

## // DIRECTORS' REMUNERATION REPORT

# DIRECTORS' REMUNERATION REPORT



**JACKY SIMMONDS**  
Chair of the Remuneration Committee

//  
Another strong performance from Bunzl was reflected in positive remuneration outturns for 2024. We are monitoring the changing pay landscape in the UK and globally with interest."

## Introduction from Jacky Simmonds

I am delighted to present the Directors' remuneration report for the year ended 31 December 2024, my first as Chair of the Remuneration Committee. After the approval of our new Policy by shareholders in April 2024, the year has focused on the application of the new Policy in the context of continued strong business performance despite some challenging market conditions. In addition to the usual business of setting pay and assessing performance, we have also kept a very close eye on developments in the executive pay landscape, both in the UK and the broader global market in which Bunzl operates.

## Context of remuneration

2024 has continued to provide a challenging performance context for Bunzl. Our businesses have had to navigate a variety of external factors, including product cost deflation and pressure on operating costs which, given our geographic and market-sector diversification, have impacted our operating companies to varying degrees.

Amidst these challenges Bunzl's business performance was very positive. The team delivered strong growth in operating profit (at constant exchange), with further expansion in operating margin. Adjusted Earnings per Share ('eps') grew by 5.5% at constant exchange, and ongoing disciplined financial management resulted in strong return on capital and cash performance.

We were also able to make significant progress with our strategic objectives. 13 acquisitions were announced during the year, including our largest ever platform investment, Nisbets, headquartered in the UK. We continued our progress against our sustainability goals, including the expansion of our audit programme in high risk countries, the engagement of our key suppliers on the measurement of scope 3 carbon emissions, and the increase in senior leadership roles occupied by females, which now stands at 25%.

In summary, the Group has delivered another strong set of all-round business results, and this has been reflected in the outturns for both the annual bonus and the Restricted Share Awards granted in March 2022.

## Performance and reward for 2024

### Annual bonus

Annual bonus payments were based on a combination of key financial measures (70%) comprising eps, return on average operating capital ('RAOC') and operating cash flow, with 20% based on personal objectives and 10% on Environmental, Social and Governance ('ESG') objectives. In setting our incentive targets, we had regard to the performance potential of the different parts of the business and of the whole Group. The on-target performance level for the financial elements of the bonus for 2024 was set at, or close to, the budgeted level of performance. The personal and ESG objectives selected are closely aligned to the strategic priorities for the business and are generally measurable. The Committee conducted a detailed review of the evidence to support the evaluation of these non-financial objectives.

The Committee's evaluation of the annual bonus targets resulted in a payment of 98% of maximum for both Frank van Zanten and Richard Howes. As outlined above, this was a very positive all-round performance from the business and the leadership team and the Committee is reassured that the variable pay awarded has been aligned with this performance. On the financial elements, no discretion was applied by the Committee to adjust the bonus outcomes, as overall payments reflected business performance. As described above, the Committee used its judgement in the assessment of the non-financial elements based on the evidence provided. In line with the Policy, 50% of the annual bonuses will be delivered in shares, subject to a three-year deferral period.



// DIRECTORS' REMUNERATION REPORT *continued*

**Long Term Incentives**

The first Restricted Share Awards ('RSAs') were granted in April 2021, following the approval of the policy by shareholders, and vested in April 2024. In 2022, the grants of shares were made on 1 March, immediately after the publication of the results for the year ended 31 December 2021. These will vest on 4 March 2025, based on satisfaction of a performance underpin as measured over a three year period to 31 December 2024. Having reviewed the wide range of financial and non-financial metrics in the underpin and having identified no material underperformance, risk issues or regulatory failures, I can confirm that the Committee has determined that these awards should vest in full. Specific factors considered in assessing "in the round" performance for this award included:

- Financial health of the business (revenue, profitability, cashflow, returns)
- Delivery of strategic priorities
- Stakeholder experience
- Progress towards ESG goals

More detail can be found on page 122.

**Employee pay**

The Committee always considers the broader context of employee pay across the Group when reviewing and implementing the policy for directors. It closely monitors base pay increases, bonus awards and other pay elements. In the broader context, it is worth noting that over 10,000 employees across the Group will receive a bonus based on 2024 performance. In addition, some of the increases in quantum proposed for the executive directors in the 2024 policy have also been applied to other members of the senior leadership team. As required by the Regulations we have again disclosed in this year's Directors' remuneration report the ratio between the Chief Executive Officer's remuneration and the median, lower quartile and upper quartile of UK employees.

**Implementing the Policy for the 2025 financial year**

**Base salary**

The base salaries for the executive directors, Frank van Zanten and Richard Howes, have been increased by 2%, effective from 1 January 2025. Both these increases are in line with those budgeted for the Bunzl plc head office and for the UK leadership team. The average pay awards for the Group leadership team ranged from 1.8% to 3.8% excluding currency adjustments.

**Annual bonus**

As stated in last year's report, the Committee elected to delay implementing the policy maximum awards of 175% of salary for Richard Howes and 200% for Frank van Zanten until 2025. The on-target bonus opportunity for the 2025 financial year is therefore 100% of salary for Frank van Zanten and 87.5% for Richard Howes.

The annual bonus performance measures continue to be a balanced scorecard of key financial metrics – adjusted eps, RAOC and operating cash flow. In 2024, following shareholder feedback, the Committee slightly increased the weighting given to RAOC and the weightings will remain unchanged for 2025. 20% of the bonus opportunity will be dependent on personal performance linked to certain specified strategic non-financial goals and again, 10% of the opportunity for both directors will be dependent on the achievement of specific ESG objectives, based on the four priority areas – the Transition to Alternative Products, Climate Change, Ethical Sourcing, and Equity, Inclusion & Diversity. The objectives agreed for 2025 are a clear build on those used for the 2024 targets and reflect the long term nature of the roadmap.

50% of any bonus awarded will be deferred into shares for a period of three years.

	<b>Factors considered (not limited to) in assessing the RSA underpin</b>
<b>Financial health of the business, considering key financial indicators</b>	<ul style="list-style-type: none"> <li>• Revenue growth</li> <li>• Operating margin</li> <li>• Adjusted earnings per share</li> <li>• Return on capital (RAOC/ROIC)</li> <li>• Cash conversion</li> <li>• Balance sheet strength</li> </ul>
<b>Strategic priorities</b>	Delivery of key strategic objectives over the vesting period including operational and individual performance
<b>Stakeholder experience</b>	Consideration of our key stakeholders including employees, customers, suppliers and shareholders
<b>ESG progress</b>	Progress towards key achievement of ESG objectives including climate change ambitions, ethical supply, investing in our people and diversity

**LTIP**

The Committee expects to make grants of Restricted Shares to the executive directors and other participants as per the terms of the policy approved in April 2024. For the CEO, these shares will be equivalent to 175% of salary, and for the CFO 125% of salary. These will vest in 2028, subject to continued employment and the assessment of performance against the underpin. Shareholders will recall that as part of the policy review in 2024, the Committee put into place a more formal framework setting out clearly for each award the key elements which will need to be assessed for the award to vest. This is shown in the table above. As with the previous policy, the Committee will review specific indicators to help form a view of 'in the round' performance. In addition, the Committee has the discretion to scale back awards (including to zero) if it concludes there is material underperformance over the course of the vesting period. Vested awards will be subject to a two-year holding period.

**Priorities for 2025**

As stated earlier, the Committee has continued to monitor external market trends and developments in executive pay with interest. It is clear that the landscape has started to shift in terms of the changing constituents of the FTSE 100 and the different types of pay arrangements being adopted both in the UK and globally. At Bunzl, our overarching objective is to ensure that our plans incentivise the right behaviour and performance from our directors as the leaders of a large, complex and global organisation. Specifically, we recognise that 56% of our revenue comes from North America, and that in the United States, pay structures are different with significantly higher variable pay opportunities. With this in mind, we will continue to monitor developments closely to ensure that our current arrangements remain appropriate, given the growth ambitions of the business and the tenure and experience of the directors. Specifically, during my first full year as Chair I will conduct a review of our current arrangements and will again take the opportunity to receive the input of shareholders into our thinking.

// DIRECTORS' REMUNERATION REPORT *continued***Conclusions**

This has been another strong year of performance and despite some headwinds in our markets we have continued to capitalise on growth opportunities in all our major sectors and geographies. The Committee's focus remains on incentivising the leaders appropriately around stretching performance targets and the growth of the business but also ensuring that they remain driven by long term value creation for shareholders.

Once again, I would like to thank shareholders for all their support for the work of the Committee and for the Bunzl management team. It has been very much appreciated.

In the following pages you will find details of:

- the 'at a glance' guide to executive directors' remuneration for 2024;
- the annual report on directors' remuneration for 2024, including our approach to the application of the remuneration policy in 2025 and;
- the remuneration policy in place for 2025, as approved by shareholders on 24 April 2024. The policy can also be viewed in the corporate governance section of the Company's website, [www.bunzl.com](http://www.bunzl.com).

I hope that you will find this report to be clear and helpful in understanding our remuneration policy and practices.

**Jacky Simmonds**

Chair of the Remuneration Committee

3 March 2025

**The responsibilities and operation of the Committee****Composition, role and remit**

The Committee comprises all of the independent non-executive directors of the Company. While neither the Chairman nor the Chief Executive Officer are members of the Committee, they attend meetings by invitation. The Director of Group Human Resources also attends meetings. The Committee's terms of reference, which were reviewed by both the Committee and the Board in 2024, are available on the Company's website, [www.bunzl.com](http://www.bunzl.com).

No director plays any part in determining his or her remuneration. During the year ended 31 December 2024, both the Chief Executive Officer and the Chairman were consulted and invited to attend meetings of the Committee but were not present during any part of the meeting when their own remuneration was under consideration.

The independent non-executive directors who were members of the Committee during 2024 are listed opposite.

The primary role of the Committee is to determine the framework and broad policy for the remuneration of the Chairman, the executive directors of the Board and the senior management group directly below Board level. The Committee proposes the directors' remuneration policy for shareholder approval at least every three years. It also governs the implementation of the policy, ensuring that the remuneration of the executive directors and senior management supports the sustainable performance of the business and that it is aligned with the Company's shareholders' interests. The Committee considers market practice, shareholders' views and the Group's broader remuneration arrangements when setting the Group's performance-related incentives and ensures compliance with UK corporate governance good practice.

**The key responsibilities of the Committee in 2024 included:**

- ensuring that executive directors and senior executives are properly incentivised to attract, retain and fairly reward them for their individual contribution to the Company, having due regard to the policies and practices applied to the rest of the employees within the Group;
- determining the framework and broad policy for the remuneration of the Chairman and the executive directors of the Board;
- monitoring the external pay landscape, recognising that the Group is a global business with a significant proportion of revenue generated in North America;
- ensuring that remuneration is aligned with and supports the Company's strategy and performance, having due regard to the interests of the shareholders and to the financial and commercial health of the Company, while at the same time not encouraging undue risk taking;
- communicating and discussing any remuneration issues with the Company's stakeholders as and when appropriate;
- setting and reviewing the executive directors' remuneration and benefits including, but not limited to, base salary, bonus, long term incentive plans and retirement benefits;
- ensuring that all remuneration paid to the executive directors is in accordance with the Company's previously approved remuneration policy;
- ensuring all contractual terms on termination, and any payments made, are fair to the individual and the Company;
- monitoring the policies and practices applied in respect of the remuneration of senior executives directly below Board level and making recommendations as appropriate;
- overseeing the Company's long term incentive plans for all employees; and
- ensuring that provisions relating to disclosure of remuneration as set out in the relevant legislation, the Financial Conduct Authority's Listing Rules and the Code are fulfilled.

**Committee membership**

	Date of appointment to the Committee
Jacky Simmonds	1 March 2023
Vanda Murray*	1 February 2015
Lloyd Pitchford	1 March 2017
Stephan Nanninga	1 May 2017
Vin Murria	1 June 2020
Pam Kirby	1 August 2022
Daniela Barone Soares	16 December 2024
Julia Wilson	16 December 2024

\* Vanda Murray stepped down as a director at the AGM in April 2024.

**Meetings**

	Meetings eligible to attend	Meetings attended
Jacky Simmonds	4	4/4
Vanda Murray*	1	1/1
Lloyd Pitchford	4	4/4
Stephan Nanninga	4	4/4
Vin Murria	4	4/4
Pam Kirby	4	4/4
Daniela Barone Soares	0	
Julia Wilson	0	

\* Vanda Murray stepped down as a director at the AGM in April 2024.

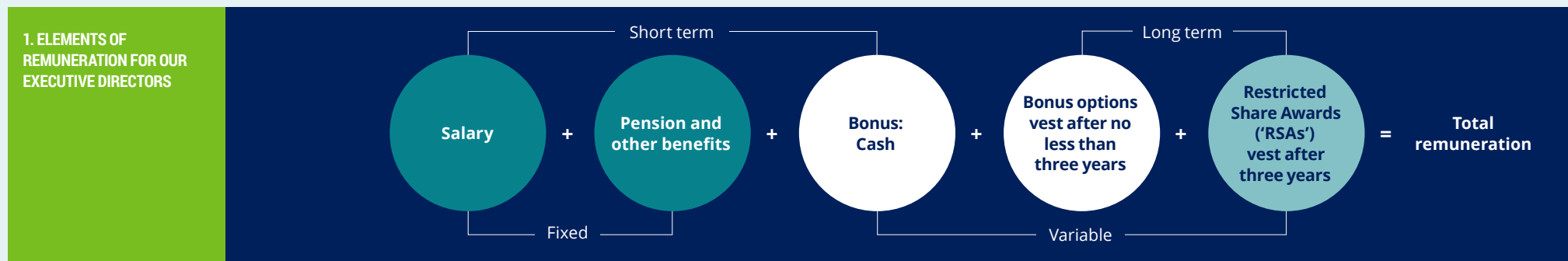
**Compliance statement**

This report has been prepared on behalf of and has been approved by the Board. It complies with Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (the 'Regulations'), the Code and the Financial Conduct Authority's Listing Rules and takes into account the accompanying Directors' Remuneration Reporting Guidance and the relevant policies of shareholder representative bodies.

In accordance with the Regulations, at the 2025 AGM the Company will be asking shareholders to put forward an advisory vote on the Directors' remuneration report as set out on pages 115 to 128.

// DIRECTORS' REMUNERATION REPORT *continued*

# 2024 REMUNERATION AT A GLANCE



**Remuneration principles**

- Materially differentiate reward according to performance
- Reward competitively to attract and retain the best talent
- Breakdown of fixed and variable pay to be appropriate to each role
- Framework to be transparent with clear line of sight from performance to individual outcomes

**2. ALIGNMENT OF PERFORMANCE AND REMUNERATION 2024**

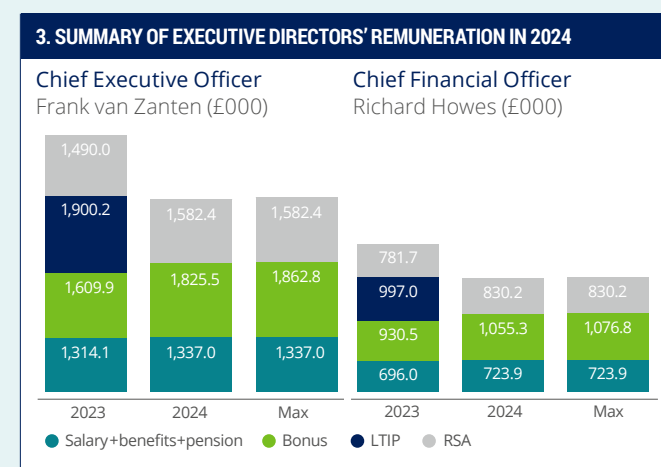
**Annual bonus**  
To motivate and reward the achievement of the Company's strategic and operational objectives

<b>Eps</b> Linked financial KPI: eps	30%				
<b>RAOC</b> Linked financial KPI: RAOC and operating profit	15%				
<b>Operating cash flow</b> Linked financial KPI: cash conversion	25%				
<b>Non-financial strategic goals</b> Payable to the executive directors in relation to agreed non-financial strategic goals	<table border="0"> <tr> <td><b>Frank van Zanten</b></td> <td>20%</td> </tr> <tr> <td><b>Richard Howes</b></td> <td>20%</td> </tr> </table>	<b>Frank van Zanten</b>	20%	<b>Richard Howes</b>	20%
<b>Frank van Zanten</b>	20%				
<b>Richard Howes</b>	20%				
<b>ESG goals</b>	<table border="0"> <tr> <td><b>Frank van Zanten</b></td> <td>10%</td> </tr> <tr> <td><b>Richard Howes</b></td> <td>10%</td> </tr> </table>	<b>Frank van Zanten</b>	10%	<b>Richard Howes</b>	10%
<b>Frank van Zanten</b>	10%				
<b>Richard Howes</b>	10%				
<b>Total bonus opportunity/result</b>	<table border="0"> <tr> <td><b>Frank van Zanten</b></td> <td>100%</td> </tr> <tr> <td><b>Richard Howes</b></td> <td>100%</td> </tr> </table>	<b>Frank van Zanten</b>	100%	<b>Richard Howes</b>	100%
<b>Frank van Zanten</b>	100%				
<b>Richard Howes</b>	100%				

**Restricted Shares**  
To motivate and reward performance linked to long term success

<b>RSA</b>	100%
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● Total opportunity ● Result



**4. HIGHLIGHTS OF WIDER WORKFORCE REMUNERATION IN 2024**

<p><b>529</b> leaders across the Group receive share awards as part of their remuneration</p>	<p><b>c.13,600</b> people benefit from the opportunity to take part in employee sharesave plans</p>	<p><b>c.12,700</b> people have an element of performance related pay in their remuneration with <b>79%</b> receiving a bonus</p>
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// DIRECTORS' REMUNERATION REPORT *continued*

# ANNUAL REPORT ON DIRECTORS' REMUNERATION

This report sets out the elements of remuneration paid to, or earned by, the directors in respect of the financial year 2024.

## Single total figure of remuneration 2024 (audited information)

### Executive directors

	Salary £000		Taxable benefits £000		Pension £000		Bonus £000		Performance shares £000		RSA £000		Total £000	Sub-total of fixed pay £000	Sub-total of variable pay £000	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023				
Frank van Zanten	1,034.9	995.0	250.4	269.3	51.7	49.8	1,825.5	1,609.9	–	1,900.2	1,582.4	1,490.0	4,744.9	6,314.2	1,337.0	3,407.9
Richard Howes	673.0	647.0	17.2	16.6	33.7	32.4	1,055.3	930.5	–	997.0	830.2	781.7	2,609.4	3,405.2	723.9	1,885.5
<b>Total</b>	<b>1,707.9</b>	<b>1,642.0</b>	<b>267.6</b>	<b>285.9</b>	<b>85.4</b>	<b>82.2</b>	<b>2,880.8</b>	<b>2,540.4</b>	<b>–</b>	<b>2,897.2</b>	<b>2,412.6</b>	<b>2,271.7</b>	<b>7,354.3</b>	<b>9,719.4</b>	<b>2,060.9</b>	<b>5,293.4</b>

#### Notes

- The figures above represent remuneration earned by executive directors during the relevant financial year including the full bonus, half of which is paid as cash and half of which is deferred under the Deferred Annual Share Bonus Scheme ('DASBS'). Awards of options relating to the 2023 deferred bonus were granted in 2024 as shown in the table on page 123 and the awards of options relating to the 2024 bonus will be granted in 2025.
- The annual bonus for 2024 was determined according to a formulaic calculation in respect of adjusted eps, RAO and operating cash flow measures, while the Committee used its judgement to assess performance of individual objectives (20% of the bonus) and ESG objectives (10% of the bonus). No discretionary adjustment was applied.
- Benefits provided for Richard Howes include a car allowance and family medical insurance coverage. Benefits provided for Frank van Zanten include an education allowance, a hybrid working allowance (to cover ad-hoc home, secretarial support and security) a car & IT allowance and family medical costs.
- The 2023 long term incentives figures comprise two types of award; the performance shares, which comprise the value of the LTIP B awards granted under the 2020 policy in April and October 2020 which included performance periods ending in 2023 and the first grant of RSA awards granted under the 2021 policy in April 2021, which vested in April 2024. This means that the total remuneration shown for both directors was artificially high for that year. The share price used to calculate the value of the vesting RSA awards has been updated to reflect the mid-market share price on 22 April 2024 (3,050p), the first working day after the vesting date of 21 April 2024. In last year's report, an estimated vesting price was used based on the three-month average share price to 31 December 2023. RSA awards granted in April 2021 to Richard Howes have been updated to include dividend equivalent shares accrued to the vest date of 21 April 2024.
- The portion of total long term incentive figures that are attributable to share price growth are £1,083,077 for Frank van Zanten and £568,221 for Richard Howes in 2023 and £407,906 for Frank van Zanten and £213,985 for Richard Howes in 2024. The 2024 RSA figure is based on the 2022 Restricted Share Awards which will vest at 100% on 4 March 2025. The value is estimated based on the average share price of 3,480p between 1 October 2024 and 31 December 2024.
- The pension contributions for executive directors were delivered as monthly cash payments in lieu of pension.

### Non-executive directors

	Board fees £000		Committee Chair/ SID fees £000		Taxable payments/ expenses £000		Total £000	
	2024	2023	2024	2023	2024	2023		
Peter Ventress – Chairman	419.0	386.0	–	–	0.3	–	419.3	386.0
Vanda Murray	26.0	78.5	14.3	43.0	0.4	4.1	40.7	125.6
Lloyd Pitchford	81.5	78.5	23.0	22.0	0.9	0.8	105.4	101.3
Stephan Nanninga	81.5	78.5	–	–	6.4	7.8	87.9	86.3
Vin Murria	81.5	78.5	–	–	3.0	0.6	84.5	79.1
Pam Kirby	81.5	78.5	14.9	–	0.2	–	96.6	78.5
Jacky Simmonds	81.5	65.4	15.8	–	2.0	1.6	99.3	67.0
Daniela Barone Soares	3.8	–	–	–	–	–	3.8	–
Julia Wilson	3.8	–	–	–	–	–	3.8	–
<b>Total</b>	<b>860.1</b>	<b>843.9</b>	<b>68.0</b>	<b>65.0</b>	<b>13.2</b>	<b>14.9</b>	<b>941.3</b>	<b>923.8</b>

#### Notes

- Taxable payments/expenses for non-executive directors are costs incurred for travel and accommodation in order to attend Board meetings. These costs have been grossed up to include the relevant income tax payable where applicable.
- Vanda Murray stepped down from the Board on 24 April 2024.
- Daniela Barone Soares and Julia Wilson were appointed to the Board on 16 December 2024.

// DIRECTORS' REMUNERATION REPORT *continued***Payments for loss of office (audited information)**

No payments were or are to be made to directors in respect of loss of office.

**Payments to past directors (audited information)**

No payments were or are to be made to former directors.

**Executive directors' annual salary (audited information)**

As disclosed last year, executive directors' salaries were reviewed with effect from 1 January 2024 in accordance with normal policy and were increased taking into account the average salary increases for employees across the Group.

	Salary from 1 January 2024	Salary from 1 January 2023	Increase in salary 2023 to 2024
Frank van Zanten	£1,034,850	£995,050	4.0%
Richard Howes	£673,000	£647,000	4.0%

Executive directors' salaries were also reviewed with effect from 1 January 2025 and the increases awarded are shown on page 127.

**Executive directors' external appointments**

During 2024, Frank van Zanten served as a non-executive director of Ahold Delhaize N.V. and Richard Howes served as a non-executive director of Smiths Group plc. During the year, Frank van Zanten retained fees of €137,500 from Ahold Delhaize N.V. and Richard Howes retained fees of £99,188 from Smiths Group plc.

**Non-executive directors' fees (audited information)**

The Chairman and non-executive directors' fees were reviewed with effect from 1 January 2024 in accordance with the normal fees policy.

	With effect from 1 January 2024	Fees paid in 2023	Increase in fees 2023 to 2024
Chairman's fee	£419,000	£386,000	8.5%
Non-executive director fee	£81,500	£78,500	3.8%
Supplements:			
Senior Independent Director	£21,800	£21,000	3.8%
Audit Committee Chair	£23,000	£22,000	4.5%
Remuneration Committee Chair	£23,000	£22,000	4.5%

The Chairman's and non-executive directors' fees were reviewed with effect from 1 January 2025 and the increases awarded are shown on page 128.

**Performance against annual bonus targets (audited information)**

The bonus measures for 2024 were Group adjusted eps, RAOC, operating cash flow, personal performance on strategic objectives and specific objectives related to ESG matters.

As the Committee decided to defer the implementation of the new policy maximum opportunities until 2025, the maximum bonus achievable was 180% of salary for Frank van Zanten and 160% for Richard Howes. The results for 2024 reflect a strong all round business performance (despite some market challenges), including a record year for acquisitions.

**Group performance (70%)**

Weighting	Scorecard performance metric	Threshold	Target	Stretch	Actual outturn calculated at constant exchange rates	% of maximum bonus
30%	eps (p)	178.4	187.8	197.2	198.3	100%
	% of target	95%	100%	105%	106%	
	% salary – Frank van Zanten	13.5%	27.0%	54.0%	54.0%	
	% salary – Richard Howes	12.0%	24.0%	48.0%	48.0%	
15%	RAOC %	38.80%	40.80%	42.80%	43.1%	100%
	% of target	95%	100%	105%	106%	
	% salary – Frank van Zanten	6.8%	13.5%	27.0%	27.0%	
	% salary – Richard Howes	6.0%	12.0%	24.0%	24.0%	
25%	Operating cash flow (£m)	787.7	829.2	870.7	892.6	100%
	% of target	95%	100%	105%	108%	
	% salary – Frank van Zanten	11.3%	22.5%	45.0%	45.0%	
	% salary – Richard Howes	10.0%	20.0%	40.0%	40.0%	
					TOTAL	100%

## Notes

- a) The adjusted eps outturn for 2024 (194.3p) calculated at the exchange rates used in setting the 2024 target is 198.3p.  
b) The actual outturn calculated at constant exchange rates is the actual result of the relevant measures retranslated at the exchange rates used in setting the target for that measure.

// DIRECTORS' REMUNERATION REPORT *continued***Non-financial strategic goals (30%)**

Following a review of performance against specific personal objectives for 2024, the Committee determined the bonus percentages payable to the executive directors in relation to the non-financial strategic goals. The specific objectives, and the related evaluation of performance, are shown in the table below:

**Frank van Zanten – Chief Executive Officer****Non-financial objectives (20% of bonus)****Evaluation**

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>Continue to drive digital progress across the Group, measured by an increase in the % of sales orders and supplier invoices transacted digitally via websites, EDI or other electronic means. Ensure that the leadership team builds its knowledge and understanding of the potential of Generative AI for Distribution companies.</li> </ul>                             | <ul style="list-style-type: none"> <li>Digital statistics have improved and now stand at 75% for sales orders (72% last year) and 61% for supplier invoices (60% last year). A Group project was undertaken to identify the greatest opportunities for the deployment of AI and projects have commenced in Continental Europe and North America to develop AI tools that can be scaled up. Opportunities have also been explored for the deployment of AI in Sustainability and HR.</li> </ul> |
| <ul style="list-style-type: none"> <li>As outlined in the 2030 vision, accelerate the progress of own brand sales as a driver of margin improvement and profit performance. Measure the progress of own brand as an improved % of sales versus 2023.</li> </ul>  | <ul style="list-style-type: none"> <li>Own brand as % of sales has increased significantly over 2024 from c.25% to c.28% of total revenue and this continues to be a focus going forward. The Distribution business in BNA has specifically focused on own brand development as a source of profitable growth.</li> </ul>  |
| <ul style="list-style-type: none"> <li>Manage the leadership transition in the UK &amp; Ireland (including the divisional Managing Director changes) ensuring that business performance is not negatively impacted by the period of transition. In addition, manage a robust onboarding process of the non-executive director to be appointed to the Board during 2024, when Vanda Murray steps down.</li> </ul> | <ul style="list-style-type: none"> <li>The transition in the UK has gone smoothly with a development plan and positive feedback from his leadership team. Significant time has been spent by the leadership team onboarding the two new directors to maximise the effectiveness of the Board in 2025.</li> </ul>   |

<b>% of base salary awarded</b>	<b>34.2%</b>
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<b>% of maximum</b>	<b>95%</b>
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**Richard Howes – Chief Financial Officer****Non-financial objectives (20% of bonus)****Evaluation**

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>Deliver the 2024 milestones for both the Internal Controls Essentials and the Information Security programmes across the Group, ensuring that progress is effectively monitored and reported to the Board.</li> </ul>  | <ul style="list-style-type: none"> <li>The Internal Controls Essential programme has made considerable progress in the year with the completion of all Risk and Control Matrices and the majority of the testing programme. Implementation of an enhanced self-assessment process with active tracking of remediation. The Information Security programme has also made good progress with all internal audits completed and resulting action plans and remediation activities identified. Clear KPIs have been monitored and tracked. A simulated cyber-attack workshop was completed and Audit Committee training sessions were also held.</li> </ul> |
| <ul style="list-style-type: none"> <li>Optimise the cash management within the Group through increased levels of "cash sweeping" from operating company accounts to minimise interest costs and establish more live visibility of liquidity positions around the world.</li> </ul>  | <ul style="list-style-type: none"> <li>The cash sweeping project has been very successful with idle cash (cash not returned to our Group cash pooling arrangement or not on deposit earning interest) reduced and significant savings achieved. Substantial progress has been made in engaging with the local teams to ensure this is minimised in 2025.</li> </ul>   |
| <ul style="list-style-type: none"> <li>Coordinate specific business improvement projects such as the formalisation of acquisition integration processes and the process of monitoring and improving business performance of underperforming businesses. Focus on the sharing and adoption of best practice across the Finance community and ensure that the 2024 Finance Conference successfully accelerates progress on this and the other Group initiatives.</li> </ul> | <ul style="list-style-type: none"> <li>Acquisition integration process is established and agreed with regional teams and a KPI dashboard is in place. Moved towards quarterly supplier reporting during 2024 and quarterly business reporting has provided heightened awareness and visibility of the plans to improve performance in certain businesses. The key theme of the 2024 Finance Conference (judged to be a very successful event) was the sharing of best practice in the context of the 2030 vision (e.g. driving efficiencies, supporting organic growth, use of AI).</li> </ul>  |

<b>% of base salary awarded</b>	<b>30.4%</b>
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<b>% of maximum</b>	<b>95%</b>
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// DIRECTORS' REMUNERATION REPORT *continued***ESG objectives – shared objectives  
(10% of bonus)****Evaluation**

• Continue the expansion of the auditing programme in high risk countries	• 89% of high risk spend audited as of 31 October 2024 based on 2023 full year spend. Clear audit plan in place for 2025 to ensure that the achievement is maintained based on 2025 data.
• Engage suppliers on the reduction of our scope 3 emissions	• Launched questionnaire with the identified 750 suppliers at the end of July 2024. Based on a total of 5,291,921 tonnes of carbon in scope, it has been calculated that 33.4% of suppliers by emissions have targets accredited by the SBTi (30.7%) or another third party (2.7%).
• Increase the penetration of sustainable alternative products with a focus on growing own brands	• 'Alternative' packaging sales as a % of total packaging was higher than 2023 (at c.57%) with a 1.2ppt increase in North America. There was a c.30% increase in sustainable alternative own brand product SKUs (e.g. "Ecosystems", "Verive") vs 2023 and a c.45% increase in revenue from these brands in 2024 vs 2023.
• Drive improvements to the diversity of the leadership team and the creation of a more inclusive culture	• Reverse Mentoring scheme launched in June 2024 and judged to have been beneficial for the participants. In the Great Place to Work survey the average scores for the statement, "people here are treated fairly regardless of their age; gender; race and sexual orientation" was 87.5% (average of 4 statements, all statements were above 80%). There were some slight differences between male and female scores which are being explored. • As at September 2024, 25% of the senior leadership group (those who receive LTIPs or RSAs) are female.

<b>% of base salary awarded</b>	<b>Frank van Zanten – 16.2%</b>	<b>Richard Howes – 14.4%</b>
<b>% of maximum</b>	<b>90%</b>	<b>90%</b>

When assessing performance and outcomes the Committee was mindful of the Company's broader achievements and stakeholder experience. The outcomes are considered appropriate in light of a year of continued strong business performance. Accordingly, the total payments under the annual bonus plans were:

	Total bonus payment (cash and deferred shares) as a % of salary				
	2024 %	2023 %	2022 %	2021 %	2020 %
Frank van Zanten	<b>176.4</b>	161.8	176.4	176.4	180.0
Richard Howes	<b>156.8</b>	143.8	156.8	155.2	160.0

The monetary values of the bonus payments for 2024 and 2023 are included in the table on page 119. The deferred portion of the bonus is 50% of the total and is delivered under DASBS awards which vest after three years and are subject to continued employment. The total bonus payment for both executive directors represents 98% of the maximum bonus.

**Restricted Share Awards with underpin assessment period ending in 2024  
(audited information)****LTIP – 2022 Restricted Share Awards**

The second grant of Restricted Share Awards were made under the 2021 Policy on 1 March 2022. These awards vest after three years subject to the achievement of an underpin (assessed for the year ended 31 December 2024) and continued service. After each completed financial year during the three year underpin assessment period, the Committee considered carefully and documented progress towards achieving the underpin. Reflecting the strong financial and non-financial performance of the Group over the three year period, the Committee determined that the underpin has been achieved and therefore no scale back is required. The following points were considered by the Committee in arriving at this assessment:

- Strong financial performance across the 3-year period with adjusted operating profit increasing by 11.1%, 6.2% and 7.2% respectively. Return on average operating capital at 43.0%, 46.1% and 43.2% in 2022, 2023 and 2024.
- Strong progress in the digitisation of customer and supplier transactions with 75% of sales orders and 61% of supplier invoices now digital. AI projects have started in Continental Europe and North America following identification of the greatest opportunities for application.
- Own brand as a percentage of sales has increased from c25% to c 28% of total revenue from 2023 to 2024. The focus on sustainable solutions continues with ranges including Sustain; Revive; Ecosystems and Verive.
- 46 new businesses acquired over the three year period with 2024 a record year including the largest ever acquisition (Nisbets) and the first acquisition in Finland.
- 18% reduction in absolute emissions since 2019 and the net zero emissions programme approved by SBTi. 90% of our (2023) spend in high risk regions is from assessed and compliant suppliers.
- Great Place to Work survey introduced as the key measure of employee engagement and in 2024 81% of employees took part in the global survey with an Overall Perception score of 73% and a Trust Index score of 71%.
- An increased focus on risks and controls with the introduction of a robust Internal Controls Essentials programme.

	Date of grant	Number of shares granted	Underpin achieved	Number of awards vesting (incl. dividend equivalents)	Estimated value of award vesting
Frank van Zanten	1 March 2022	42,693	Yes	45,471	£1,582,391
Richard Howes	1 March 2022	22,398	Yes	23,855	£830,154

**Notes**

- The Restricted Share Awards were granted under the LTIP Part B on 1 March 2022 at a share price based on the average of the closing mid-market share price on the 60 calendar days prior to the grant of the award (2,751p).
- The estimated vesting value is based on the three-month average of the closing mid-market share price to 31 December 2024 (3,480p). The value will be updated in next year's report to reflect the actual closing mid-market share price on the vesting date. Vested awards are subject to a further two-year holding period.
- The 2021 Restricted Share Awards vested on 21 April 2024. In last year's report, the vesting values were estimated based on the three-month average share price to 31 December 2023. The vesting values have been restated in the single figure table using the closing mid-market share price on 22 April 2024 (3,050p), which was the first dealing following the vesting date.



// DIRECTORS' REMUNERATION REPORT *continued***Total pension entitlements (audited information)**

	Value of cash allowance in 2024	Total pension 2024
Frank van Zanten	£51,742	<b>£51,742</b>
Richard Howes	£33,650	<b>£33,650</b>

**Share Awards granted in 2024****Restricted Shares**

In 2024 two grants of RSAs were made. An initial award was made on 1 March 2024 in accordance with the policy as approved at the 2021 AGM. A further award was made on 1 May 2024 in accordance with the updated Policy as approved at the 2024 AGM to reflect the additional maximum award potential.

**LTIP interests awarded during the financial year (audited information)**

	Award Type	Date of grant	Basis of RSA award	Face value £000	Number of shares	Performance period end date
Frank van Zanten	Nil-Cost Options	1 March 2024	125% of salary	£1,293.5	40,398	31 December 2026
	Nil-Cost Options	1 May 2024	50% of salary	£517.4	17,110	31 December 2026
Richard Howes	Nil-Cost Options	1 March 2024	100% of salary	£673.0	21,018	31 December 2026
	Nil-Cost Options	1 May 2024	25% of salary	£168.2	5,563	31 December 2026

## Notes

- a) The number of awards is calculated using the average of the closing mid-market share price over the dealing days that fell within the 60-day period immediately preceding the grant of the awards.
- b) The RSA awards were granted under the 2014 LTIP Part B on 1 March 2024 at a value of 3,202p per share and under the 2024 LTIP Part B on 1 May 2024 at a value of 3,024p per share.
- c) The RSA is subject to an underpin, as detailed below. If the underpin during the performance period for assessment is met, then 100% of the award will vest. Alternatively, if the underpin has not been satisfactorily met in full, then the award may be scaled back or lapse in exceptional circumstances.

The extent to which the Restricted Share Award, granted as nil-cost options, may vest is subject to a performance underpin which will be closely reviewed by the Committee before these awards vest in 2027 as follows:

	Factors to be considered (not limited to) in assessing the RSA underpin
Financial health of the business, considering key financial indicators	<ul style="list-style-type: none"> <li>Revenue growth</li> <li>Operating margin</li> <li>Adjusted earnings per share</li> <li>Return on capital (RAOC/ROIC)</li> <li>Cash conversion</li> <li>Balance sheet strength</li> </ul>
Strategic priorities	Delivery of key strategic objectives over the vesting period including operational and individual performance
Stakeholder experience	Consideration of our key stakeholders including employees, customers, suppliers and shareholders
ESG progress	Progress towards key achievement of ESG objectives including climate change ambitions, ethical supply, investing in our people and diversity

Vested awards are subject to a two-year holding period.

**DASBS awarded during the financial year (audited information)**

	Award Type	Date of grant	Basis of share award	Face value £000	Number of shares	Vesting date
Frank van Zanten	Nil-Cost Options	1 March 2024	50% of 2023 Bonus	£804.9	25,529	1 March 2027
Richard Howes	Nil-Cost Options	1 March 2024	50% of 2023 Bonus	£465.2	14,755	1 March 2027

## Notes

- a) The number of awards is calculated using the closing mid-market share price on the day preceding the grant date (3,153p).
- b) Deferred bonus awards vest after three years subject to continued service only.

**Shareholder dilution**

In accordance with The Investment Association's Principles of Remuneration (as published on 9 November 2022) and the rules of the Company's share schemes, the Company is permitted to satisfy awards to employees under its share plans with new issue shares or shares issued from treasury, up to a maximum of 10% of its issued share capital (adjusted for share issuance and cancellation) in a rolling 10-year period. Within this 10% limit, the Company is only permitted to issue (as newly issued shares or from treasury), 5% of its issued share capital (adjusted for share issuance and cancellation) to satisfy awards under executive (discretionary) plans. On 9 October 2024, the Investment Association published its revised Principles of Remuneration (the 'Revised Principles') and it is the Company's intention to apply the Revised Principles to its future remuneration arrangements and reporting.

As well as the LTIP, the Company operates various all employee share schemes as described on page 132. Newly issued shares are currently used to satisfy the exercise of options under the Sharesave Scheme and the International and Irish Sharesave Plans. Awards of executive options, performance share awards and RSAs made under the LTIP are principally satisfied by shares delivered from the Employee Benefit Trust which buys shares on the market, unless security laws in relevant jurisdictions prevent this.

Limit on awards	Cumulative options and awards granted as a percentage of issued share capital as at 31 December 2024
10% in any rolling 10 year period (all plans)	1.0%
5% in any rolling 10 year period (executive (discretionary) plans)	0.2%

// DIRECTORS' REMUNERATION REPORT *continued***Additional information on directors' interests (audited information)**

Details of the executive directors' interests in outstanding share awards under the DASBS, LTIP and all employee share plans are set out below.

**Deferred share awards as at 31 December 2024**

The awards granted to each director of the Company and any director with an interest in the Company under the DASBS are set out in the table below. Further information relating to the deferred bonus is provided on pages 130 and 131.

	Awards (shares) held at 1 January 2024	Shares awarded during 2024	Shares vested during 2024	Total number of awards (shares) at 31 December 2024	Normal vesting date	Share price at grant p	Market price at vesting p	Monetary value of vested awards £000
Frank van Zanten	36,667		39,062	-	01.03.24	2,178	3,104	1,212
	27,124			<b>27,124</b>	01.03.25	2,969		
	27,959			<b>27,959</b>	01.03.26	2,964		
		25,529		<b>25,529</b>	01.03.27	3,153		
<b>Total</b>	<b>91,750</b>	<b>25,529</b>	<b>39,062</b>	<b>80,612</b>				
Richard Howes	21,375		22,771	-	01.03.24	2,178	3,104	707
	15,651			<b>15,651</b>	01.03.25	2,969		
	16,298			<b>16,298</b>	01.03.26	2,964		
		14,755		<b>14,755</b>	01.03.27	3,153		
<b>Total</b>	<b>53,324</b>	<b>14,755</b>	<b>22,771</b>	<b>46,704</b>				

## Notes

- The deferred element of the 2024 annual bonus plan as shown on page 119 is not included in the table above as the appropriate number of shares have not yet been awarded. No shares lapsed during the year.
- The DASBS vested during 2024 include dividend equivalents accrued over the vesting period.
- The DASBS awarded during 2024 relate to 50% of the bonus for 2023 and are structured as nil-cost options, with the number of shares being determined by reference to the mid-market closing share price on the day preceding the grant date. The face value of the DASBS awards on the grant date 1 March 2024 was £804,929 for Frank van Zanten and £465,225 for Richard Howes.
- Frank van Zanten exercised 39,062 DASBS granted in 2021 (including related dividend equivalent shares) on 1 March 2024 with a total value of £1,217,769.
- Richard Howes exercised 22,771 DASBS granted in 2021 (including related dividend equivalent shares) on 1 March 2024 with a total value of £707,007.

**LTIP**

The tables below show the number of executive share options and restricted share awards ('RSAs') held by the executive directors under the LTIP during 2024 with shaded details indicating options that have vested.

**Executive share options – LTIP Part A**

	Options held at 1 January 2024	Grant date	Exercise price p	Options exercisable between	Vested options held at 31 December 2024
Frank van Zanten	34,946	02.03.17	2,335	02.03.20–01.03.27	<b>34,946</b>
	42,782	01.03.18	1,955	01.03.21–29.02.28	<b>42,782</b>
	35,010	31.08.18	2,389	31.08.21–30.08.28	<b>35,010</b>
	34,978	28.02.19	2,375	28.02.22–27.02.29	<b>34,978</b>
	39,427	11.09.19	2,107	11.09.22–10.09.29	<b>39,427</b>
	48,225	10.03.20	1,840	10.03.23–09.03.30	<b>48,225</b>
	37,096	09.09.20	2,392	09.09.23–08.09.30	<b>37,096</b>
<b>Total</b>	<b>272,464</b>				<b>272,464</b>

## Notes

- The mid-market price of a share on 31 December 2024 was 3,296p and the range during 2024 was 2,898p to 3,714p.
- Executive share options are structured as market value options.
- Richard Howes holds no executive share options.

**Restricted Share Awards – LTIP Part B**

	Awards (shares) held at 1 January 2024	Shares awarded during 2024	Award date	Market price per share at award p	Lapsed awards (shares) during 2024	Exercised awards (shares) during 2024	Market price per share at exercise p	Value at exercise £000	Awards (shares) held at 31 December 2024
Frank van Zanten	45,859	-	21.04.21	2,489	-	48,854	3,062	1,496	-
	42,693	-	01.03.22	2,751	-	-	-	-	<b>42,693</b>
	41,682	-	01.03.23	2,984	-	-	-	-	<b>41,682</b>
		40,398	01.03.24	3,202	-	-	-	-	<b>40,398</b>
		17,110	01.05.24	3,024	-	-	-	-	<b>17,110</b>
<b>Total</b>	<b>130,234</b>	<b>57,508</b>			<b>-</b>	<b>48,854</b>			<b>141,883</b>
Richard Howes	24,060	-	21.04.21	2,489	-	-	-	-	<b>26,205</b>
	22,398	-	01.03.22	2,751	-	-	-	-	<b>22,398</b>
	21,682	-	01.03.23	2,984	-	-	-	-	<b>21,682</b>
		21,018	01.03.24	3,202	-	-	-	-	<b>21,018</b>
		5,563	01.05.24	3,024	-	-	-	-	<b>5,563</b>
<b>Total</b>	<b>68,140</b>	<b>26,581</b>			<b>-</b>	<b>-</b>			<b>96,866</b>

## Notes

- Restricted Share Awards for executive directors are structured as nil-cost options.
- Frank van Zanten exercised 48,854 RSAs granted in 2021 (including related dividend equivalent shares) on 25 April 2024 with a total value of £1,495,849. The net of these awards remain subject to a 2-year post vest holding period.
- RSAs granted in April 2021 to Richard Howes include dividend equivalent shares accrued to 31 December 2024.

// DIRECTORS' REMUNERATION REPORT *continued***All employee share schemes**

The table below shows the number of share options granted to the executive directors under the Sharesave Schemes. Details of the Sharesave Schemes are set out on page 132.

**Sharesave Schemes**

	Options at 1 January 2024	Grant date	Exercise price p	Options exercisable between	Options at 31 December 2024
Frank van Zanten	504	31.03.21	1,781	01.05.24–31.10.24	–
	368	03.04.23	2,343	01.05.26–31.10.26	368
	–	03.04.24	2,453	01.05.27–31.10.27	389
<b>Total</b>	<b>872</b>				<b>757</b>
Richard Howes	1,010	31.03.21	1,781	01.05.24–31.10.24	–
	–	03.04.24	2,453	01.05.27–31.10.27	756
<b>Total</b>	<b>1,010</b>				<b>756</b>

**Interests in shares and share options (audited disclosure)**

The interests of the directors in office, and their connected persons, in the Company's ordinary shares and share options at 31 December 2024 were:

	Shares (LTIP B RSA)				Options (LTIP Part A and Sharesave)		Total interests held
	Owned outright	Unvested (DASBS)	Vested but not exercised (LTIP Part B RSA)	Unvested and subject to an underpin (LTIP Part B RSA)	Unvested subject to continued employment	Vested but not exercised	
Frank van Zanten	269,899	80,612	–	141,883	757	272,464	765,615
Richard Howes	89,384	46,704	26,205	70,661	756	–	233,710
Peter Ventress	2,608	–	–	–	–	–	2,608
Vin Murria	–	–	–	–	–	–	–
Lloyd Pitchford	4,000	–	–	–	–	–	4,000
Stephan Nanninga	10,000	–	–	–	–	–	10,000
Pam Kirby	1,800	–	–	–	–	–	1,800
Jacky Simmonds	1,445	–	–	–	–	–	1,445
Daniela Barone Soares	519	–	–	–	–	–	519
Julia Wilson	1,302	–	–	–	–	–	1,302

## Notes

a) No changes to the directors' ordinary share interests shown in this remuneration report have taken place between 31 December 2024 and 3 March 2025, that were notifiable under article 19 of the Market Abuse Regulation.

b) RSAs are structured as nil-cost options.

**Performance against shareholding guidelines**

As at 31 December 2024, each of the executive directors and their connected persons have a shareholding as follows:

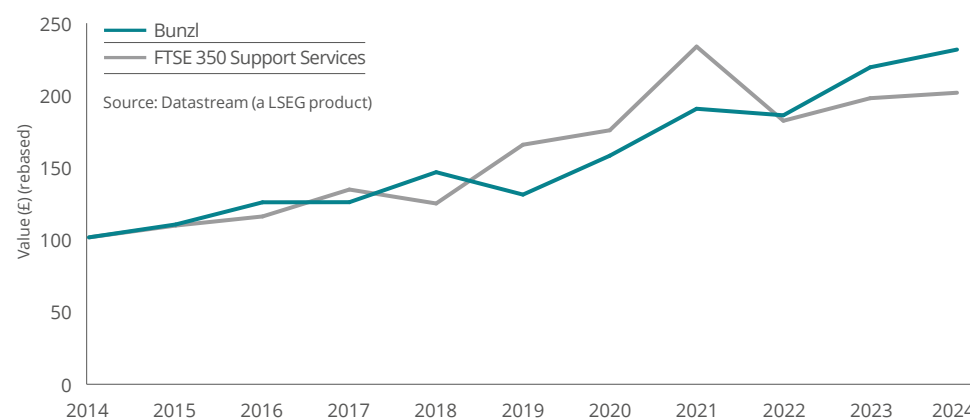
	Requirement for share ownership as a percentage of salary (31 December 2024)	Share ownership as a percentage of salary at 31 December 2024 at the closing mid-market price (3,296p)
Frank van Zanten	350%	1,138%
Richard Howes	250%	627%

## Note

Shares contributing to the qualifying share ownership as a percentage of salary include (i) owned shares; (ii) deferred shares under DASBS awards (net of tax); (iii) award shares under vested but unexercised LTIP Part A award by reference to exercise gain potential (net of tax); (iv) award shares under vested but unexercised awards including LTIP Part B awards (net of tax); (v) award shares relating to dividend equivalent entitlements determined for vested but unexercised awards (net of tax) and (vi) shares held jointly with or by the executive's spouse, civil partner or children.

**Performance graph and table**

Schedule 8 to the Large- and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 requires that the Company must provide a graph comparing the TSR performance of a hypothetical holding of shares in the Company with a broad equity market index over a 10 year period. The Company's TSR performance against the FTSE 350 Support Services Sector over a 10 year period to 31 December 2024 is shown below. Due to the Company's business model, this is considered to be the most appropriate comparator group as it contains a broad range of support service companies.



// DIRECTORS' REMUNERATION REPORT *continued***Chief Executive Officer's single total figure of remuneration history**

The table below summarises the Chief Executive Officer's single total figure of remuneration, annual bonus and long term incentive payout as a percentage of maximum opportunity for 2024 and the previous nine years.

	2015	2016 MR	2016 FvZ	2017	2018	2019	2020	2021	2022	2023	2024
Single total figure of remuneration £000	3,937.9	2,353.3	1,492.0	2,812.0	2,828.8	2,769.4	3,490.3	4,225.4	4,505.1	6,314.2	<b>4,744.9</b>
Annual bonus payment as a percentage of maximum	64%	0%	67%	73%	70%	60%	100%	98%	98%	90%	<b>98%</b>
Long term incentive vesting as a percentage of maximum											
LTIP Part A (options)	100%	100%	0%	100%	100%	100%	100%	96%	100%	-	-
LTIP Part B (performance shares)	69%	82%	0%	69%	54%	63%	45%	81%	60%	88%	-
LTIP Part B (Restricted Share Awards)	-	-	-	-	-	-	-	-	-	100%	<b>100%</b>

## Notes

- a) The data for 2016 includes the amounts relating to Michael Roney ('MR') from 1 January 2016 to 19 April 2016 and also includes the LTIP awards made to him that vested in the period from 20 April to 31 December 2016. There was no bonus award for Michael Roney in relation to 2016.
- b) The data for 2016 also includes the amounts relating to Frank van Zanten ('FvZ') from 20 April to 31 December 2016, including the bonus award for that period and the international relocation package with accommodation benefit support but excludes the LTIP awards made to him in his previous role that vested during the period from 20 April to 31 December 2016.
- c) All years prior to 2016 relate to the former CEO Michael Roney.
- d) The total remuneration figure for 2023 includes both the 2020 LTIP B awards and the 2021 Restricted Share Award due to reporting requirements.

**Percentage change in each director's remuneration**

The table below sets out the annual changes from the prior year, for the years 2020 through to 2024, in the salary, benefits, and bonus values of all directors and employees of the legal entity which employs the Chief Executive Officer, Bunzl plc. Where it is not possible to compare employees from Bunzl plc between years due to employees joining or leaving the Company or moving role, these employees have been removed from the data to prevent distortion.

	Salary/Fees					Benefits					Bonus				
	2020	2021	2022	2023	2024	2020	2021	2022	2023	2024	2020	2021	2022	2023	2024
Chief Executive Officer – Frank van Zanten	3.0%	2.9%	2.9%	5.9%	<b>4.0%</b>	(42.0%)	(14.1%)	57.2%	15.0%	<b>(7.0)%</b>	73.0%	0.8%	2.9%	(2.9%)	<b>13.4%</b>
Chief Financial Officer – Richard Howes	3.0%	2.9%	2.9%	5.0%	<b>4.0%</b>	n/a	1.2%	2.5%	(0.6%)	<b>3.6%</b>	n/a	(0.2%)	4.0%	(3.7%)	<b>13.4%</b>
Chairman – Peter Ventress	3.1%	0.0%	4.9%	0.0%	<b>8.5%</b>	n/a	100.0%	(100.0%)	0.0%	<b>100.0%</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Vanda Murray	0.9%	2.2%	3.4%	4.7%	<b>n/a</b>	(100.0%)	100.0%	104.0%	69.4%	<b>(90.6)%</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Lloyd Pitchford	1.1%	1.6%	3.0%	4.7%	<b>4.0%</b>	(100.0%)	0.0%	0.0%	100.0%	<b>7.2%</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Stephan Nanninga	n/a	2.0%	2.5%	4.7%	<b>3.8%</b>	(64.0%)	(100.0%)	100.0%	(0.9%)	<b>(18.3)%</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Vin Murria	n/a	2.0%	2.5%	4.7%	<b>3.8%</b>	n/a	0.0%	100.0%	(2.0%)	<b>410.6%</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Pam Kirby	n/a	n/a	n/a	4.7%	<b>22.9%</b>	n/a	n/a	n/a	0.0%	<b>100.0%</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Jacky Simmonds	n/a	n/a	n/a	n/a	<b>23.9%</b>	n/a	n/a	n/a	n/a	<b>23.4%</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Daniela Barone Soares	n/a	n/a	n/a	n/a	<b>n/a</b>	n/a	n/a	n/a	n/a	<b>n/a</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Non-executive director – Julia Wilson	n/a	n/a	n/a	n/a	<b>n/a</b>	n/a	n/a	n/a	n/a	<b>n/a</b>	n/a	n/a	n/a	n/a	<b>n/a</b>
Average of employees in Bunzl plc	3.2%	3.1%	4.7%	6.7%	<b>8.5%</b>	(3.3%)	5.8%	3.8%	3.1%	<b>6.1%</b>	162.0%	(15.9%)	(23.2%)	(17.1%)	<b>22.9%</b>

## Notes

- a) Benefits are annualised.
- b) Bunzl plc employees exclude any increases due to a change of role that occurred during either year.
- c) Benefits for the non-executive directors are costs incurred for travel and accommodation in order to attend Board meetings in London.

// DIRECTORS' REMUNERATION REPORT *continued***Chief Executive Officer pay ratio**

The table below sets out the comparisons between the 25th, median, and 75th percentile employees in the UK, with reference to 31 December 2024, and the Chief Executive Officer's salary and total remuneration as detailed in the single figure table. To calculate these ratios, the Company has used Option A and determined full time equivalent total remuneration as this is the most statistically robust method. This includes scaling up salary for part time employees. Each employee's pay and benefits are calculated using each element of employee remuneration consistent with the Chief Executive Officer and no element of pay has been omitted.

	CEO single figure	Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
Salary	£1,034,850	2024	Option A	40:1	35:1	26:1
Total remuneration	£4,744,860	2024	Option A	175:1	152:1	104:1
Salary	£995,050	2023	Option A	41:1	36:1	26:1
Total remuneration	£6,314,240	2023	Option A	249:1	214:1	147:1
Salary	£939,600	2022	Option A	41:1	35:1	25:1
Total remuneration	£4,505,124	2022	Option A	193:1	163:1	108:1
Salary	£913,078	2021	Option A	43:1	37:1	26:1
Total remuneration	£4,225,361	2021	Option A	196:1	164:1	106:1

The single total figure of remuneration in relation to 2023 has been recalculated to reflect the difference between the grant price and the estimated value of vesting of the relevant RSAs on the actual date of vesting as detailed in Note (d) to the table of the single figure of remuneration 2024 on page 119. The 2023 salary ratio has not been restated because there was no difference to report.

	Salary	Total remuneration
Chief Executive Officer	£1,034,850	£4,744,850
25th percentile employee	£26,105	£27,156
Median employee	£29,553	£31,243
75th percentile employee	£40,200	£45,621

The total remuneration ratios for 2023 were higher due to the inclusion of both the LTIP B vests and RSA vest in the single figure table for the Chief Executive Officer's remuneration. The median salary ratio remains broadly consistent as the Chief Executive Officer's salary increase was in line with the wider UK workforce.

**Relative importance of spend on pay**

The table below shows a comparison between the overall expenditure on pay and dividends paid to shareholders as well as adjusted earnings per share for 2023 and 2024 for the Group (as stated in Note 26, Note 22 and Note 3 to the consolidated financial statements on pages 179, 175 and 151, respectively).

£m	2024	2023	Percentage change
Overall expenditure on pay	<b>1,103.5</b>	1,039.5	6.2%
Dividends paid in the year	<b>228.6</b>	209.7	9.0%
Adjusted earnings per share (p)	<b>194.3</b>	191.1	1.7%

## Notes

- a) Overall expenditure on pay excludes employer's social security costs.  
b) Adjusted earnings per share is used as a comparator as it is a key financial indicator.

**Remuneration Arrangements for 2025****Salary**

The salary increases for the executive directors for 2025, which are in line with the increase that has been implemented for the wider leadership team and the plc head office, are as follows:

	Salary from 1 January 2025	Salary from 1 January 2024	Increase in salary 2024 to 2025
Frank van Zanten	£1,055,547	£1,034,850	2.0%
Richard Howes	£686,460	£673,000	2.0%

**Bonus**

The structure for Frank van Zanten's and Richard Howes' annual bonus for 2025 is a balanced scorecard of performance measures, based on adjusted eps, ROAC, operating cash flow and specified strategic goals. The weighting of these measures remains 70% financial measures and 30% non-financial measures (20% strategic goals and 10% ESG goals).

	Weightings
EPS	30%
ROAC	15%
Operating cash flow	25%
Individual strategic objectives	20%
ESG/Sustainability	10%
	<b>100%</b>

Following the approval of the 2024 policy, the maximum annual bonus quantum will increase to 200% for the Chief Executive Officer and 175% for the Chief Financial Officer. The relevant performance points are: threshold, target, and maximum (the level at which the bonus for that measure is capped). These performance points are determined at the start of the year and no elements of the bonus are guaranteed. As in previous years, the performance measures, including the financial targets, are commercially sensitive and therefore are not disclosed until the following year.

// DIRECTORS' REMUNERATION REPORT *continued***Underpin and pricing basis for long term incentives to be awarded in 2025**

The 2025 RSA will vest subject to the achievement of an underpin as set out in the table below.

Performance underpin framework	Factors to be considered (not limited to)
Financial health of the business, considering key financial indicators	<ul style="list-style-type: none"> <li>Revenue growth</li> <li>Operating margin</li> <li>Adjusted earnings per share</li> <li>Return on average operating capital (RAOC/ROIC)</li> <li>Cash conversion</li> <li>Balance sheet strength</li> </ul>
Strategic priorities	Delivery of key strategic objectives over the vesting period including operational and individual performance
Stakeholder experience	Consideration of our key stakeholders including employees, customers, suppliers and shareholders
ESG progress	Progress towards key achievement of ESG objectives including climate change ambitions, ethical supply, investing in our people and diversity

The Committee conducts an annual review of the underpin and overall performance to determine if the shares should vest in full at the end of three years. In 2025 Frank van Zanten will be granted a restricted share award to the value of 175% of his salary and Richard Howes will be granted a restricted share award to the value of 125% of his salary. In respect of determining the number of awards to be granted in 2025, the 60-day average share price preceding the grant date will be used.

**Chairman's and non-executive directors' fees for 2025**

The Chairman and the non-executive directors' fees are reviewed annually with the most recent reviews for both taking effect from 1 January 2025. The current fee structure for the Chairman and the non-executive directors is shown below:

	With effect from 1 January 2025	Fees paid in 2024	Increase in fees 2024 to 2025
Chairman's fee	£427,500	£419,000	2.0%
Non-executive director fee	£83,000	£81,500	1.8%
Supplements:			
Senior Independent Director	£21,800	£21,800	–
Audit Committee Chair	£24,000	£23,000	4.3%
Remuneration Committee Chair	£24,000	£23,000	4.3%

**Advisers to the Remuneration Committee**

In carrying out their responsibilities, the Committee seeks external remuneration advice as necessary. During the year the Committee received advice from Willis Towers Watson ('WTW') and FIT Remuneration Consultants LLP ('FIT'). WTW provided external survey data on directors' remuneration and benefit levels and FIT advised the Remuneration Committee on senior executive pay. No other services were provided by either WTW or FIT in 2024.

The fees payable to each adviser, based on hourly rates, were: £19,800 (WTW) and £93,467 (FIT), respectively for such work undertaken in 2024. Advisers are appointed by the Committee and reviewed periodically. A tender exercise was conducted in 2020 and FIT were selected to provide independent advice to the Remuneration Committee on senior executive pay matters. The Committee conducts regular reviews of the effectiveness of the advisers and is satisfied that they remain objective and independent.

**Statement of voting at the 2024 AGM for the remuneration report**

The remuneration report and remuneration policy received the following shareholder votes at the 2024 AGM held on 24 April 2024:

	Votes cast	Votes for	% of shares voted for	Votes against	% of shares voted against	Votes withheld
Remuneration report (2024)	291,750,318	277,729,411	95.19%	14,020,907	4.81%	33,998
Remuneration policy (2024)	291,751,332	264,037,122	90.50%	27,714,210	9.50%	32,984

Notes

a) The votes 'For' include votes given at the Company Chairman's discretion.

b) A vote 'Withheld' is not a vote in law and is not counted in the calculation of the votes 'For' or 'Against' the resolution. Votes 'For' and 'Against' are expressed as a percentage of the votes cast.

**Jacky Simmonds**

Chair of the Remuneration Committee

3 March 2025