

Glanbia plc ("the Company")

Terms of Reference - Remuneration Committee

1. Constitution:

The board of the company ("the Board") on 10 December 2019 endorsed the revised Terms of Reference of the Remuneration Committee ("the Committee").

2. Membership:

- ❑ Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination and Governance Committee in consultation with the Chairperson of the Committee. The Committee shall be made up of at least three (3) members each of whom shall be an independent Non-Executive Director.
- ❑ Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Group Managing Director, the Group Director of Human Resources and external advisors may be invited to attend all or part of any meeting as and when appropriate.
- ❑ Appointments to the Committee shall be for a period of up to three years or the date of earlier retirement from the Board. Appointments may be extended for further periods of up to three years provided the director still meets the criteria for membership of the Committee.
- ❑ The Board shall appoint the Committee Chairperson who shall be an independent Non-Executive Director who shall have served on a remuneration committee for at least 12 months. In the absence of the Committee Chairperson and/or an appointed deputy, the remaining members present shall elect one of their number present to chair the meeting. The Chairperson of the Board shall not be Chairperson of the Committee.

3. Secretary:

The Company Secretary or his/her nominee shall act as the Secretary of the Committee (the "Secretary"). The Secretary shall minute the proceedings and resolutions of all meetings, including recording the names of those present and in attendance.

4. Quorum:

The quorum necessary for the transaction of business shall be two (2) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of meetings:

The Committee shall meet at least twice a year and at other such times as the Chairperson of the Committee shall require.

6. Notice of Meetings:

- ❑ Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.
- ❑ Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of times to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, not later than three (3) working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

7. Communications with the Board:

- ❑ After each meeting of the Committee, the Chairman of the Committee shall report to the Board on the proceedings and resolutions of the meeting.
- ❑ Board members have full access to any information in relation to the activities of the Committee.

8. Annual General Meeting:

The Chairperson of the Committee shall attend the annual general meeting to respond to any shareholder questions on the Committee's activities.

9. Duties:

The Committee shall:

- ❑ Determine the policy for the remuneration of the company's Managing Director, the Chairperson, the Executive Directors, the Company Secretary and other members of the Group Operating Executive.
- ❑ The remuneration of Non-Executive Directors shall be a matter for the Chairperson and the executive members of the Board and shall be within the limits set by shareholders.
- ❑ No Director or manager shall be involved in any decisions as to his or her own remuneration.
- ❑ In determining such policy, take into account all factors, which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code (the "Code") and associated guidance. The objective of such policy shall be to ensure that members of the Group Operating Executive of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company.
- ❑ Review the ongoing appropriateness and relevance of the remuneration policy.
- ❑ Approve the design of, and determine targets for, any performance-related pay schemes operated by the company and approve the total annual payments made under such schemes.
- ❑ Review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to Executive Directors, the Company Secretary and other members of the Group Operating Executive and the performance targets to be used.

- ❑ Develop a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares.
- ❑ Determine the policy for, and scope of, pension arrangements for each Executive Director, the Company Secretary and other members of the Group Operating Executive.
- ❑ Ensure that contractual terms on termination, and any payments made are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- ❑ Within the terms of the agreed policy and in consultation with the Chairperson and/or Chief Executive as appropriate, determine the total individual remuneration package of each Executive Director, the Company Secretary and other members of the Group Operating Executive including bonuses, incentive payments and share options or other share awards.
- ❑ In determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the Code and the Irish and UK Stock Exchange Listing Rules and associated guidance.
- ❑ Review workforce remuneration and related policies and trends across the company or group.
- ❑ Oversee any major changes in employee benefits structures throughout the company or group.
- ❑ Agree the policy for authorising claims for expenses from the Managing Director, Chairperson and other Directors.
- ❑ Ensure that all provisions regarding disclosure of remuneration including pensions, as set out in the Code and associated guidance, are fulfilled.
- ❑ Be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the Terms of Reference for any remuneration consultants who advise the committee; and for obtaining reliable, up-to-date information about remuneration in other companies. The Committee shall have full authority to commission any reports or surveys that it deems necessary to help it fulfil its obligations, subject to any budgetary considerations set by the Board.

10. Reporting Responsibilities:

- ❑ The Committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- ❑ Minutes of the Committee meetings shall be circulated to all Board members once approved.
- ❑ The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- ❑ The Committee shall produce an annual report of the company's remuneration policy and practices which will form part of the company's annual report.

11. Other:

The Committee shall, at least once a year, review its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12. **Authority:**

- ☐ The Committee shall have access to sufficient resources in order to carry out the duties, including access to Group Secretariat for assistance as required.
- ☐ The Committee is authorised by the Board to seek any information it required from any employee of the company in order to perform its duties.
- ☐ The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- ☐ The Committee shall give due consideration to all relevant legal and regulatory requirements, the provisions and recommendations of the Code and associated guidance
- ☐ In connection with its duties the Committee is authorised by the Board to obtain, at the company's expenses, any outside legal or other professional advice.