



NOMINATION AND COMPENSATION COMMITTEE CHARTER OF ORIOR AG

EXCELLENCE IN FOOD

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

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Unofficial translation of the German original text.
Reflects the German text as of 10 July 2020.

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. 7 OAEP 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 shareholders’ meeting. The majority of members are independent and non-executive.

The board of directors appoints the chairman of the committee from among its members.

The committee has at least two regular meetings a year as convened by the chairman. The chairman can convene additional meetings at his discretion.

Committee resolutions shall be passed by the majority of the votes of members present. Each member has one vote. The chairman has the casting vote.

At the chairman’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 reappoint 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 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 check the company's compensation system for compliance with the compensation principles pursuant to the law, Articles of Association, Regulations and the remuneration-related resolutions of the shareholders' meeting;
- 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;
- To approve the amounts of fixed and variable compensation paid 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 chairman of the committee to show them the minutes at any time.

The committee, through its chairman, 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 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 chairman 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.