycle. This approach will continue at a division and business level.

Throughout the process, the Committee took steps to ensure that any conflicts of interest were appropriately managed.

Details of the role of the Committee and the approach to managing conflicts of interest are set out in the Annual Report on Remuneration.

The key changes to the previous policy are shown in the table on page 129.

<p><b>Base Salary</b></p>	<p><b>Purpose and link to business strategy</b> Supports the recruitment and retention of executive directors of the calibre required to develop and deliver the Group's strategic priorities.</p> <p><b>Operation</b> Base salaries are normally reviewed on an annual basis. Factors taken into account include market pay movements, the level of increases awarded to UK employees across the Group and the impact of any increase on the total remuneration package.</p>	<p><b>Maximum opportunity</b> Increases will normally be aligned with the range of increases available for other UK employees.</p> <p>Increases may be above this level where it is considered appropriate, for example if there is a significant change in role scope, or to allow the base salary of recently appointed executives who are appointed on initially lower levels of base salary to move towards market norms as their experience and contribution increase.</p>
<p><b>Benefits (excluding relocation)</b></p>	<p><b>Purpose and link to business strategy</b> Provides a market competitive level of benefits to enable the recruitment of executive directors.</p> <p><b>Operation</b> Benefits are restricted to typical UK market levels for executive directors and include, but are not limited to, death in service payment, permanent health insurance, travel allowance, company car plus private fuel, family healthcare and, where relevant, fees to maintain professional memberships</p>	<p><b>Maximum opportunity</b> The cost of benefits is capped at 10% of salary.</p>
<p><b>Pension</b></p>	<p><b>Purpose and link to business strategy</b> Provides a competitive level of retirement income to enable the recruitment of executive directors.</p> <p><b>Operation</b> <b>Defined benefit (DB) arrangements – closed to new members</b> The Chief Executive was a member of the Company's DB pension scheme, designed to provide retirement benefits of around two-thirds of final pensionable pay at age 65. He opted out of the scheme on 5 April 2006 and retained his accrued benefits. Since then he has earned benefits in an EFRBS designed broadly to mirror the DB scheme. He will participate in the EFRBS until the end of 2023. Thereafter no further pension contributions will be made to him by the Company.</p> <p><b>Defined contribution (DC) pension arrangements/cash alternative</b> The Finance Director receives a cash pension allowance of 25% of salary, in lieu of a DC contribution. From 1 January 2023 this allowance will reduce to 10% of salary in line with the approach for our wider UK employee population.</p> <p>Future executive directors, who are not already entitled to DB pension arrangements at the time of appointment, will benefit from a DC arrangement, with a Company contribution aligned to that of other UK employees, currently capped at 10% of base salary. Where a UK-based pension arrangement is not possible, or is not tax-efficient, a cash supplement equivalent to the normal pension contribution may be paid in lieu of pension contributions.</p>	<p><b>Maximum opportunity</b> For the Chief Executive, a retirement benefit target of circa two-thirds of final pensionable pay is payable at normal retirement age.</p> <p>For the Finance Director, the maximum Company contribution (or cash equivalent) is 25% of salary until the end of December 2022 and 10% of salary thereafter.</p> <p>Future executives may receive Company contributions (or cash equivalent) up to a maximum rate aligned to that for other employees, currently 10% of base salary.</p>

<p><b>Short-term incentive plan (STIP)</b></p>	<p><b>Purpose and link to business strategy</b> Incentivises and recognises execution of the strategy on an annual basis and aligns the interests of executive directors with shareholders through the deferral in shares of 25% of the award.</p> <p><b>Operation</b> Group financial performance targets can apply to up to 100% of the STIP and are assessed against financial measures used across the Group to drive performance.</p> <p>ESG and strategic performance measures can apply to up to 15% of the STIP and may include both quantitative and qualitative measures.</p> <p>Annual allocations of conditional shares vest based on performance in year one and a further service period of two years. Shares vest three years after the start of the relevant STIP performance period. A cash or shares dividend equivalent payment is made, pro rata to the number of shares vesting, at the release date.</p>	<p><b>Maximum opportunity</b> STIP cash of 150% of base salary and STIP shares of 50% of base salary.</p> <p>In exceptional circumstances, such as the appointment of a new executive director, the overall maximum could be increased to 250% of base salary (reduced from 300% under the 2019 Policy) to correct any shortfall against market. Any increase would consider adjustments in other elements of the package to ensure that the total was not excessive.</p> <p>At maximum, 100% of the allocated shares vest; at target 50% vest; at threshold 10% vest; and below threshold awards lapse.</p>
	<p><b>Discretion, clawback and malus</b> Please refer to the notes that follow this table.</p>	
<p><b>Restricted Share Plan (RSP)</b></p>	<p><b>Purpose and link to business strategy</b> To incentivise the achievement of the Company's long-term strategy and the creation of long-term shareholder value.</p> <p><b>Operation</b> Shares normally vest after three years, subject to review by the Committee of performance over the vesting period against an underpin.</p> <p>Performance underpins may be based around key Group financial and/or strategic measures. If any of the underpin criteria are not met, the Committee would consider whether it was appropriate to scale back the number of shares that vest (including to nil). The Committee may use different underpin criteria for future awards if the Committee deems this to be appropriate.</p> <p>In addition to the underpin criteria, the Committee will also have general discretion to adjust vesting levels if it believes this will better reflect the underlying performance of the individual or the Company over the vesting period or where the outcome is not appropriate in the context of unforeseen or unexpected circumstances.</p> <p>After vesting, shares are normally subject to a further two-year holding period on a net of tax basis.</p> <p><b>Discretion, clawback and malus</b> Please refer to the notes that follow this table.</p> <p><b>Dividend equivalents</b> A cash or shares dividend equivalent award will be made, pro rata to the number of shares vesting, at the release date.</p>	<p><b>Maximum opportunity</b> Up to 125% of base salary at allocation.</p> <p>Consistent with our 2019 Policy, in exceptional circumstances, such as the appointment of a new executive director, this could be increased to 150% of base salary (equivalent to 300% of salary under the previous LTIP) to correct any shortfall against market and could potentially apply to all awards from implementation until the next remuneration policy review. Any increase would consider adjustments in other elements of the package to ensure that the total was not excessive.</p>

<b>Shareholding requirement</b>	<p><b>Operation and link to business strategy</b>  Executives are required to build a holding of beneficially owned shares in the Company.</p> <p>Unvested conditional awards under our incentive plans do not count towards this limit.</p> <p>Shares that have vested and are subject to a holding period do count.</p> <p>At least 50% of net shares vested under STIP and LTIP must be held until the shareholding requirement is met.</p>	<p><b>Maximum Requirement</b></p> <p><b>During employment</b>  250% of salary to be held in the form of shares.</p> <p><b>Post-employment</b>  Executive directors are normally required to retain, for two years post leaving ABF, a holding of shares equal to the lower of the shareholding requirement or their actual shareholding on departure.</p>
<b>Non-executive directors' fees</b>	<p><b>Purpose and link to business strategy</b>  To attract and retain a high calibre Chairman and non-executive directors by offering market competitive fee levels.</p> <p><b>Operation</b>  The Chairman and executive directors review non-executive directors' fees in light of fees payable in comparable companies and by reference to the time commitment, responsibility and technical skills required to make a valuable contribution to an effective board. Fees are paid in cash. Non-executive directors receive no other benefits.</p> <p>We pay additional fees to reflect extra duties and time commitments. As the Chair of the Nomination Committee is currently the Company Chairman, no fee is paid for this role at present.</p> <p><b>Chairman</b>  The Committee reviews the Chairman's fees. No other benefits are paid to the Chairman.</p> <p><b>Shareholding</b>  We encourage our non-executive directors to build up a meaningful shareholding in ABF, recognising that, in a diverse Board, individuals' situations may be such that this is not possible or may take some time.</p> <p><b>Expenses</b>  We reimburse reasonable expenses incurred in travelling on behalf of the business and, where applicable, pay any tax due on such expenses on a grossed-up basis. As HMRC regards travel to the head office as a benefit in kind, we pay any tax due on such expenses on a grossed-up basis.</p>	

## Notes to the Remuneration policy table

### Legacy awards

The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) notwithstanding that they are not in line with the 2022 Policy set out above where:

1. the terms of the payment were agreed before the 2022 Policy came into effect, provided that the terms of the payment were consistent with the shareholder-approved directors' remuneration policy in force at the time they were agreed. This means that for unvested LTIP and STIP share awards only, the provisions of the 2019 Policy will continue to apply until such time as all long-term incentive awards granted under that policy have vested or lapsed.
2. the terms of the payment were agreed at a time when the relevant individual was not a director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a director of the Company.

For these purposes 'payments' includes the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment are 'agreed' at the time the award is granted.

### Minor policy amendments

The Committee reserves the right to make minor amendments to the 2022 Policy, for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation, without seeking shareholder approval.

### Malus and clawback

The Committee may, at any time within two years of an LTIP or RSP vesting or STIP being paid, determine that malus and/or clawback shall apply if the Committee determines that any of the following apply:

- the Participant has participated in or was responsible for conduct which resulted in significant losses to a Group company;
- the Participant has failed to meet appropriate standards of fitness and propriety;
- the Company has reasonable evidence of fraud or material dishonesty by the Participant;
- the Company has become aware of any material wrongdoing on the part of the Participant;
- the Participant has acted in any manner which in the opinion of the Board has brought or is likely to bring any Group company into material disrepute or is materially adverse to the interests of any Group company;
- there is a breach of the Participant's employment contract that is a potentially fair reason for dismissal and/or is such that the Participant could be summarily dismissed by the employing Group company;
- the Participant is in breach of a fiduciary duty owed to any Group company;
- a Participant who has ceased to be an employee was in breach of their employment contract or fiduciary duties in a manner that would have prevented the grant or Vesting of the Award had the Company been aware (or fully aware) of that breach, and of which the Company was not aware (or not fully aware) until after both:
  - the Participant ceasing to be an Employee; and
  - the time (if any) when the Board decided to permit the Vesting of the Award.

In addition, malus and/or clawback could apply in response to the following wider business unit or Company issues:

- a Group company or business unit that employs or employed the Participant, or for which the Participant is responsible, has suffered a material failure of risk management;
- The Company suffers a material misstatement of financial accounts;
- reputational harm; or
- corporate failure.

As a condition of participating in the STIP, RSP or legacy LTIP, all participants are required to agree that the Committee may cause any STIP, RSP or legacy LTIP award in which they participate to lapse (in whole or in part); may operate clawback under any STIP, RSP or legacy LTIP in which they participate; may reduce any amounts otherwise payable to them; may require the participant to immediately transfer shares or cash back to the Company. For the LTIP and STIP share awards vesting in 2022, 2023 and 2024, the malus and clawback rules remain those that applied under the 2019 Policy.

## Discretion

The Committee will apply discretion, where necessary and by exception, to ensure that there are no unintended consequences from the operation of the 2022 Policy. The Committee applies a robust set of principles to ensure that incentive outcomes are consistent with business performance and aligned with the interests of shareholders and other stakeholders. Any material exercises of discretion by the Committee in relation to the STIP and RSP will be in line with the scheme rules, or other applicable contractual documentation, and will be disclosed and explained in the relevant year's annual implementation report. In particular STIP or RSP awards may:

- have any performance conditions and/or underpins applicable to them amended or substituted by the Committee if the Committee considers that an amended or substituted performance condition or underpin is reasonable, appropriate and not materially less difficult to satisfy than when it was originally set; or
- be adjusted in the event of any variation of the Company's share capital or any demerger, delisting, special dividend or other event that may affect the value of the Company's shares.

## Approach to recruitment remuneration

Area	Policy and operation
<b>Overall</b>	<p>As we may need to recruit future executive directors from outside the UK or from companies with different incentive policies to our own, the arrangements below are intended to provide the necessary flexibility to recruit the right individuals.</p> <p>For internal appointments, awards in respect of the prior role may be allowed to vest according to the terms of the relevant scheme, adjusted as relevant to take account of the new appointment. In addition, ongoing prior remuneration obligations may continue.</p> <p>The rationale for the package offered will be explained in the subsequent annual implementation report.</p>
<b>Base salary</b>	Base salary would be set at an appropriate level to recruit the best candidate, based on their skills, experience and current remuneration, taking into account market data and other internal salaries.
<b>Relocation</b>	<p>If a new executive director needs to relocate, the Company may pay:</p> <ul style="list-style-type: none"><li>• actual relocation costs and other reasonable expenses relating to moving house, including temporary accommodation if required;</li><li>• disturbance allowance of up to 5% of salary, some of which may be tax-free for qualifying expenditure;</li><li>• school fees for dependent children where there are cultural or language considerations;</li><li>• medical costs for the overseas family, where relevant;</li><li>• one business class return fare per annum each for the executive, his/her partner and dependent children in order to maintain family or other links where an executive is recruited from outside the UK;</li><li>• reasonable fees and taxes for buying and/or selling a family home and/or appropriate rental costs;</li><li>• reasonable fees for consultancy advice related to relocation, including, but not limited to school/home finding advice and support with tax returns as required;</li><li>• tax equalisation costs for an agreed period; and</li><li>• any tax due, grossed up, on any relocation-related payments listed above.</li></ul>
<b>Buy-out awards</b>	<p>In addition to normal incentive awards, buy-out awards may be made to reflect value forfeited through an individual leaving their current employer. If required, the Committee would aim to reflect the nature, timing and value of awards foregone in any replacement award, taking into account the performance conditions and time horizons. Awards may be made in cash or shares.</p> <p>In establishing the appropriate value of any buy-out, the Committee would also have regard to the value of the other elements of the new remuneration package. The Committee would aim to minimise the cost to the Company, however, buy-out awards are not subject to a formal maximum. Any awards would be broadly no more valuable than those being replaced. Where possible, we would specify that at least 50% of any vested buy-out awards should be retained until the shareholding requirement is met.</p>
<b>Other elements</b>	Benefits, pension, STIP, RSP and shareholding requirements will operate in line with the 2022 Policy.
<b>Non-executives</b>	Fees would be in line with the 2022 Policy. We would not pay to relocate a non-executive director.

## How pay and conditions of employees were considered when setting the 2022 Directors' Remuneration Policy

The Group is geographically dispersed and therefore subject to very different pay markets. As a result, it is difficult to make sensible comparisons with all employees across the Group. However, the Committee is mindful of our reward practices across the Group when setting and implementing the remuneration policy for the executive directors. We engaged with our divisional People/HR directors, as representatives of our employees' views, when reviewing our executive remuneration policy but have not consulted employees.

The structure and principles of short-term incentives further down the organisation are consistent with the approach taken for the Chief Executive and Finance Director. The Committee is provided with data on the remuneration structure for two tiers of senior management below the executive directors and uses this information to work with the Company to ensure consistency of approach. In addition, the Committee approves all share-based LTIP awards across the Group and has oversight of all cash-based LTIP awards.

Our approach is designed to attract and retain the highest calibre executives, as needed to lead such a large, diverse, complex and geographically dispersed group of businesses. We aim to incentivise them to secure the long-term health and growth of the business, thereby supporting ongoing employment opportunities across the organisation.

## Statement of consideration of shareholders' views

The Committee Chair consulted with the Company's largest shareholders. Nearly all of those consulted were supportive of the proposed 2022 Policy. The Committee listened carefully to the feedback from investors and took into account their feedback in the approach taken. An overview of the feedback received and our response to it is set out in the Committee Chair's letter on page 127.

## Executive directors serving as non-executive directors

To encourage self-development and external insight, the Committee has determined that, with the consent of both the Chairman and the Chief Executive, executive directors may serve as non-executive directors of other companies in an individual capacity, retaining any fees earned.

## Service contracts and policy on payment for loss of office

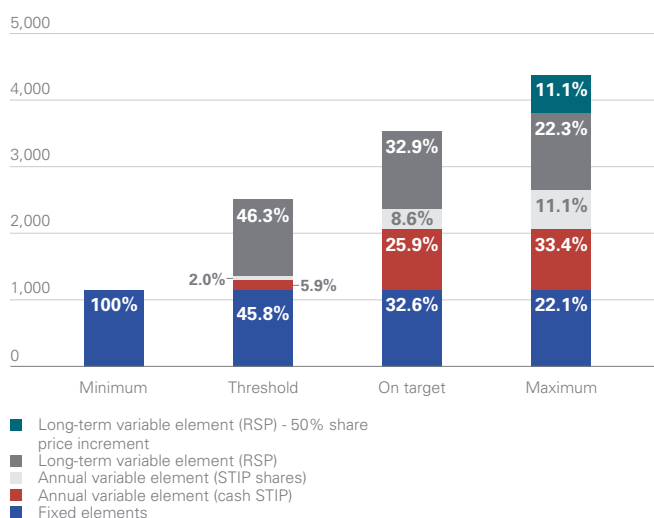
Provision	Policy and operation
<b>Notice period</b>	12 months' notice by either the director or the Company. Contracts are available for inspection at the Company's offices. Contracts and service agreements are not reissued when base salaries or fees are changed.
<b>Executive directors – contractual termination payments</b>	<p><b>Resignation</b> No payments on departure, even if, by mutual agreement, the notice period is cut short.</p> <p><b>Departure not in the case of resignation</b> Service contracts allow for the Company to terminate employment by paying the director in lieu of some or all of their notice period. The Company may determine that such a payment is made in monthly instalments or as a lump sum. A payment in lieu of notice may comprise the salary that the director would otherwise have received during the relevant period. The Company is committed to the principle of mitigation and would reduce monthly instalments to take account of amounts received from alternative employment.</p> <p>By exception, the Company may permit an executive director to work for us as a contractor or employee after the end of their notice period for a limited period to ensure an effective hand-over and/or to allow time for a successor to be appointed.</p> <p><b>Settlement agreement</b> The Committee may agree reasonable payments in settlement of legal claims. This may include an entitlement to compensation in respect of their statutory rights under employment protection legislation in the UK or in other jurisdictions. The Committee may also include in such payments reasonable reimbursement of professional fees in connection with such agreements.</p> <p>The Committee may make payments in respect of outplacement and/or provide other ancillary or non-material benefits linked with departure (including for a defined period after departure) not exceeding £10,000 in aggregate for those leaving the business under an agreement or for other reasons excluding resignation.</p>
<b>Relocation support</b>	<p><b>Good leaver*</b> If an executive was relocated to the UK at the start of his/her employment, his/her repatriation may be paid.</p> <p><b>Leaver due to resignation/misconduct/poor performance</b> No payment is made.</p>

Provision	Policy and operation
<b>STIP Cash</b>	<p><b>Good leaver*</b> The Committee will consider making a payment pro rata for time and performance for the financial year in which the termination/death took place. Any agreed payment will be made in the December following the year end. In the case of death, payment may be accelerated. This is consistent with the approach for other STIP participants.</p> <p><b>Resignation</b> If an executive director ceases to be employed before, or is under notice when, full year results are published, no STIP is paid.</p> <p><b>Leaver due to misconduct/poor performance</b> No payment is made.</p>
<b>RSP, STIP shares and legacy LTIP awards</b>	<p><b>Good leaver*</b> <b>STIP shares awards</b> Where the performance condition on STIP shares has already been achieved and the award is subject to a service condition, it will vest at the usual vesting date. For other allocations, the Committee will decide the extent to which they vest, having regard to the extent to which any performance condition is satisfied and, unless the Committee determines otherwise, pro-rating to reflect the period from the start of the performance period until the date of cessation. Such awards will vest on the normal vesting date or at such other date as the Committee determines. In the case of death, vesting may be accelerated. Awards or portions of awards that do not vest will lapse.</p> <p><b>RSP awards</b> Awards will normally vest at the usual vesting date based on the Committee's assessment of any underpin, and, unless the Committee determines otherwise, pro-rating to reflect the period from the start of the vesting period until the date of cessation. In the case of death, vesting may be accelerated. Awards or portions of awards that do not vest will lapse.</p> <p><b>Legacy LTIP awards</b> The Committee will decide the extent to which awards vest, having regard to the extent to which any performance condition is satisfied and, unless the Committee determines otherwise, pro-rating to reflect the period from the start of the performance period until the date of cessation. Such awards will vest on the normal vesting date or at such other date as the Committee determines. In the case of death, vesting may be accelerated. Awards or portions of awards that do not vest will lapse.</p> <p><b>Leaver due to resignation/misconduct/poor performance</b> All conditional awards lapse.</p> <p><b>Change of control of the Company</b> In the event of a change of control, all unvested awards under the RSP and LTIP would vest, subject to the Committee considering the extent that any performance conditions or underpins attached to the relevant awards have been achieved and, unless the Committee determines otherwise, the proportion of the performance period worked by the director prior to the change of control. For STIP shares, all will vest on the event of a change of control.</p>
<b>Non-executive directors – contractual termination payments</b>	<p>Appointment is for three years unless terminated by either party on six months' notice. Continuation of appointment depends on performance and re-election. Non-executive directors typically serve two or three three-year terms.</p> <p>At this year's annual general meeting, all directors are standing for re-election in compliance with the UK Corporate Governance Code. Where an individual does not stand for re-election, they are not paid in lieu of notice.</p>

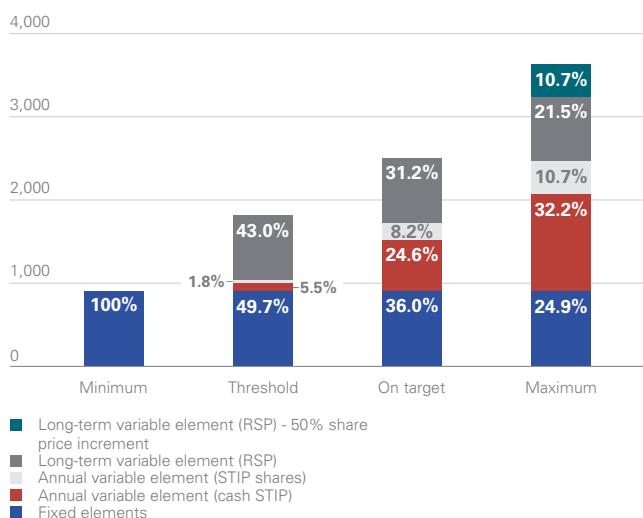
\* Good leavers are those leaving because of ill health/injury/disability/death, redundancy, retirement or because their employing company is being transferred outside the Group or for any other reason determined by the Committee.

**Composition of prospective remuneration 2022/23**

**George Weston**



**John Bason**



Notes 2022/23 Policy

- Fixed elements for George Weston comprise salary (net of pension-related salary sacrifice) of £1,130,730, benefits of £17,342 and pension of £0 (reflecting the impact of inflation on the pension disclosure calculation in 2023) and applies to minimum, threshold, on-target and maximum performance.
- Fixed elements for John Bason comprise salary of £780,500, benefits of £16,944 and a cash allowance in lieu of DC pension contributions of £102,441 and applies to minimum, threshold, on-target and maximum performance.
- Cash STIP is calculated on base salary at the end of the financial year and both the STIP share awards and RSP share values are calculated on base salary at the date of allocation and exclude share price movement and dividend equivalents.
- Minimum: No cash STIP, STIP share award or RSP vesting for not achieving threshold performance.
- Threshold: Cash STIP of 12.75% of base salary (12.75% of base salary for threshold financial performance and 0% for not achieving threshold performance on ESG and strategic performance measures). STIP share awards vesting at 8.5% of maximum (i.e. 4.25% of grant date base salary). RSP vesting at 100% of maximum (assuming that underpins have been met).
- On target: Cash STIP of 78.75% of base salary (63.75% of base salary for target financial performance and 15% for on target performance on ESG and strategic performance measures). STIP share awards vesting at 52.5% of maximum (i.e. 26.25% of grant date base salary). RSP vesting at 100% of maximum (assuming that underpins have been met).
- Maximum: Cash STIP of 150% of base salary (127.5% for maximum financial performance and 22.5% for achieving maximum performance on ESG and strategic performance measures). STIP share awards vesting at 100% of maximum (i.e. 50% of grant date base salary). RSP vesting at 100% of maximum (assuming that underpins have been met) with a 50% share price increment applied to the LTIP shown as a separate element.