



NOMINATION AND COMPENSATION COMMITTEE CHARTER OF ORIOR AG

EXCELLENCE IN FOOD

ORIOR AG – DUFOURSTRASSE 101 – 8008 ZURICH – WWW.ORIOR.CH

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1. Purpose

The Nomination and Compensation Committee (the “Committee”) is a standing committee pursuant to Art. 4.2 of the Organisational Regulations that is formally appointed by the Board of Directors. Its main role is to help the Board of Directors prepare the decision-making process, prepare resolutions, and fulfil its supervisory obligations.

In terms of its organisation and duties, the Committee meets all the requirements of a compensation committee as defined in Art. 733 Swiss Code of Obligations (OR) and Art. 23 of the Company’s Articles of Association.

Unless otherwise ruled in this Charter, the Organisational Regulations are applicable accordingly.

2. Powers

The Committee has unrestricted access to information relevant to the exercise of its duties as set out here. In the exercise of its duties it is authorised to obtain information from any employee of the Company and where necessary to invite members of the Board of Directors or other employees to Committee meetings to answer questions.

The Committee is authorised by the Board of Directors to bring in appropriate external advisers to assist it in the performance of its duties.

The Committee makes recommendations to the Board of Directors for decision.

3. Organisation

The Committee consists of at least three members of the Board of Directors.

The members of the Committee are elected singly by the shareholders’ meeting for a term of office of one year up to the end of the next ordinary Annual General Meeting. The majority of members are independent and non-executive.

The Board of Directors appoints the Chairperson of the Committee from among its members.

The Committee meets when convened by the Chairperson, as often as business may require, but two regular meetings per year as a minimum. The Chairperson can convene additional meetings at his discretion.

The Committee is quorate when the majority of the members are present. Committee resolutions shall be passed by the majority of the votes of members present. Each member has one vote. The Chairperson has the casting vote. Resolutions may also be taken by circular letter (in writing, including via email), provided that no member of the Committee has requested a verbal discussion.

The members are informed of each meeting at least five days in advance (by post or by email), with details of the agenda and including any necessary documents. In emergencies (and whether a situation is an emergency will be determined by the Chairperson at their discretion), this requirement may be waived.

Committee meetings may be held in person, by teleconference or by video conference.

At the Chairperson’s request, members of the Executive Committee and other guests may be invited.

4. Duties and obligations

The Committee has the following duties and obligations:

- To ensure long-term planning of appropriate appointments to positions on the Board of Directors and the Executive Committee; and more generally management development and succession planning to ensure the Company has the best possible leadership and management talent;
- To nominate candidates to fill vacancies on the Board of Directors or the position of CEO;
- To appoint candidates for the Executive Committee in response to proposals by the CEO;
- To make recommendations to the Board of Directors on the composition of the Board of Directors and to identify appropriate candidates;
- To make determinations regarding the independence of members of the Board of Directors;
- To recommend to the Board of Directors whether to re-appoint a director at the end of their term of office;
- To recommend to the Board of Directors the terms of employment of the CEO and members of the Executive Committee;
- To review the performance of each current member of the Board of Directors with regard to his/her role as Chairperson, as member of the Board of Directors and, where applicable, as a member of a Board Committee;
- To review the CEO's performance, together with the Chairperson of the Board of Directors;
- To review the performance of each member of the Executive Committee, together with the CEO;
- To submit proposals to the Board of Directors on the definition of principles for compensating the members of the Board of Directors and Executive Committee within the parameters of the law and the Articles of Association;
- Regularly to review ORIOR AG's shareholding and compensation principles and recommend any necessary and reasonable adjustments for submission to the Board of Directors;
- To review matters related to the general compensation rules for employees as well as the Company's human resource practices;
- To submit proposals to the Board of Directors about the amounts of fixed compensation to be paid to members of the Board of Directors;
- To submit proposals to the Board of Directors on the assessment criteria for qualitative and quantitative targets for calculating variable compensation paid to members of the Executive Committee;
- To submit proposals to the Board of Directors about the amounts of fixed and variable compensation to be paid to the CEO;
- To recommend to the Board of Directors the amounts of fixed and variable compensation paid to members of the Executive Committee, based on a proposal by the CEO;
- Making recommendations to the Board of Directors on the composition of the long-term incentive plans to be issued;
- At the proposal of the CEO, making recommendations to the Board of Directors regarding the group of recipients of new long-term incentive plans to be issued;
- To approve the amounts of fixed and variable compensation paid to members of the Executive Committee as well as to middle management and to key employees who report directly to the CEO, based on a proposal by the CEO;
- To submit the proposed Compensation Report to the Board of Directors;
- To make recommendations to the Board of Directors about granting options or other securities, including employee share schemes, to employees of all levels;
- To consider any other matters as may be requested by the Board of Directors;
- To take all other actions required of it by the law, Articles of Association or Regulations;
- To review its own performance and effectiveness, and recommend any necessary changes to the Board of Directors.

5. Reporting obligations

The Committee shall minute the proceedings and the resolutions of all meetings, including the names of those in attendance. Minutes of the meetings shall be held at the Company's head office and can be inspected by any member of the Committee. Unless there is a conflict of interest, members of the Board of Directors can ask the Chairperson of the Committee to show them the minutes at any time.

The Committee, through its Chairperson, can ask the CEO or CFO at any time for information relating to any of the relevant points under Art. 4 of this Charter.

The Chairperson of the Committee ensures that the Chairperson of the Board of Directors and the Board of Directors itself are informed in due time and in an appropriate manner of any significant events that require their attention. The Chairperson of the Committee (personally or via another Committee member) reports regularly to the Board of Directors in the meetings of the latter on the Committee's current activities and on important Committee issues.

The Committee can make whatever recommendations to the board of directors it deems appropriate on any area within its remit where action or improvement is needed.

The Committee Chairperson shall attend the Annual General meeting prepared to explain the compensation paid to the Board of Directors and Executive Committee and to respond to any questions about the Committee's activities raised at that meeting.

6. Entry into force

This Charter shall enter into force with immediate effect and shall replace all previous Nomination and Compensation Committee Charters of ORIOR AG.