Ornua

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Terms of Reference: Ornua Personnel & Remuneration Committee

July 2026

DOCUMENT NAME

Ornua Personnel and Remuneration Committee Terms of Reference

DOCUMENT OWNER

Ornua Board

DOCUMENT ADMINISTRATOR

Secretary

VERSION DETAILS

Compliance Reference	2026.1
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This version has been reviewed and approved by the following:

Job Title	**Date**
Ornua Personnel & Remuneration Committee	3rd June 2026
Ornua Board	23rd July 2026

REVISION HISTORY

Version Number	**Brief Summary of Changes**
2021.1	New provisions on the review of the performance of the CEO by the Board Chair New provisions on reporting in the Annual Report
2023.1	Remove duplication of duties that are covered in LTIP rules Update Committee members
2024.1	Clarification of duties and alignment with other Board Committees and Rules
2026.1	Policy has been reformatted to align with the Group standard Update to reflect guidance under 2024 UK Corporate Governance Code and Investment Association Principles of Remuneration 2024 where relevant

1. Purpose:

1.1 This document provides the governance framework for how the Personnel & Remuneration Committee functions, ensuring it operates effectively, transparently, and in alignment with the organisation's strategic objectives.

2. Definitions:

2.1 "Group" means Ornua Co-operative Limited (the "Society") and its subsidiaries.

2.2 "Board" means the board of directors of Ornua Co-operative Limited.

2.3 "Committee" means the Personnel & Remuneration Committee of Ornua.

2.4 "Chair" means the Chair of the Committee.

2.5 "Rules" means the Rules of Ornua.

3. Scope:

3.1 The Committee is established by the Board to support strategy and promote long-term sustainable success. Its primary purpose is to ensure that remuneration structures are aligned with Ornua's purpose and values, are clearly linked to the successful delivery of Ornua's long term strategy and promote fairness, transparency and responsible risk management.

3.2 Members of the Committee should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances. Members of the Committee, both individually and collectively, must avoid accepting responsibilities or other conflicts of interest which might impede their, or the Committee's independence, and the objectivity with which it carries out its duties for the Board.

3.3 No executive shall be involved in any decisions as to their own remuneration. The Committee will recommend Director and Advisory Council fees to the Board, if required, based on guidance of an independent advisor.

3.4 Any reference to the Group Executive below also includes the Company Secretary irrespective of whether they are a direct report of the Chief Executive.

3.5 The Board remains responsible for remuneration and any member of the Board can discuss remuneration details with the Chair.

3.6 These Terms of Reference shall be available at all times to any member of the Board and are also available on the Ornua website.

4. Membership and Roles:

Chair	As appointed by the Committee from time to time

Core Members	As appointed by the Board from time to time

Invitees	Invited by the Chair, for all or part of any meeting, as and when appropriate

Secretary	The Chief People Officer, or such other person as shall be agreed from time to time by the members of the Committee

5. Authority

5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference.

5.2 The Committee is authorised by the Board to seek any information it requires from any employee in order to perform its duties. The Committee shall have access to sufficient resources to carry out its duties.

5.3 The Committee is authorised by the Board to obtain, at the Society's expense, any outside legal or other professional advice, reports or surveys and to select and appoint remuneration consultants to assist it in the discharge of its duties, subject to any budgetary considerations set by the Board.

5.4 The Committee shall be provided with appropriate and timely training including an induction programme for new members. The Committee shall give due consideration to all relevant legal, regulatory and governance requirements.

6. Membership and Attendance

6.1 The Committee shall appoint the Chair who shall be a non-executive director.

6.2 The members of the Committee shall be appointed by the Board and shall consist of at least three directors appointed by Ornua members and one independent non-executive director (INED). The Committee may also, at its discretion, appoint one non-director to the Committee in accordance with Rule 45(a) of the Rules on such terms and remuneration as the Committee shall determine, subject to the provisions of these Terms of Reference. In addition, the Chair of the Board may be a member of, but not chair, the Committee.

6.3 Director appointments to the Committee shall be for a period of up to four years or the date of earlier retirement from the Board. Director appointments may be extended for further periods of up to four years provided the director still meets the criteria for membership of the Committee. The Board may appoint additional non-executive directors to the Committee as it considers appropriate.

6.4 Non-director appointments to the Committee shall be for a period of two years subject to a maximum of four years with a 30 day notice period.

6.5 The Committee shall be supported by the Chief People Officer. The Chief People Officer, or such other person as shall be agreed from time to time by the members of the Committee, shall act as the Committee Secretary.

6.6 In the absence of the Chair, the members present shall elect one of their number to chair that meeting.

7. Meetings and Quorum

7.1 Only members of the Committee have the right to attend Committee meetings. Other individuals, including the Chief Executive and external advisers, may be invited by the Chair to attend for all or part of any meeting as and when appropriate.

7.2 The Committee shall, in consultation with the Secretary of the Committee decide on the frequency and timing of the Committee meetings. Meetings shall be held no less than four times a year. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with the agenda of items to be discussed, shall be forwarded to each member of the Committee, no later than five working days before the date of the meeting. Supporting papers shall be sent to, or made available on Diligent, Committee members, and other attendees, as appropriate, five working days in advance (in limited circumstances, some materials may only become available one to two days in advance).

7.3 The quorum necessary for the transaction of business shall be 50% of the current membership. 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. All or any members of the Committee may participate in a meeting by

teleconference or video conference. A person so participating is deemed to be present in person at the meeting and shall be counted in the quorum accordingly.

7.4 Each member of the Committee has an equal vote on matters that come before the Committee. Decisions of the Committee shall be made by a majority of votes. In the case of equality of votes, the Chair (or, in the absence of the Chair, the chair of the meeting) shall have a second or casting vote.

8. Objectives and Responsibilities

The Committee shall carry out the following duties:

Remuneration Policy

8.1 Review and recommend to the Board any updates or amendments to the remuneration policy for the Group Executive considering Ornua's strategy, long term success, workforce remuneration, risk, legal and regulatory requirements and relevant governance guidance.

8.2 Determine the contractual terms of employment for the Group Executive including notice periods and termination provisions.

8.3 Oversee material changes to benefit structures applicable to Senior Management across Ornua.

8.4 Review pension schemes in key markets considering rates available to the wider workforce.

Chief Executive and Group Executive Remuneration

8.5 Determine the remuneration of the Group Executive.

The Chief Executive will initiate remuneration proposals in respect of other members of the Group Executive which the Committee may accept or reject at its discretion.

8.6 To commission periodic independent benchmarking reviews of executive remuneration, every three to five years or as considered appropriate by the Committee, considering Ornua's strategy, performance and workforce remuneration. The Committee shall exercise independent judgement when considering benchmarking data and shall avoid reliance on benchmarking as the sole determinant of remuneration outcomes.

8.7 Ensure that the Chair of the Board leads the annual performance evaluation of the Chief Executive and provides feedback to the Chief Executive. The CEO will report to the Committee on the individual executive performance evaluation.

8.8 Review and approve terms for any employee acting up to a Group Executive role.

Workforce Remuneration Oversight

8.9 Provide oversight of remuneration policies and practices across Ornua considering alignment with Ornua culture, values, strategy and risk appetite.

8.10 Receive updates on gender pay gap reporting.

Incentive Plans

8.11 Approve the principles and methodology of Senior Management (Leadership level roles) performance related pay schemes.

8.12 Recommend to the Board any updates or amendments to the rules of the Group Executive Short Term Incentive Plan, administer the plan and approve payments in accordance with the rules of the plan.

8.13 Set the Chief Executive Key Performance Indicators ("KPIs") on an annual basis based on recommendations from the Board during the annual budget process, including financial and non-financial measures as appropriate.

8.14 Rate the performance of the Chief Executive against the agreed KPIs on an annual basis.

8.15 Recommend to the Board any updates or amendments to the rules of the Ornua Long Term Incentive Plan, administer the plan and approve payments in accordance with the rules of the plan.

8.16 Remuneration schemes should enable the Committee to apply discretion to override formulaic outcomes where such outcomes are not considered reflective of underlying performance and may exercise independent judgement which may agree or disagree with previous custom and practice.

Chair of the Board, Non-Executive Director and Advisory Council Fees

8.17 Review fees for the Chair of the Board and non-executive directors and make recommendations to the Board for approval, if required, based on guidance of an independent advisor.

8.18 Levels of fees should reflect the time commitment and responsibilities of the roles.

8.19 Commission periodic benchmarking of fees for the Chair of the Board and non-executive directors, every three to five years or as otherwise considered appropriate

8.20 Review the fees for the members of the Advisory Council and present recommendations to the Board for approval every three to five years or as otherwise considered appropriate.

External Remuneration Consultants

8.21 Be exclusively responsible for establishing the criteria for selecting, appointing, overseeing and setting the terms of reference for any remuneration consultants who advise the Committee and for obtaining reliable and up-to-date information on remuneration practices in other organisations. Where remuneration consultants are appointed, they should be identified in the annual report The Committee should exercise independent judgement when evaluating advice of external third parties and views from the executive.

Other

8.22 Review the Group Executive succession plan on an annual basis and report outcomes to the Board.

8.23 Ensure that any termination arrangements for the Group Executive are appropriate having regard to contractual entitlements, ensuring that failure is not rewarded and that the duty to mitigate loss is fully recognised.

8.24 Review the policy for authorising claims for expenses from the Chief Executive, Chair of the Board and Board directors and its implementation.

8.25 Undertake on behalf of the Chair of the Board any related tasks as may be entrusted to it from time to time.

8.26 Evaluate the effectiveness of the Committee and report findings to the Board every two years.

9. Reporting

9.1 The Chair shall make reports to the Board on the proceedings of the Committee and any material decisions taken. Following each Committee meeting, the Chair shall provide a written summary to the Board (to be made available in advance of the following Board meeting on Diligent) providing an overview of the matters discussed along with status updates. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.2 The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee. Minutes of Committee meetings shall be circulated promptly to all members of the Committee. A copy of the minutes will be made available to Board members.

9.3 A remuneration report prepared by the Committee shall be included in the annual report.

10. Review and Amendment

10.1 The Committee's shall review the terms of Reference every second year, or more frequently if required, and recommend any changes it considers necessary to the Board for approval.

11. Supporting Policies and References

- Rules of Ornua
- Executive Remuneration Policy
- Short Term Incentive Plan (STIP) rules
- Long Term Incentive Plan (STIP) rules.