

2023 Remuneration Policy

The Directors' Remuneration Policy (the '2023 Remuneration Policy') set out below will be put to an advisory shareholder vote and, subject to shareholder approval, will become effective from the date of the AGM in 2023. The main aim of the 2023 Remuneration Policy is to align the interests of Executive Directors with the Group's strategic priorities and the long term creation of shareholder value. The 2023 Remuneration Policy is intended to pay the Executive Directors competitively and appropriately – without being excessive. When setting the 2023 Remuneration Policy (and determining the approach to its implementation for the Executive Directors), the Remuneration Committee (the 'Committee') took into account a number of factors, including the business strategy, remuneration practices of other companies of similar size and scope, the stakeholder context (in particular remuneration practices throughout the Group), and the regulatory and governance framework.

Remuneration principles

The following principles and Provision 40 pillars of the 2018 UK Corporate Governance Code (the 'Code') remain the Committee's framework to guide remuneration decisions:

Principle / Provision 40 pillar(s)	In action
Alignment and fairness – <i>alignment to culture</i>	<ul style="list-style-type: none"> Enabling all employees to become shareholders; Operating a Performance Share Plan ('PSP') for senior management personnel; To the extent possible, offering share plans to all eligible colleagues; Operating shareholding guidelines (including for a period post-employment), bonus deferral and a post-vesting holding period for Executive Directors' PSP awards; and; Keeping shareholder value creation and the stakeholder context in sharp focus.
Pay-for-performance – <i>risk</i> – <i>predictability</i> – <i>proportionality</i>	<ul style="list-style-type: none"> Linking variable remuneration to key pillars of success for Greencore; Setting targets that are appropriately stretching and vesting levels that are reflective of the shareholder experience; Avoiding reward for mediocre performance; and Ensuring personal and strategic objectives are defined, accurately assessed and clearly communicated.
Transparency and simplicity – <i>clarity</i> – <i>simplicity</i>	<ul style="list-style-type: none"> Communicating clearly and effectively all decisions to shareholders through shareholder engagement and the Annual Report and Financial Statements; and Using a simple incentive structure based on measures that are central to our strategy and business model.

Executive Directors' Remuneration Policy table

The table below sets out the elements and purpose of Executive Directors' remuneration and how each element operates, as well as the maximum opportunity of each element and any applicable performance measures. The 2023 Remuneration Policy set out in this Report is largely unchanged from that approved by shareholders in 2020, save as explained in further detail in the introductory letter from the Remuneration Committee Chair at the front of the Report on Directors' Remuneration.

Element of remuneration	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Base salary	To provide the basis of a market-competitive overall remuneration package.	<p>Base salaries are determined taking into account a number of factors, including:</p> <ul style="list-style-type: none"> individual responsibilities, performance and experience; the role, skills and contribution of individuals; practice at other companies of a similar size and complexity; the pay arrangements throughout the organisation; and the Company's progress towards its objectives. <p>Salaries are usually reviewed during November of each year and any increases will normally be effective from the preceding 1 October. However, the Committee reserves the right to make salary increases effective from any other time where considered appropriate.</p>	<p>Whilst there is no maximum salary, increases will normally be in line with the average increase awarded to other colleagues in the Group.</p> <p>However, the Committee retains the discretion to make increases above this level in certain circumstances, including, but not limited to:</p> <ul style="list-style-type: none"> an increase in scope and/or responsibility of a role; a new Executive Director being moved to market-competitive positioning over time; and an existing Executive Director falling below the appropriately competitive market positioning. 	Not applicable.

Element of remuneration	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Pension	To provide competitive and appropriate retirement plans.	Executive Directors are able to participate in a defined contribution pension scheme, as is available to the majority of the Group's workforce in the relevant market and/or receive a non-pensionable cash allowance.	The Company's maximum contribution / cash allowance for Executive Directors is in line with the pension contributions available to the majority of the Group's workforce. This is currently 8% of salary.	Not applicable.
Benefits	To provide market typical benefits to ensure that the overall remuneration package is competitive.	<p>Executive Directors are eligible to receive benefits, including but not limited to, health insurance for the individual and their immediate family (or an agreed allowance with which to arrange cover personally), life assurance and permanent health insurance, and a car allowance (or a company car and payment of related expenses).</p> <p>Other benefits may be provided at the discretion of the Committee based on individual circumstances and business requirements, such as appropriate relocation and expatriate allowances and support.</p>	The cost of benefit provision will depend on the cost to the Company of providing individual items and the individual's circumstances and therefore there is no maximum value.	Not applicable.
Annual Bonus Plan ('ABP')	<p>To incentivise and reward the achievement of annual financial and non-financial targets, in line with the Company's strategic objectives.</p> <p>The deferred element aligns the interests of Executive Directors and shareholders and provides a strong retention mechanism.</p>	<p>Performance is assessed over the relevant financial year.</p> <p>The level of payment is determined by the Committee after the year-end, based on performance against targets and any additional factors it deems significant.</p> <p>A proportion (normally 50% unless the Committee determines otherwise) of any bonus is paid in cash, with the remainder deferred into a share award under the Deferred Bonus Plan. Cash bonuses are paid following the year-end.</p> <p>Deferred Bonus Plan ('DBP') The deferred shares will normally vest three years after the grant of an award (unless the Committee determines an alternative vesting period is appropriate).</p> <p>The vesting of deferred shares will normally be subject to continued employment.</p> <p>Dividend equivalents may be awarded in respect of the awards that vest.</p> <p>The annual bonus is subject to malus and clawback provisions, i.e. forfeiture or reduction of the deferred portion or recovery of paid amounts, in exceptional circumstances. Such circumstances include, but are not limited to, serious misconduct, a material misstatement of the Company's audited results, a material failure of risk management, a material breach of health and safety regulations or serious reputational damage to any member of the Group.</p>	<p>The maximum annual bonus opportunity is 150% of salary.</p> <p>The bonus earned at threshold performance is nil (unless the Committee determines an alternative payout level, of up to 25% of the award, is appropriate) with up to 50% of the award normally payable for target performance. 100% of the award is payable for maximum performance.</p>	<p>The bonus is determined based on financial performance metrics and personal and strategic objectives.</p> <p>Measures and weightings will be determined at the start of each performance year to align with the Group's short term financial and strategic priorities. No more than 25% of the annual bonus opportunity will be based on personal and strategic objectives.</p> <p>The Committee sets targets every year to ensure that they are appropriately stretching.</p> <p>Further details, including targets attached to the annual bonus for the year under review, are provided in the Annual Report on Remuneration.</p>

Element of remuneration	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Performance Share Plan ('PSP')	<p>To create alignment between the interests of Executive Directors and shareholders through the delivery of rewards in Company shares.</p> <p>To incentivise Executive Directors to deliver long term shareholder value creation and the achievement of targets aligned to the success of the strategy.</p>	<p>Awards of conditional shares, nil-cost options, or forfeitable shares are made annually, with vesting dependent on the achievement of performance conditions.</p> <p>Awards normally vest based on performance measured over a period of three years or such other period as the Committee may determine.</p> <p>The Committee determines the extent to which the performance measures have been met. In adjudicating the final vesting outcome, the Committee will also consider the underlying business performance, as well as the value created for shareholders. The formulaic vesting outcome may be adjusted where, in the Committee's opinion, an adjustment is warranted.</p> <p>An additional two year holding period applies to Executive Directors' vested shares before they are released to Executive Directors on the fifth anniversary of the grant date (or another date determined by the Committee).</p> <p>In respect of vested PSP awards that are still subject to a holding period, awards will normally be released at the end of the holding period. However, the Committee has discretion to determine otherwise, taking into account the circumstances at the time.</p> <p>Dividend equivalents may be awarded in respect of the awards that vest.</p> <p>PSP awards are subject to malus and clawback, i.e. forfeiture or reduction of unvested awards, application of additional conditions for vesting, or recovery of vested awards, in exceptional circumstances. Such circumstances include, but are not limited to, serious misconduct, a material misstatement of the Company's audited results, a material failure of risk management, a material breach of health and safety regulations, or serious reputational damage to any member of the Group.</p>	<p>The maximum annual award level is 200% of salary.</p> <p>For threshold levels of performance, up to 25% of the award vests, increasing to 100% of the award for maximum performance. There is straight-line vesting between these points.</p>	<p>Performance measures are selected to align with the Group's longer term strategy.</p> <p>The Committee determines targets for each cycle to ensure that they are appropriately stretching and represent value creation for shareholders, whilst remaining motivational for management.</p> <p>Further details, including the targets attached to awards in respect of each year, are provided in the Annual Report on Remuneration.</p>
All Employee Share Plans	<p>To the extent possible, enable eligible employees to become shareholders in Greencore.</p>	<p>To the extent possible, the Executive Directors are eligible to participate in any tax-authority approved, all-employee share plans offered by the Company on consistent terms as other eligible employees in the relevant jurisdiction.</p> <p>In addition to existing employee share plans (and other share plans applicable to employees) of the Group, the Board may introduce other employee share plans from time to time in accordance with applicable law.</p>	<p>To the extent possible, Executive Directors are eligible to participate on the same terms as offered to other eligible employees; subject to the limits set out in the relevant Irish or UK tax legislation and/or revenue rules.</p>	<p>Not applicable.</p>

Executive Director shareholding guidelines and policy

The Committee continues to recognise the importance of Executive Directors aligning their interests with shareholders through building up a significant shareholding in the Company. Shareholding guidelines are in place whereby all Executive Directors are required, under normal circumstances, to acquire a holding of shares in the Company equal to 200% of salary, typically over a five year period commencing on the date of their appointment to the Board. Details of the Executive Directors' current shareholdings are provided in the Annual Report on Remuneration.

With effect from 2020, Executive Directors are also subject to a post-employment shareholding policy and will normally be expected to maintain a holding of Greencore shares at a level equal to the lower of the in-post shareholding guideline or the individual's actual shareholding for a period of two years from the date the individual ceases to be a Director. For the purpose of this post-employment shareholding policy, the following shares shall count towards the shareholding: vested DBP shares, unvested DBP shares (carried at an assumed net of tax number) and vested PSP shares (including those subject to a holding period). For the avoidance of doubt, any shares purchased by an Executive Director in the open market shall be excluded from this shareholding requirement.

The specific application of this shareholding policy will be at the Committee's discretion.

Payments from previously agreed remuneration arrangements

The Committee reserves the right to make any remuneration payments and payments for loss of office (including the exercise of any discretion available to it in connection with such payments), notwithstanding that they may not be in line with the 2023 Remuneration Policy, but where the terms of the payment were agreed either before the 2023 Remuneration Policy came into effect or 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. This does not apply to pension contributions for new appointments to the Board, which will be aligned with the pension contribution available to the majority of the Group's workforce on appointment to the Board. Details of any such payments will be set out in the Annual Report on Remuneration as they arise.

Discretion

The Committee may make non-material amendments to the 2023 Remuneration Policy (e.g. for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval for that amendment.

The Committee has discretion to adjust the formulaic ABP and PSP vesting outcomes to ensure alignment of pay with performance, i.e. to ensure the final outcome is a fair and true reflection of underlying business performance. The Committee also has discretion to vary the ABP and PSP performance measures and weightings for each cycle, to reflect strategic priorities over the relevant performance period.

Awards granted under the ABP and the PSP:

- may be settled in cash;
- may incorporate the right to receive, in cash or shares, the value of dividends which would have been paid or allotted between grant and vesting on the shares that vest. This may assume the reinvestment of those dividends in the Company's shares on a cumulative basis; and
- may be adjusted in the event of a variation of the Company's share capital or a demerger, delisting, special dividend, rights issue or other event, which may, in the Committee's opinion, affect the current or future value of awards. The Committee may amend or substitute performance conditions applicable to an outstanding PSP award if an event (or events) occurs which causes the Committee to consider that an amended or substituted performance condition would be more appropriate and would not be materially less difficult to satisfy than was originally intended.

Selection of performance measures

The ABP is based on financial performance, as well as personal and strategic objectives. The financial element is currently based on Adjusted Operating Profit and Free Cash Flow. Adjusted Operating Profit and Free Cash Flow are both Group Key Performance Indicators ('KPIs') creating direct alignment between incentives and delivery of the Group's strategy. The achievement of key personal and strategic (i.e. non-financial) objectives is also considered important to drive the performance of the business over the longer term.

The PSP is currently based on Adjusted EPS, ROIC and relative TSR. The earnings measure incentivises Executive Directors to grow earnings for shareholders over the long term, whilst the return measure ensures that the growth is sustainable and in the long term interests of the Company and its shareholders. Relative TSR provides additional shareholder alignment and incentivises our outperformance against companies in our sector.

The current mix of annual and long term measures is discussed in further detail in the Annual Report on Remuneration. Targets are set taking into account a number of factors including internal and external forecasts and market practice.

The Committee keeps the performance measures, weightings and targets of both the ABP and PSP under review and reserves the right to adjust these if they are no longer considered to be appropriate.

Remuneration arrangements throughout the Group

Remuneration arrangements throughout the Group are based on the same high-level remuneration principles as for the Executive Directors. We believe that individuals should be rewarded based on their contribution to the Group and the success of the Group, and that reward should be competitive in the market, without paying more than is necessary to recruit and retain individuals. Specific packages will differ, taking into account the role, location, seniority and level of responsibility.

Senior management personnel participate in the ABP and the PSP based on broadly the same principles as those for the Executive Directors. Other management personnel may be eligible to participate in share-based incentives to reflect competitive practice in relevant talent markets, including structures not provided for in this Policy.

In addition, to the extent possible, eligible employees are entitled to join the Group's all employee share plans (and other share plans applicable to employees from time to time), which provide a means of saving and give employees the opportunity to become shareholders in the Company.

Non-Executive Directors' remuneration policy

The remuneration policy for the Non-Executive Directors, including the Chair, is to pay fees necessary to attract Non-Executive Directors of the calibre required, taking into consideration the size and complexity of the business and the time commitment of the role, without paying more than is appropriate.

Details of the 2023 Policy, which are unchanged from the 2020 Policy, are set out in the table below:

Element of remuneration	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Fees	To attract and retain Non-Executive Directors of the highest calibre with broad commercial and other experience relevant to the Company.	<p>Non-Executive Directors are paid a basic fee for membership of the Board with additional fees being paid for the role of the Board Chair, the Senior Independent Director or Chair of a Board Committee, to take into account the additional responsibilities and workload required. If a Non-Executive Director is a Chair of more than one Committee, the additional fee is capped at the higher Committee fee. If a Non-Executive Director is also the Senior Independent Director, the fee is capped at the additional Senior Independent Director fee. Additional fees may also be paid for other Board responsibilities or roles if this is considered appropriate.</p> <p>Fees are reviewed at appropriate intervals and are set taking into account the level of responsibility, relevant experience and specialist knowledge of each Non-Executive Director and fees at other companies of a similar size and complexity.</p> <p>Fees are normally paid in cash.</p>	The maximum annual aggregate basic fee for all Non-Executive Directors is currently €850,000, but, subject to shareholder approval, as required under the Company's Articles of Association, this figure may increase or decrease.	Not applicable.
Incentive arrangements		None of the Non-Executive Directors are eligible to participate in any of the Group's incentive arrangements.	Not applicable.	Not applicable.
Benefits		<p>Non-Executive Directors do not currently receive any benefits; however, benefits may be provided in the future if, in the view of the Board, this is considered appropriate. Travel and other reasonable expenses (including fees incurred in obtaining professional advice in the furtherance of their duties) incurred in the course of performing their duties are reimbursed. The Company may settle any tax due on benefits or taxable expenses.</p>	Not applicable.	Not applicable.

Remuneration policy for new hires

The Group is committed to ensuring appropriate succession plans are in place, specifically in respect of Executive Directors and other senior management. When considering the remuneration package of a potential new Executive Director, the Committee would seek to apply the following principles:

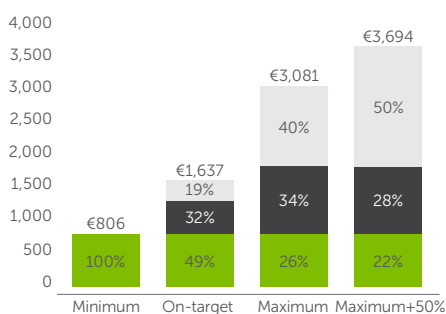
- The Committee will ensure that the package is sufficient to attract the appropriate individual, having regard to the calibre, skills and experience required, whilst being cognisant of not paying more than is necessary.
- The Committee's policy is to set the remuneration package for a new Executive Director in accordance with the approved remuneration policy at the time of the appointment. The maximum aggregate opportunity under the ABP and PSP is limited to 350% of salary.
- In addition, where an individual forfeits outstanding incentive payments and/or contractual rights at a previous employer as a result of their appointment at the Group, the Committee may offer additional compensatory payments or awards ('buy-out') in such form as it considers appropriate. In doing so, it will take into account all relevant factors including the form of awards, expected value and vesting timeframe of forfeited opportunities. When determining such buy-out arrangements, the Committee's intention would be that awards would generally be made on a 'like for like' basis as those forfeited. In order to facilitate any such buy-out awards, the Committee may exercise the discretion available under the Listing Rules to grant awards under an alternative structure to those set out in the policy without seeking prior shareholder approval.
- Where an Executive Director is required to relocate from their home location to take up their role, the Committee may provide reasonable assistance with relocation in line with local market norms.
- In the event that an internal candidate is promoted to the Board, legacy terms and conditions (with the exception of pension entitlements, which shall be aligned to those of the majority of the Group's workforce) and any outstanding incentive awards will normally be honoured.
- The remuneration package for a newly appointed Non-Executive Director will normally be in line with the structure set out in the Non-Executive Directors' remuneration policy table on the previous page.

Remuneration opportunities in different performance scenarios

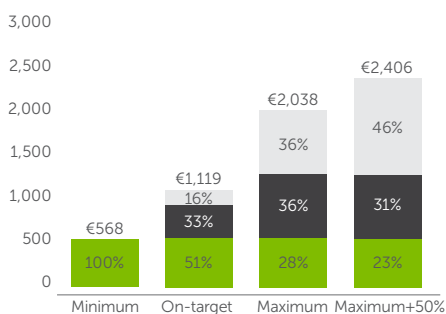
The charts below illustrate the potential future value and composition of the Executive Directors' remuneration opportunities in four performance scenarios: minimum, on-target (i.e. in line with the Company's expectations), maximum, and maximum plus 50% share price appreciation, a scenario where 50% share price appreciation is included.

The potential remuneration opportunities are based on the proposed application of the 2023 Remuneration Policy for the forthcoming financial year (FY23), applied to the Executive Directors' base salaries as at 1 October 2022.

Dalton Philips, CEO (€000)



Emma Hynes, CFO (€000)



■ Fixed remuneration ■ Annual bonus ■ Long-term incentive

The charts above exclude the effect of any Company share price appreciation except in the 'maximum+50%' scenario.

Assumptions:

Performance scenario	Includes
Minimum	<ul style="list-style-type: none"> • Salary, pension and estimated benefits ('fixed remuneration') • No bonus payout • No vesting under the PSP
On-target	<ul style="list-style-type: none"> • Fixed remuneration • 50% of maximum annual bonus payout (i.e. 75% of salary) • 25% of maximum vesting under the PSP (i.e. 43.75% and 37.50% of salary for the CEO and CFO respectively)
Maximum	<ul style="list-style-type: none"> • Fixed remuneration • 100% of maximum annual bonus payout (i.e. 150% of salary) • 100% of maximum vesting under the PSP (i.e. 175% and 150% of salary for the CEO and CFO respectively)
Maximum+50%	<ul style="list-style-type: none"> • Fixed remuneration • 100% of maximum annual bonus payout (i.e. 150% of salary) • 100% of maximum vesting under the PSP, plus 50% share price appreciation

Executive Director service contracts

Dalton Philips was appointed as Chief Executive Officer ('CEO') with effect from 26 September 2022 and has a service contract dated 13 May 2022 with an indefinite term, which is terminable by either the Company or Dalton Philips on 12 and six months' notice, respectively.

Emma Hynes was appointed as Chief Financial Officer ('CFO') with effect from 19 May 2020 and has a service contract dated 23 March 2020 with an indefinite term, which is terminable by either the Company or Emma Hynes on 11 and three months' notice, respectively.

Policy on payments to Executive Directors leaving the Group

The Executive Directors' service contracts make provision, at the Board's discretion, for early termination involving payment of salary and other emoluments in lieu of notice. When determining leaving arrangements for an Executive Director, the Committee takes into account any contractual agreements including the provisions of any incentive arrangements, typical market practice and the performance and conduct of the individual. The table below summarises how the awards under incentive plans are typically treated in specific circumstances, with the final treatment remaining subject to the Committee's discretion. When considering the use of discretion, the Committee reviews all potential incentive outcomes to ensure that any application of discretion is fair both to shareholders and to participants.

Plan	Scenario	Timing and calculation of payment/vesting
Annual Bonus Plan ('ABP')	All leavers (except for reasons set out below)	No bonus is paid and deferred share awards will lapse.
	Death	The Committee may determine that an Executive Director is eligible to receive a bonus for the year.
	Ill-health, injury, disability, redundancy, retirement, the sale or transfer of their employing entity out of the Group, or any other reason at the Committee's absolute discretion ('Good Leaver')	The Committee will determine the level of bonus taking into account performance. Outstanding deferred share awards will vest in full – or to a lesser extent as determined by the Committee – on the normal vesting date, although the Committee has discretion to accelerate vesting.
	Change of control	The Committee will assess the most appropriate treatment for the outstanding bonus period according to the circumstances. Deferred share awards will vest in full.
Performance Share Plan ('PSP')	All leavers (except for reasons set out below)	Awards lapse
	Death	Awards will vest immediately to the extent determined by the Committee, taking into account the extent to which the performance conditions have been met and, if the Committee so determines, the period of time elapsed since grant.
	Ill-health, injury, disability, redundancy, retirement, the sale or transfer of their employing entity out of the Group, or any other reason at the Committee's absolute discretion ('Good Leaver')	Awards will vest on the original vesting date, or, if the Committee so determines, as soon as practicable after the date of cessation. The extent to which awards vest in these circumstances will be determined by the Committee, taking into account the extent to which the performance conditions have been satisfied, and, unless the Committee determines otherwise, the period of time from the date of grant up to the date of cessation.
	Change of control	Awards vest immediately, subject to performance, and will be pro-rated for time (based on the proportion of the vesting period elapsed) unless the Committee determines otherwise. Alternatively, awards may be exchanged for new equivalent awards in the acquirer where appropriate.

In respect of vested PSP awards that are still subject to a holding period, awards will normally be released at the end of the holding period. However, the Committee has discretion to determine otherwise, taking into account the circumstances at the time.

Change of control

The CFO's Letter of Appointment ('Contract') provides that, in the event of a change of control of the Company, she is entitled to terminate her employment with the Company with 30 days' prior notice at any time within six months after the change in control if she has reasonable grounds to contend that the change in control has resulted, or will result, in the diminution of her powers, duties or functions in relation to the Group. If her contract is terminated in the event of the change of control, she can seek a payment from the Company in settlement of all and any claims arising in those circumstances. The amount of the payment (subject to deduction of income tax) will be equal to the sum total of her basic salary, the bonus paid to the Executive Director in the calendar year immediately preceding such termination and any retained bonus approved but unpaid for the year immediately prior to the year in which the Executive Director's contract was terminated. Reflecting current practice, the CEO's contract does not have a similar provision.

Treatment of incentives on a change of control is set out in the table on page 92. In the event of a merger, demerger, delisting, special dividend or other event which may, in the opinion of the Committee, affect the current or future value of the Company's shares, the Committee may allow DBP and PSP awards to vest on the same basis as for a change of control.

Non-Executive Director letters of appointment

The Non-Executive Directors have Letters of Appointment, the terms of which recognise that their appointments are subject to the Company's Articles of Association and their services are at the direction of the shareholders.

All Non-Executive Directors submit themselves for election at the AGM following their appointment and, in line with the Company's Articles of Association and the Code, each Director retires at each subsequent AGM and offers him or herself for re-election as appropriate.

Non-Executive Directors are not entitled to any payment in lieu of notice. The Letters of Appointment are available for shareholders to view at the AGM and at the Company's registered office during normal office hours.

The table below shows the appointment and expiry dates for the Non-Executive Directors:

Name	Effective date of appointment	Expiry of appointment
John Amaechi	1 February 2021	26 January 2023
Sly Bailey	17 May 2013	26 January 2023
Paul Drechsler	1 May 2020	26 January 2023
Linda Hickey	1 February 2021	26 January 2023
Gary Kennedy	20 November 2008	26 January 2023
Anne O'Leary	1 February 2021	26 January 2023
Helen Rose	11 April 2018	26 January 2023
Helen Weir ¹	1 February 2020	31 December 2022

1. Helen Weir will step down as Non-Executive Director on 31 December 2022.

Development and application of the Remuneration Policy

The Committee receives independent advice from its independent remuneration advisors, with independently sourced data to assist the Committee in setting and applying the Remuneration Policy. The CEO, CFO and Chief People Officer attend meetings upon invitation. The Committee was mindful of managing any conflicts of interest in preparing the 2023 Remuneration Policy and no individual was involved in determining his/her own arrangements.

Consideration of wider employee views

The Committee considers pay and employment conditions elsewhere in the Group when determining pay for Executive Directors. The Chief People Officer makes regular presentations to the Committee on the remuneration structures for both weekly paid and salaried colleagues, the salary review process for the wider colleague base as well as benefit and pension arrangements.

In considering increases to the base salary for Executive Directors, the Committee takes the Group-wide annual salary review process into account.

The Board recognises the value of listening to colleagues' views and perspectives on a range of business matters, and has established multiple channels to ensure effective two-way engagement with our wider colleague base. These include the role of our Workforce Engagement Director, who has been designated responsibility for engaging with colleagues and bringing their voice into the boardroom. We have also established a number of colleague listening groups and recently set up further local colleague forums and a cross functional colleague forum. These forums meet with the Chief People Officer on a regular basis and during 2022, the cross functional colleague forum was attended by Linda Hickey, our Remuneration Committee Chair, who presented on Greencore's remuneration philosophy and principles, as well as the proposed updates to the executive remuneration policy and participated in a question and answer session. Colleagues attending that session welcomed the open and transparent disclosure. This feedback was relayed to the Remuneration Committee and taken into account – along with the feedback from engagement with our shareholders – when finalising the policy proposals being tabled for shareholder approval at the 2023 AGM.

In addition, employees are encouraged to become shareholders under the Company's all employee share plans and once an employee becomes a shareholder, he or she can vote on resolutions in respect of Directors' remuneration (including the advisory shareholder vote on the Group's remuneration policy at least every four years or earlier if there is a proposed material change to the approved policy) along with any other resolutions put before the AGM.

Consulting with our shareholders

The Committee is dedicated to ensuring open dialogue with shareholders in relation to remuneration. In advance of any proposal to amend the Group's remuneration policy (excluding any non-material changes), the Committee, led by the Committee Chair, will liaise with key shareholders and proxy advisory firms to discuss the proposed amendments and receive their feedback on these amendments to factor into the Committee's decision making. During the year, the Committee Chair engaged with shareholders on the voting outcome at the 2022 AGM and the proposed 2023 Remuneration Policy and communications were issued to shareholders holding approximately 83% of the Company's issued share capital. Consultations were held with shareholders representing c.22% of issued share capital. The Committee welcomed the feedback received through this process and the indications of broad support for the proposed 2023 Remuneration Policy that is now being put to a shareholder vote at the AGM.

The sections of this 2023 Remuneration Policy entitled (a) Remuneration principles; (b) Executive Directors' Remuneration Policy table; (c) Discretion; (d) Selection of performance measures; (e) Non-Executive Directors' remuneration policy; (f) Remuneration policy for new hires; (g) Remuneration opportunities in different performance scenarios; (h) Executive Director service contracts; (i) Policy on payments to Executive Directors leaving the Group; (j) Change of control; (k) Non-Executive Director letters of appointment; (l) Development and application of the Remuneration Policy; (m) Consideration of wider employee views; and (n) Consulting with our shareholders, relate to the remuneration of the directors of Greencore for the purposes of Section 1110M of the Companies Act 2014 with which the Group complies on a voluntary basis.