

DIRECTORS' REMUNERATION REPORT



Jacky Simmonds, Chair of the Remuneration Committee

“A more challenging year in some of Bunzl’s major markets led directly to lower outturns for the Executive Directors for 2025. In 2026 we will commence the review of our Remuneration Policy with the objective of supporting the next phase of Bunzl’s growth.”

Introduction from Jacky Simmonds

I am pleased to present the Directors’ remuneration report for the year ended 31 December 2025. This is the second year of the application of the policy approved by shareholders in April 2024, and we have already started to prepare our thinking for a review of this policy in 2026 in advance of the next approval. 2025 has proved to be a challenging year for the Group, particularly in major markets, and this has been reflected in significantly lower outturns from the Annual Bonus, which predominantly linked to financial performance. Despite these headwinds, it has been positive to see progress on the three long-term strategic priorities of Digital, Sustainability and Talent.

Context of remuneration

Bunzl’s performance in 2025 was strongly impacted by operational issues in our largest business in North America, as a result of an organisational change which resulted in lost business with certain customers that was not offset by momentum elsewhere. This meaningfully impacted the Group’s profit performance in the year and was compounded further by global macroeconomic uncertainty related to tariffs. These negatively affected business and consumer sentiment and pressured certain of Bunzl’s larger end markets. Pricing pressures also persisted in certain cleaning and hygiene businesses, reflecting deflation and post-pandemic normalisation. Throughout the year, the Group has been very focused on taking actions to improve performance and, encouragingly, the impact of these actions supported an improved performance in the second half compared to the first half, meaning that the Group achieved the profit guidance it set out in April 2025. The business saw good momentum towards the end of the year, with business wins supporting a return to underlying revenue growth, and a moderation in the rate of operating margin decline.

Inevitably, however, the impact of a weaker first half performance was seen in the assessment of the financial targets, and the threshold Earnings per share (‘eps’) and Return on Average Operating Capital (‘RAOC’) required for the payment of these elements of bonus were not achieved. However, a disciplined approach to cash management across the year led to a modest payout for the Operating Cashflow element of the bonus.

Despite the market and operational challenges, we were still able to make significant progress with our strategic objectives. Good progress has been made with the digitisation of transactions and some exciting AI applications are starting to gain real traction. We have delivered our long-term supplier audit target of having 90% of our spend from high-risk countries coming from assessed and compliant suppliers, and customer engagement around sustainable alternative products has been strong. There has been a lower investment in acquisitions following a record year in 2024, but we were delighted to welcome eight new businesses to the Group.

Performance and reward for 2025

I can confirm that the Policy operated as intended in terms of quantum and performance in 2025.

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. The on-target performance level for the financial elements of the bonus for 2025 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.

DIRECTORS' REMUNERATION REPORT continued

The Committee's evaluation of the annual bonus targets, in the context of the performance challenges outlined above, resulted in a payment of 35% of maximum for Frank van Zanten and 37% of maximum for Richard Howes. No discretion was applied to adjust the financial outcomes, as overall payments reflected business performance. The Committee is aware of the fall in share price over the year but believes the below target annual bonus outcome is reflective of the general performance of the Company when taking into account the wider stakeholder experience and the progress made by executives on broader strategic objectives. In line with the Policy, 50% of the annual bonuses will be delivered in shares, subject to a three-year deferral period.

Long Term Incentives

The Restricted Share Awards ('RSAs') were granted on 1 March 2023, immediately after the publication of the results for the year ended 31 December 2022. These vested on 1 March 2026 based on satisfaction of a performance underpin as measured over a three-year period to 31 December 2025. The Committee reviewed the wide range of financial and non-financial metrics in the underpin with particular scrutiny this year recognising the challenges of 2025, which represented just one year of the three-year performance period. 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

Having considered these factors in the round, the Committee concluded that the financial and non-financial fundamentals of the Business remain sound. As detailed above, there have been some challenges in 2025 but the management team were swift to address these and the H2 performance was improved. Importantly the financial performance of 2025 was not lower than that of 2022, and the longer-term trend since 2019 remains positive. No material risk, control

or regulatory issues were identified. The Committee also noted that the underlying value of the awards has been impacted by share price performance, aligning outcomes for the directors with the shareholder experience.

Therefore, I can confirm that the Committee has determined that these awards should vest in full. More detail can be found on page 118. Once vested the awards remain subject to a two year holding period as well as malus and clawback provisions.

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 9,400 employees across the Group will receive a bonus based on 2025 performance. As required 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 2026 financial year**Base salary**

The base salaries for the executive directors, Frank van Zanten and Richard Howes, have been increased by 2.5%, effective from 1 January 2026. 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 2.5% to 4.5% excluding currency adjustments.

Annual bonus

As per the policy approved in 2024, the on-target bonus opportunity for the 2026 financial year is 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. For 2026, recognising shareholder focus, the Committee has determined that a greater weighting should be attached to them, increasing it from 70% to 85% of the total bonus opportunity. The remaining 15% will be linked to clearly-defined strategic non-financial goals aligned with the Group's priorities. 50% of any bonus awarded will be deferred into shares for a period of three years.

Long Term Incentives

The Committee expects to make grants of Restricted Shares to the executive directors and other participants as per the terms of the current policy. For the CEO, these shares will be equivalent to 175% of salary, and for the CFO 125% of salary. These will vest in 2029, subject to continued employment and the assessment of performance against the underpin. The Committee noted that the share price at grant is likely to be significantly lower than the grant price for the 2025 awards. It will assess the appropriateness of vesting outcomes, including any potential for "windfall gains" at the point of vesting. As usual, it will also review all aspects of the underpin and apply overall judgement. The Committee has the discretion to scale back awards if it concludes there is material underperformance and vested awards will be subject to a two-year holding period.

Priorities for 2026

The Committee continues to monitor developments in the executive pay landscape, both in the UK and internationally, recognising Bunzl's global footprint and the importance of remaining competitive while maintaining strong alignment with performance and shareholder value creation. It also recognises, and welcomes, the more pragmatic and performance-focused approach being taken by key bodies such as The Investment Association. As we embark on reviewing our policy, I am looking forward to capturing the views of our investors.

Conclusions

While 2025 presented significant challenges, these have not derailed progress against the Group's long-term strategy. The Committee remains focused on ensuring that remuneration continues to support sustainable performance, disciplined execution and long-term value creation as we prepare for the next phase of growth.

Although there has been no specific engagement on executive remuneration this year, 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. I look forward to further engagement in 2026 on our policy proposals.

In the following pages you will find details of:

- the 'at a glance' guide to executive directors' remuneration for 2025;
- the annual report on directors' remuneration for 2025, including how we will apply the remuneration policy in 2026; and
- the remuneration policy in place for 2026, 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.

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
2 March 2026

DIRECTORS' REMUNERATION REPORT continued**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 2025, are available on the Company's website, www.bunzl.com.

No director plays any part in determining his or her remuneration. During the year ended 31 December 2025, 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 2025 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 2025 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
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

* Lloyd Pitchford stepped down as a director at the AGM in April 2025

Meetings

	Meetings eligible to attend	Meetings attended
Jacky Simmonds	3	👤👤👤 3/3
Lloyd Pitchford*	1	👤 1/3
Stephan Nanninga	3	👤👤👤 3/3
Vin Murria	3	👤👤👤 3/3
Pam Kirby	3	👤👤👤 3/3
Daniela Barone Soares	3	👤👤👤 3/3
Julia Wilson	3	👤👤👤 3/3

* Lloyd Pitchford stepped down as a director at the AGM in April 2025

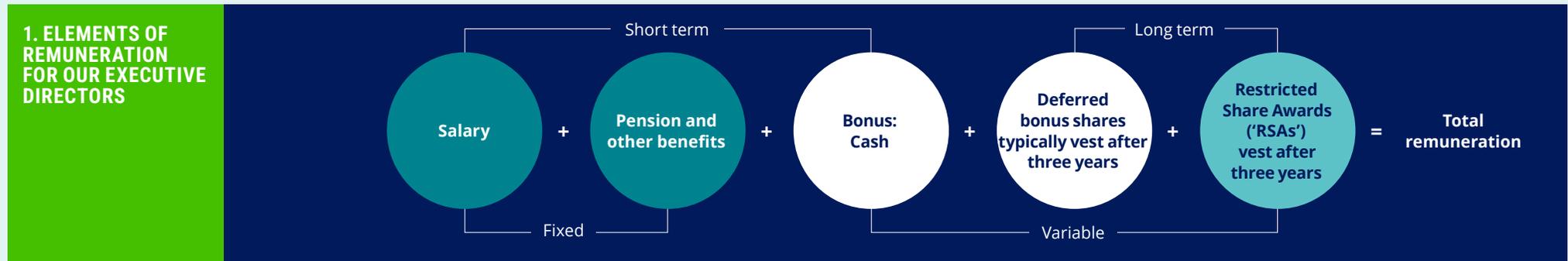
Compliance statement

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 110 to 124.

DIRECTORS' REMUNERATION REPORT continued

2025 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 2025

Annual bonus To motivate and reward the achievement of the Company's strategic and operational objectives					
Eps Linked financial KPI: eps	30%				
RAOC Linked financial KPI: RAOC	15%				
Operating cash flow Linked financial KPI: cash conversion	25%				
Non-financial strategic goals Payable to the executive directors in relation to agreed non-financial strategic goals	<table border="0"> <tr> <td>Frank van Zanten</td> <td>20%</td> </tr> <tr> <td>Richard Howes</td> <td>20%</td> </tr> </table>	Frank van Zanten	20%	Richard Howes	20%
Frank van Zanten	20%				
Richard Howes	20%				
ESG goals	<table border="0"> <tr> <td>Frank van Zanten</td> <td>10%</td> </tr> <tr> <td>Richard Howes</td> <td>10%</td> </tr> </table>	Frank van Zanten	10%	Richard Howes	10%
Frank van Zanten	10%				
Richard Howes	10%				
Total bonus opportunity/result	<table border="0"> <tr> <td>Frank van Zanten</td> <td>100%</td> </tr> <tr> <td>Richard Howes</td> <td>100%</td> </tr> </table>	Frank van Zanten	100%	Richard Howes	100%
Frank van Zanten	100%				
Richard Howes	100%				
Restricted Shares To motivate and reward performance linked to long term success					
RSA	100%				

● Total opportunity ● Result

3. SUMMARY OF EXECUTIVE DIRECTORS' REMUNERATION IN 2025



4. HIGHLIGHTS OF WIDER WORKFORCE REMUNERATION IN 2025

542 leaders across the Group receive share awards as part of their remuneration

c.14,750 people benefit from the opportunity to participate in all-employee share plans

c.12,900 people have an element of performance related pay in their remuneration with **73%** receiving a bonus

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 2025.

Single total figure of remuneration 2025 (audited information)
Executive directors

	Salary £000		Taxable benefits £000		Pension £000		Bonus £000		RSA £000		Total £000		Sub-total of fixed pay £000	Sub-total of variable pay £000
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2025
Frank van Zanten	1,055.5	1,034.9	232.3	250.4	52.8	51.7	738.9	1,825.5	1,010.0	1,380.5	3,089.5	4,543.0	1,340.6	1,748.9
Richard Howes	686.5	673.0	17.4	17.2	34.3	33.7	444.4	1,055.3	525.4	724.2	1,708.0	2,503.4	738.2	969.8
Total	1,742.0	1,707.9	249.7	267.6	87.1	85.4	1,183.3	2,880.8	1,535.4	2,104.7	4,797.5	7,046.4	2,078.8	2,718.7

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 2024 deferred bonus were granted in 2025 as shown in the table on page 119 and the awards of options relating to the 2025 bonus will be granted in 2026.
- The annual bonus for 2025 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 2024 RSA figure has been restated. The share price used to calculate the value of the 2022 RSA awards which vested in 2025 has been updated to reflect the mid-market share price on the vesting date of 4 March 2025 (3.036p). In last year's report, an estimated vesting price was used based on the three-month average share price to 31 December 2024 (3.480p).
- Due to the decrease in the share price, the total long term incentive figures have decreased by £233,767 for Frank van Zanten and by £71,088 for Richard Howes in 2025. The 2025 RSA figure is based on the 2023 Restricted Share Awards which vested at 100% on 1 March 2026. The value is estimated based on the average share price of 2.251p between 1 October 2025 and 31 December 2025. The 2025 RSA figure will be updated in the 2026 Directors' Remuneration Report to reflect the actual closing mid-market share price on 2 March 2026, the first working day after the vesting date of 1 March 2026.
- 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	
	2025	2024	2025	2024	2025	2024	2025	2024
Peter Ventress – Chairman	427.5	419.0	–	–	0.5	0.3	428.0	419.3
Vanda Murray	–	26.0	–	14.3	–	0.4	–	40.7
Lloyd Pitchford	26.2	81.5	7.6	23.0	–	0.9	33.8	105.4
Stephan Nanninga	83.0	81.5	–	–	19.0	6.4	102.0	87.9
Vin Murria	83.0	81.5	–	–	3.3	3.0	86.3	84.5
Pam Kirby	83.0	81.5	21.8	14.9	0.1	0.2	104.9	96.6
Jacky Simmonds	83.0	81.5	24.0	15.8	4.0	2.0	111.0	99.3
Daniela Barone Soares	83.0	3.8	–	–	3.3	–	86.3	3.8
Julia Wilson	83.0	3.8	16.5	–	1.8	–	101.3	3.8
Total	951.7	860.1	69.9	68.0	32.0	13.2	1,053.6	941.3

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.
- Lloyd Pitchford stepped down from the Board on 23 April 2025.
- 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.

Malus and Clawback

As detailed in the Policy (page 129), malus and clawback may be applied to bonus and RSA awards in cases such as material misstatement, performance assessment errors, significant risk or control failings, misconduct, corporate failure, reputational damage, or material management failure.

The discovery period is three years from the end of the performance period for bonus and deferred bonus, and three years from vesting for RSA awards. These periods reflect the Company's risk profile and allow sufficient time for issues to surface.

No malus or clawback was applied during 2025.

Executive directors' annual salary (audited information)

As disclosed last year, executive directors' salaries were reviewed with effect from 1 January 2025 in accordance with normal policy and were increased taking into account the average salary increases for employees across the Group.

	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%

Executive directors' salaries were also reviewed with effect from 1 January 2026 and the increases awarded are shown on page 123.

Executive directors' external appointments

During 2025, 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 €185,000 from Ahold Delhaize N.V. and Richard Howes retained fees of £119,998 from Smiths Group plc.

Non-executive directors' fees (audited information)

The Chairman and non-executive directors' fees were reviewed with effect from 1 January 2025 in accordance with the normal fees policy.

	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%

The Chairman's and non-executive directors' fees were reviewed with effect from 1 January 2026 and the increases awarded are shown on page 124.

Performance against annual bonus targets (audited information)

The bonus measures for 2025 were Group adjusted eps, RAOC, operating cash flow, personal performance on strategic objectives and specific objectives related to ESG matters.

The maximum bonus achievable was 200% of salary for Frank van Zanten and 175% for Richard Howes. The results for 2025 reflect the general performance of the Company.

Group performance (70%)

Weighting	Scorecard performance metric	Threshold	Target	Stretch	Actual outturn calculated at constant exchange rates	% of maximum bonus
30%	Adjusted eps (p)	188.4	198.3	208.2	181.7	–
	% of target	95.0%	100.0%	105.0%	91.6%	
	% salary – Frank van Zanten	15.0%	30.0%	60.0%	–	
	% salary – Richard Howes	13.1%	26.3%	52.5%	–	
15%	RAOC %	37.6%	39.6%	41.6%	37.2%	–
	% of target	95.0%	100.0%	105.0%	93.9%	
	% salary – Frank van Zanten	7.5%	15.0%	30.0%	–	
	% salary – Richard Howes	6.6%	13.1%	26.3%	–	
25%	Operating cash flow (£m)	823.7	867.1	910.5	842.8	36%
	% of target	95.0%	100.0%	105.0%	97.2%	
	% salary – Frank van Zanten	12.5%	25.0%	50.0%	18.0%	
	% salary – Richard Howes	10.9%	21.9%	43.8%	15.7%	
					Total	13%

Notes

a) The adjusted eps outturn for 2025 (179.3p) calculated at the exchange rates used in setting the 2025 target is 181.7p.

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 2025, 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"> Accelerate the progress of the digital agenda across the Group, including further increasing the % of sales orders and supplier invoices transacted digitally via websites, EDI or other electronic means. In addition, maximise the use of AI by ensuring that specific pilot projects receive the necessary leadership resource and support, and that the learnings are shared rapidly so that tools can be scaled up across the Group. 	<ul style="list-style-type: none"> Digital statistics have improved and now stand at 76% for sales orders (75% last year) and 66% for supplier invoices by value (61% last year). A specific programme has been initiated to accelerate progress in the application of AI including workstreams on data readiness, creation of the AI engine and sales enablement. Pilots are live in every region and additional prototypes (e.g. AI chatbot for customer service) have been developed and showcased across the Group.
<ul style="list-style-type: none"> Continue to drive the progress of Own Brand sales as a driver of margin improvement and profit performance, measured as an increased % of total sales vs 2024. Ensure that the local sales teams have the necessary capability to maximise the contribution of Own Brand and that learnings on the Own Brand development and sales processes are effectively shared across the Group. 	<ul style="list-style-type: none"> Own Brand as % of sales has increased over 2025 from 28% to 30% of total revenue and this continues to be a focus going forward. The Distribution business in North America has continued to focus on Own Brand development and learnings were shared by their team at the Global Conference.
<ul style="list-style-type: none"> Further build the necessary leadership bench strength to support the future growth of the Group. Specifically, ensure that there is good medium- and long-term succession to the leadership team and a strong pipeline of leaders at country/operating company level. Continue to champion the investment in leadership development activities and maximise the return on the investment in the 2025 Global Conference. 	<ul style="list-style-type: none"> Some movement in the leadership population has created opportunities for several high-potentials at CEO-2 level to broaden their experience. Significant progress has been made with developing the pipeline in early to mid-career with a higher volume of external hiring (e.g. North America). The key focus of leadership development activity has been portfolio management and a new programme will be piloted in 2026. The Conference received overwhelmingly positive feedback and accelerated collaboration across the Group.
% of base salary awarded	34.0%
% of maximum	85%

Richard Howes – Chief Financial Officer Non-financial objectives (20% of bonus)	Evaluation
<ul style="list-style-type: none"> Further enhance the cost and performance-focused culture in Bunzl including for new acquisitions. Establish and monitor cost efficiency programmes across the Group with reference to budget assumptions and ensuring a heightened focus on key financial metrics across the Group, sharing approaches and undertaking training with Finance teams where necessary. 	<ul style="list-style-type: none"> Enhanced reporting has helped to focus more attention on the performance of individual businesses and more detailed additional performance reviews to assess trading performance and financial visibility have been implemented in key areas of the Group.
<ul style="list-style-type: none"> Agree with each business area their Vision for 2030 and the operating model for Finance. Establish the operating plan to deliver the Vision by 2030 and establish the process for monitoring the development of the cost of Finance. Undertake a similar process to assess the cost of IT services across the Group. 	<ul style="list-style-type: none"> Business area plans were created and shared with the Finance Leadership Team. For those regions with shared service centres (North America/ UK / Brazil / Australia) most of the focus was building on these platforms and improving delivery and scope. This work will be continued in 2026.
<ul style="list-style-type: none"> Establish a revised approach to Internal Controls Essentials programme, optimising the scope of activities including the financial integration of new acquisitions from a compliance standpoint. Define an approach to ensure that the Group meets the requirements of the UK Corporate Governance code for 2026 and deliver the milestones for 2025. Connected to this, agree the 2030 Vision for Internal Audit with the Audit Committee. 	<ul style="list-style-type: none"> Good progress was made during the year, with internal financial control operating testing completed for 98% of in-scope controls by February 2026 as part of the Internal Control Essentials programme. The pass rate has improved significantly year on year. Significant progress was made on the Group's approach to the revised internal control and risk requirements of the UK Corporate Governance code applicable for the 2026 financial year. Material controls were identified, pilot testing undertaken and a new Material Controls policy and cadence of reporting for 2026 was approved by the Board. A revised 5 year Internal Audit strategy was finalised which included important risk based changes to scope and audit frequency together with investment in the Internal Audit function such as a new audit hub in Brazil. This was approved by the Audit Committee and used as a basis for the 2026 internal audit plan.
% of base salary awarded	33.3%
% of maximum	95%

DIRECTORS' REMUNERATION REPORT continued**ESG objectives – shared objectives (10% of bonus)****Evaluation**

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| <ul style="list-style-type: none"> • Ensure that the assessment and auditing programme in high-risk countries inside and outside of Asia is further expanded, taking it to 90% of 2025 spend coming from assessed and compliant suppliers. • Deliver a 2.5% reduction in absolute emissions (Scope 1 & Scope 2). Deliver an increase in the proportion of suppliers (by emissions in our target boundary) with Science Based targets (from 2024 outturn position). | <ul style="list-style-type: none"> • 93% of 2025 spend in high risk countries now comes from assessed and compliant suppliers. The Audit programme for 2026 onwards has been redesigned, engaging all relevant stakeholders before gaining approval from the leadership team. This will be communicated in our modern slavery statement. • There has been a small increase in overall emissions (0.6%). The increase caused by emissions of acquisitions (not included in the 2022 re-baseline) in the reporting year is approximately 3.7%. The reduction achieved by the 2024 'base business' is therefore 3.1%. • The KPI set for the proportion of suppliers with science-based targets has been exceeded, achieving a 44% against the stretched target of 40%. Over 70% of suppliers are now fully registered on the Avetta platform, despite adding over 200 new suppliers mid-year. |
| <ul style="list-style-type: none"> • Ensure that the Head of Sustainability and the regional sustainability teams create regional customer engagement plans across three groups of large customers during 2025 – (a) existing customers with limited potential for increased share of wallet where the objective is to retain business (b) existing customers where we can increase share of wallet and revenues and (c) new target customers where sustainability credentials can be used as a starting point for engagement. | <ul style="list-style-type: none"> • More than 300 customers were engaged across the five regions. Several notable commercial results were delivered with new contracts won, or existing contracts extended (see page 55). The perception of our sustainability expertise in senior sales teams was significantly improved. |
| <ul style="list-style-type: none"> • Continue to drive initiatives that lead to more women in leadership roles over time. Maintain the current % of females in leadership roles (25%) and visibly support initiatives around inclusion and belonging such as employee resource groups, mentoring initiatives, the Great Place to Work survey and dedicated listening sessions with a cross-section of employees. | <ul style="list-style-type: none"> • The % of women in leadership roles remained at 25% in 2025. Mentoring activity has been further expanded over the year and Employee Resource Groups including Inspiring Women in Bunzl are thriving. Dedicated CEO Listening Groups for females and ethnically diverse colleagues from across Bunzl have continued successfully. The "fairness" questions in GPTW ("People here are treated fairly regardless of...") remained very high scoring across all dimensions (83-92% positive) and "I can be myself around here" scored 81% positive. |

% of base salary awarded**Frank van Zanten – 18.0%** **Richard Howes – 15.8%****% of maximum****90%****90%**

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

	Total bonus payment (cash and deferred shares) as a % of salary				
	2025 %	2024 %	2023 %	2022 %	2021 %
Frank van Zanten	70.0	176.4	161.8	176.4	176.4
Richard Howes	64.7	156.8	143.8	156.8	155.2

The monetary values of the bonus payments for 2025 and 2024 are included in the table on page 114. 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 Frank van Zanten represents 35% of the maximum bonus and the total bonus payment for Richard Howes represents 37% of the maximum bonus.

DIRECTORS' REMUNERATION REPORT continued**Restricted Share Awards with underpin assessment period ending in 2025 (audited information)****LTIP – 2023 Restricted Share Awards**

The annual grant of Restricted Share Awards was made under the 2021 Policy on 1 March 2023. These awards vest after three years subject to the achievement of an underpin (assessed for the year ended 31 December 2025) 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. Performance versus the underpin was reviewed in 2023 and 2024 and the Committee also looked carefully at the summary of performance in 2025. As context, it noted that the period 2023–2025 was impacted by significant product price deflation following a period of supply chain disruption and significant product price inflation during and immediately after the Covid 19 period (2020–2022). It also noted that the long-term profit growth of the Group since 2019 has been significant. The Committee concluded that the conditions of the underpin for the three-year period have been satisfied, based on the following key points:

- The longer term business performance has been strong;
- Notwithstanding the impact in 2025's financial performance, there has been good progress on all key strategic priorities, including ESG;
- There have been no material risk issues or regulatory failures;
- The underlying value of the RSA is contingent on share price performance and so participants are directly aligned with the shareholder experience. The 2023 RSAs have a lower value at vesting when compared to the equivalent 2022 RSA awards which vested last year, as shown in the single total figure table.

	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 2023	41,682	Yes	44,870	£1,010,024
Richard Howes	1 March 2023	21,682	Yes	23,340	£525,383

Notes

- a) The Restricted Share Awards were granted under the LTIP Part B on 1 March 2023 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 (2,984p).
- b) The estimated vesting value is based on the three-month average of the closing mid-market share price to 31 December 2025 (2,251p). The value will be updated in the 2026 Directors' Remuneration Report to reflect the actual closing mid-market share price on 2 March 2026, the first working day after the vesting date of 1 March 2026. Vested awards are subject to a further two-year holding period.
- c) The 2022 Restricted Share Awards vested on 4 March 2025. In last year's report, the vesting values were estimated based on the three-month average share price to 31 December 2024. The vesting values have been restated in the single figure table using the closing mid-market share price on the vesting date of 4 March 2025 (3,036p).

Total pension entitlements (audited information)

	Value of cash allowance in 2025	Total pension 2025
Frank van Zanten	£52,777	£52,777
Richard Howes	£34,323	£34,323

Share Awards granted in 2025 (audited information)**Restricted Shares**

In 2025 a single grant of RSAs was made on 11 April 2025 in accordance with the policy as approved at the 2024 AGM.

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	11 April 2025	175% of salary	1,847.2	59,167	31 December 2027
Richard Howes	Nil-Cost Options	11 April 2025	125% of salary	858.1	27,484	31 December 2027

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 award was granted under the 2024 LTIP Part B on 11 April 2025 at a value of 3,122p 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 2028 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"> • Revenue growth • Operating margin • Adjusted earnings per share • Return on capital (RAOC/ROIC) • Cash conversion • Balance sheet strength
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.

DIRECTORS' REMUNERATION REPORT continued

Deferred share awards awarded during the financial year (audited information)

Award Type	Date of grant	Basis of share award	Face value £000	Number of shares	Normal Vesting date
Frank van Zanten	10 March 2025	50% of 2024 Bonus	912.7	29,672	1 March 2028
Richard Howes	10 March 2025	50% of 2024 Bonus	527.6	17,153	1 March 2028

Notes

- a) The number of awards is calculated using the closing mid-market share price on the day preceding the grant date (3,076p).
b) Deferred bonus awards vest on the 1 March in the third calendar year after the calendar year in which they were granted, subject to continued service only.

Shareholder dilution

In accordance with The Investment Association's Principles of Remuneration (as published in October 2024) 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.

As well as the LTIP, the Company operates various all employee share schemes as described on page 128. Newly issued shares are currently used to satisfy the exercise of options under the Bunzl plc 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 2025
10% in any rolling 10 year period (all plans)	1.0%
5% in any rolling 10 year period (executive (discretionary) plans)	0.2%

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 2025

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 126 and 127.

	Awards (shares) held at 1 January 2025	Shares awarded during 2025	Shares vested during 2025	Total number of awards (shares) at 31 December 2025	Normal vesting date	Share price at grant p	Market price at vesting p	Monetary value of vested awards £000
Frank van Zanten	27,124		28,889	–	01.03.25	2,969	3,072	887
	27,959			27,959	01.03.26	2,964		
	25,529			25,529	01.03.27	3,153		
		29,672		29,672	01.03.28	3,076		
Total	80,612	29,672	28,889	83,160				
Richard Howes	15,651		16,669	–	01.03.25	2,969	3,072	512
	16,298			16,298	01.03.26	2,964		
	14,755			14,755	01.03.27	3,153		
		17,153		17,153	01.03.28	3,076		
Total	46,704	17,153	16,669	48,206				

Notes

- a) The deferred element of the 2025 annual bonus plan as shown on page 114 is not included in the table above as the appropriate number of shares have not yet been awarded. No shares lapsed during the year.
b) The DASBS vested during 2025 include dividend equivalents accrued over the vesting period.
c) The DASBS awarded during 2025 relate to 50% of the bonus for 2024 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 10 March 2025 was £912,711 for Frank van Zanten and £527,626 for Richard Howes.
d) Frank van Zanten exercised 28,889 DASBS granted in 2022 (including related dividend equivalent shares) on 22 April 2025 following vesting with a total value of £887,470 based on the vesting share price and a total gain of £671,857 based on the exercise share price of 2,326p.
e) Richard Howes exercised 16,669 DASBS granted in 2022 (including related dividend equivalent shares) on 23 April 2025 following vesting with a total value of £512,072 based on the vesting share price and a total gain of £404,373 based on the exercise share price of 2,426p.

DIRECTORS' REMUNERATION REPORT continued

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 2025 with shaded details indicating options that have vested.

Executive share options – LTIP Part A

	Options held at 1 January 2025	Grant date	Exercise price p	Options exercisable between	Vested options held at 31 December 2025
Frank van Zanten	34,946	02.03.17	2,335	02.03.20–01.03.27	34,946
	42,782	01.03.18	1,955	01.03.21–29.02.28	42,782
	35,010	31.08.18	2,389	31.08.21–30.08.28	35,010
	34,978	28.02.19	2,375	28.02.22–27.02.29	34,978
	39,427	11.09.19	2,107	11.09.22–10.09.29	39,427
	48,225	10.03.20	1,840	10.03.23–09.03.30	48,225
	37,096	09.09.20	2,392	09.09.23–08.09.30	37,096
Total	272,464				272,464

Notes

- a) The mid-market price of a share on 31 December 2025 was 2,076p and the range during 2025 was 2,072p to 3,452p.
b) Executive share options are structured as market value options.
c) Richard Howes holds no executive share options.

Restricted Share Awards – LTIP Part B

	Awards (shares) held at 1 January 2025	Shares awarded during 2025	Award date	Market price per share at award p	Lapsed awards (shares) during 2025	Exercised awards (shares) during 2025	Market price per share at exercise p	Value at exercise £000	Awards (shares) held at 31 December 2025
Frank van Zanten	42,693	–	01.03.22	2,751	–	45,471	2,326	1,057	–
	41,682	–	01.03.23	2,984	–	–	–	–	41,682
	40,398	–	01.03.24	3,202	–	–	–	–	40,398
	17,110	–	01.05.24	3,024	–	–	–	–	17,110
		59,167	11.04.25	3,122	–	–	–	–	59,167
Total	141,883	59,167			–	45,471			158,357
Richard Howes	26,205	–	21.04.21	2,489	–	26,205	2,426	636	–
	22,398	–	01.03.22	2,751	–	23,855	2,426	579	–
	21,682	–	01.03.23	2,984	–	–	–	–	21,682
	21,018	–	01.03.24	3,202	–	–	–	–	21,018
	5,563	–	01.05.24	3,024	–	–	–	–	5,563
		27,484	11.04.25	3,122	–	–	–	–	27,484
Total	96,866	27,484			–	50,060			75,747

Notes

- a) Restricted Share Awards for executive directors are structured as nil-cost options.
b) Frank van Zanten exercised 45,471 RSAs granted in 2022 (including related dividend equivalent shares) on 22 April 2025 with a total value of £1,057,496. The net vested shares remain subject to a two year post vest holding period.
c) Richard Howes exercised 26,205 RSAs granted in 2021 (including related dividend equivalent shares) and 23,855 RSAs granted in 2022 (including related dividend equivalent shares) on 23 April 2025 with a total value of £635,707 and £578,699 respectively. The net vested shares remain subject to a two year post vest holding period.

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 128.

Sharesave Schemes

	Options at 1 January 2025	Grant date	Exercise price p	Options exercisable between	Options at 31 December 2025
Frank van Zanten	368	03.04.23	2,343	01.05.26–31.10.26	368
	389	03.04.24	2,453	01.05.27–31.10.27	389
Total	757				757
Richard Howes	756	03.04.24	2,453	01.05.27–31.10.27	756
Total	756				756

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 2025 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	365,013	83,160	–	158,357	757	272,464	879,751
Richard Howes	142,001	48,206	–	75,747	756	–	266,710
Peter Ventress	11,069	–	–	–	–	–	11,069
Vin Murria	–	–	–	–	–	–	–
Stephan Nanninga	10,000	–	–	–	–	–	10,000
Pam Kirby	1,800	–	–	–	–	–	1,800
Jacky Simmonds	3,645	–	–	–	–	–	3,645
Daniela Barone Soares	953	–	–	–	–	–	953
Julia Wilson	2,793	–	–	–	–	–	2,793

Notes

- No changes to the directors' ordinary share interests shown in this remuneration report have taken place between 31 December 2025 and 2 March 2026, that were notifiable under article 19 of the Market Abuse Regulation.
- RSAs are structured as nil-cost options.
- Frank van Zanten's shares owned outright include 165,185 ordinary shares held by his connected person(s).
- Richard Howes' shares owned outright include 107,270 ordinary shares held by his connected person(s).
- Julia Wilson's shares owned outright include 1,491 ordinary shares held by her connected person(s) that were acquired prior to her appointment as a director.
- For two years after leaving, each executive director must maintain a post employment shareholding equal to the lower of the policy-required shareholding or the LTIP-related shares they hold at the cessation date (including vested or unexercised awards, adjusted for tax). Vested RSAs continue to be subject to a two-year holding period.

Performance against shareholding guidelines

As at 31 December 2025, each of the executive directors and their connected persons have a shareholding as follows:

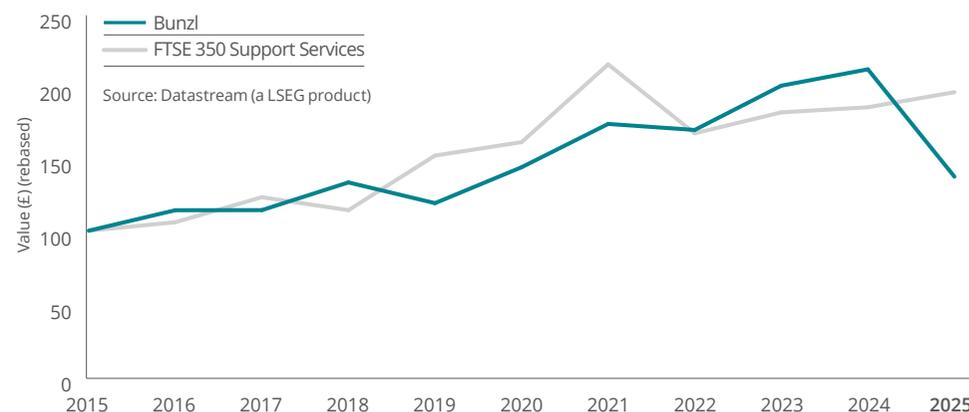
	Requirement for share ownership as a percentage of salary (31 December 2025)	Share ownership as a percentage of salary at 31 December 2025 at the closing mid-market price (2,076p)
Frank van Zanten	350%	808%
Richard Howes	250%	507%

Note

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

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 2025 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 2025 and the previous nine years.

		2016 MR	2016 FvZ	2017	2018	2019	2020	2021	2022	2023	2024	2025
Single total figure of remuneration £000		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	4,543.0	3,089.5
Annual bonus payment as a percentage of maximum		0%	67%	73%	70%	60%	100%	98%	98%	90%	98%	35%
Long term incentive vesting as a percentage of maximum	LTIP Part A (options)	100%	0%	100%	100%	100%	100%	96%	100%	–	–	–
	LTIP Part B (performance shares)	82%	0%	69%	54%	63%	45%	81%	60%	88%	–	–
	LTIP Part B (Restricted Share Awards)	–	–	–	–	–	–	–	–	100%	100%	100%

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) Frank van Zanten succeeded Michael Roney as CEO in 2016.
- 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 2025, in the salary, benefits, and bonus values of all directors and employees of the legal entity which employs the Chief Executive Officer, Bunzl plc.

	Salary/Fees						Benefits						Bonus					
	2020	2021	2022	2023	2024	2025	2020	2021	2022	2023	2024	2025	2020	2021	2022	2023	2024	2025
Chief Executive Officer – Frank van Zanten	3.0%	2.9%	2.9%	5.9%	4.0%	2.0%	(42.0%)	(14.1%)	57.2%	15.0%	(7.0%)	(7.2%)	73.0%	0.8%	2.9%	(2.9%)	13.4%	(59.5%)
Chief Financial Officer – Richard Howes	3.0%	2.9%	2.9%	5.0%	4.0%	2.0%	n/a	1.2%	2.5%	(0.6%)	3.6%	1.2%	n/a	(0.2%)	4.0%	(3.7%)	13.4%	(57.9%)
Chairman – Peter Ventress	3.1%	0.0%	4.9%	0.0%	8.5%	2.0%	n/a	100.0%	(100.0%)	0.0%	100.0%	54.8%	n/a	n/a	n/a	n/a	n/a	n/a
Non-executive director – Lloyd Pitchford	1.1%	1.6%	3.0%	4.7%	4.0%	n/a	(100.0%)	0.0%	0.0%	100.0%	7.2%	(100.0%)	n/a	n/a	n/a	n/a	n/a	n/a
Non-executive director – Stephan Nanninga	n/a	2.0%	2.5%	4.7%	3.8%	1.8%	(64.0%)	(100.0%)	100.0%	(0.9%)	(18.3%)	196.7%	n/a	n/a	n/a	n/a	n/a	n/a
Non-executive director – Vin Murria	n/a	2.0%	2.5%	4.7%	3.8%	1.8%	n/a	0.0%	100.0%	(2.0%)	410.6%	10.9%	n/a	n/a	n/a	n/a	n/a	n/a
Non-executive director – Pam Kirby	n/a	n/a	n/a	4.7%	22.9%	1.5%	n/a	n/a	n/a	0.0%	100.0%	(49.2%)	n/a	n/a	n/a	n/a	n/a	n/a
Non-executive director – Jacky Simmonds	n/a	n/a	n/a	n/a	23.9%	2.4%	n/a	n/a	n/a	n/a	23.4%	99.6%	n/a	n/a	n/a	n/a	n/a	n/a
Non-executive director – Daniela Barone Soares	n/a	n/a	n/a	n/a	n/a	1.8%	n/a	n/a	n/a	n/a	n/a	100.0%	n/a	n/a	n/a	n/a	n/a	n/a
Non-executive director – Julia Wilson	n/a	n/a	n/a	n/a	n/a	31.3%	n/a	n/a	n/a	n/a	n/a	100.0%	n/a	n/a	n/a	n/a	n/a	n/a
Average of employees in Bunzl plc	3.2%	3.1%	4.7%	6.7%	8.5%	3.1%	(3.3%)	5.8%	3.8%	3.1%	6.1%	13.3%	162.0%	(15.9%)	(23.2%)	(17.1%)	22.9%	(72.3%)

Notes

- a) Benefits are annualised.
- b) The scope for the average of Bunzl plc employees excludes executive directors and non-executive directors. Any employees who have joined, left or changed roles in either comparable years have been removed from the data to prevent distortion.
- c) Benefits for the non-executive directors are costs incurred for travel and accommodation in order to attend Board meetings in London.
- d) The percentage movements above are calculated based on annualised non-executive director fees. Julia Wilson's increase reflects her in-year appointment as Audit Committee Chair.

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 2025, 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	£1,055,547	2025	Option A	39:1	34:1	26:1
Total remuneration	£3,089,602	2025	Option A	109:1	95:1	67:1
Salary	£1,034,850	2024	Option A	40:1	35:1	26:1
Total remuneration	£4,542,968	2024	Option A	167:1	145:1	100:1
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 2024 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 2025 on page 114. The 2024 salary ratio has not been restated because there was no difference to report.

	Salary	Total remuneration
Chief Executive Officer	£1,055,547	£3,089,602
25th percentile employee	£27,379	£28,331
Median employee	£30,758	£32,554
75th percentile employee	£41,335	£46,449

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. For 2025, the median salary ratio remains broadly consistent as the Chief Executive Officer's salary increase was in line with the wider UK workforce and the total remuneration ratios were lower, primarily driven by lower variable pay outcomes.

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 2024 and 2025 for the Group (as stated in Note 26, Note 22 and Note 3 to the consolidated financial statements on pages 175, 171 and 147 to 149, respectively).

£m	2025	2024	Percentage change
Overall expenditure on pay	1,115.0	1,103.5	1.0%
Dividends paid in the year	242.2	228.6	5.9%
Adjusted earnings per share (p)	179.3	194.3	(7.7%)

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 2026

Salary

The salary increases for the executive directors for 2026, 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 2026	Salary from 1 January 2025	Increase in salary 2025 to 2026
Frank van Zanten	£1,082,000	£1,055,547	2.5%
Richard Howes	£703,600	£686,460	2.5%

Bonus

The structure for Frank van Zanten's and Richard Howes' annual bonus for 2026 is a balanced scorecard of performance measures, based on adjusted eps, RAOC, operating cash flow and specified strategic goals. The weighting of these measures has been adjusted to 85% financial measures and 15% on strategic objectives as follows:

	Weightings
EPS	40%
ROAC	15%
Operating cash flow	30%
Strategic objectives	15%
	100%

As per the 2024 policy, the maximum annual bonus quantum is 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 2026**

In 2026 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 2026, the 60-day average share price preceding the grant date will be used. The Committee noted that the share price at grant is likely to be significantly lower than the grant price for the 2025 awards. The Committee will assess the appropriateness of vesting outcomes at the point of vesting, including the potential for any "windfall gain". The RSA underpin (see below) will also apply.

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"> • Revenue growth • Operating margin • Adjusted earnings per share • Return on average operating capital (RAOC/ROIC) • Cash conversion • Balance sheet strength
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.

Chairman's and non-executive directors' fees for 2026

The Chairman and the non-executive directors' fees are reviewed annually with the most recent reviews for both taking effect from 1 January 2026. The current fee structure for the Chairman and the non-executive directors is shown below:

	With effect from 1 January 2026	Fees paid in 2025	Increase in fees 2025 to 2026
Chairman's fee	£438,000	£427,500	2.5%
Non-executive director fee	£85,000	£83,000	2.4%
Supplements:			
Senior Independent Director	£23,000	£21,800	5.5%
Audit Committee Chair	£25,000	£24,000	4.2%
Remuneration Committee Chair	£25,000	£24,000	4.2%

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 2025.

The fees payable to each adviser, based on hourly rates, were: £19,800 (WTW) and £65,617 (FIT), respectively for such work undertaken in 2025. 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 2025 AGM for the remuneration report

The remuneration report and remuneration policy respectively received the following shareholder votes at the 2025 AGM held on 23 April 2025 and the 2024 AGM held on 24 April 2024 – these being the years they were last voted on by shareholders:

	Votes cast	Votes for	% of shares voted for	Votes against	% of shares voted against	Votes withheld
Remuneration report (2025)	271,839,720	261,570,967	96.22%	10,268,753	3.78%	75,384
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

2 March 2026

DIRECTORS' REMUNERATION REPORT continued

Directors' Remuneration Policy

The current policy was approved by shareholders at the 2024 AGM. It may remain in place until the 2027 AGM at the latest. A copy of the Policy is set out from page 126. The non-executive director terms of appointment and remuneration scenarios charts have been updated.

Objectives of the Policy

The objectives of the Directors' Remuneration Policy are as follows:

- Clarity: maintain transparency, clear alignment with shareholder value and promotion of longer term, sustained performance.
- Alignment with performance: continue to ensure that targets are stretching (but realistic), the quantum of reward reflects both Company and individual performance and there are appropriate award caps and Committee discretions in place.
- Support for the Company's business strategy: for example, aligning the executive directors' and management's incentives with the Company's growth objectives.
- Simplicity: ensure that the remuneration structures avoid unnecessary complexity.
- Appropriate management of risk: variable pay should drive performance within the Company's risk appetite and encourage a prudent and balanced approach to the business.
- Alignment to culture: the remuneration principles encourage the behaviour from the executive directors that the Committee expects to see throughout the business.
- Proportionality: the link between individual awards, the delivery of strategy and long-term performance of the Group is clear.

In setting the remuneration policy for the executive directors, the Committee also took into consideration a number of different factors:

- It applied the principles set out in the Code and also takes into account best practice guidance issued by the major UK institutional investor bodies, the Financial Conduct Authority (including the provisions of any applicable remuneration codes) and other relevant organisations;
- The Committee has overall responsibility for the remuneration policies and structures for employees of the Group as a whole and it reviews the remuneration policy on a Group wide basis. When the Committee reviewed the remuneration policy for the executive directors it considered and compared it against the pay policy and employment conditions of the rest of the Group to ensure that there was alignment between the two;

- The Committee considered the external market in which the Group operates and used comparator remuneration data from time to time to inform its decisions. However, the Committee recognised that such data should be used as a guide only (data can be volatile and may not be directly relevant) and that there is often a need to phase-in changes over a period of time. The Committee reviewed a range of relevant benchmarking data to guide the 2024 review;
- Specifically, it looked at FTSE 11-100 companies with greater than 20% of revenue generated from the United States. For the 2024 Policy Review, the peer group comprised RS Group, Convatec, Melrose Industries, Smiths Group, Pearson, Intertek, Smurfit Kappa, Halma, Spirax-Sarco, Burberry, Rolls-Royce, Informa, Intercontinental Hotels, Croda, WPP, Smith & Nephew, Rentokil, Imperial Brands, Flutter, Ashtead, Experian, BAE Systems, CRH, Haleon, Compass, National Grid, Reckitt Benckiser and RELX.

The Committee's overall policy, having had due regard to the factors above, continues to be for a proportion of total remuneration to be based on variable pay. This is achieved by setting base pay and benefits by reference to mid-market levels, with annual bonus linked to the achievement of demanding performance targets and long term incentives which vest over the medium term and are designed to align the interests of the directors with those of shareholders and the long term sustainable success of the business.

DIRECTORS' REMUNERATION REPORT continued

Remuneration policy for executive directors

The following table summarises each element of the remuneration policy for the executive directors, explaining how each element operates and links to the corporate strategy.

BASE SALARY	
Purpose	<ul style="list-style-type: none"> Recognise knowledge, skills and experience as well as reflect the scope and size of the role Reward individual performance without encouraging undue risk
Operation	<ul style="list-style-type: none"> Paid in 12 equal monthly instalments during the year Normally reviewed annually in December (with any changes usually effective from January). An out-of-cycle review may be conducted if the Committee determines that it is appropriate Takes into consideration a number of factors including (but not limited to) individual and Group performance, the size and scope of the individual's responsibilities, salary increases across the Group, typical salary levels for comparable roles using appropriate comparator groups, for example similarly sized companies with a large international presence Pensionable
Maximum potential value	<ul style="list-style-type: none"> While there is no maximum salary level, salary increases are normally considered in relation to the salary increases of other employees in the Group and performance of the individual. Higher salary increases may be made under certain circumstances, such as when there has been a change in role or responsibility, a major market movement or when a director has been appointed to the Board at a lower than typical salary initially
Performance metrics	<ul style="list-style-type: none"> While there are no performance conditions attached to the payment of base salary, individual performance in the role, as well as the performance of the Group and achievements related to environmental, social and governance issues, are all taken into consideration

ANNUAL BONUS	
Purpose	<ul style="list-style-type: none"> Incentivise the attainment of annual corporate targets Retain and reward high performing employees Align with shareholders' and wider stakeholders' interests
Operation	<ul style="list-style-type: none"> Bonus awards are based on performance targets and objectives set by the Committee for the financial year At the end of the performance period, the Committee assesses the extent to which the performance measures have been achieved. The level of bonus for each measure is determined by reference to the actual performance against the relevant performance targets Up to half the bonus is paid in cash and the remainder in shares (with the shares normally deferred for three years under the Deferred Annual Share Bonus Scheme ('DASBS')) in respect of which dividend equivalents may apply to the extent that such deferred awards vest. If a director resigns during the period of deferral any outstanding DASBS awards would normally lapse Malus and clawback provisions apply and are set out in more detail below Bonus awards are non-pensionable and are payable at the Committee's discretion
Maximum potential value	<ul style="list-style-type: none"> The annual bonus policy maximum is 200% of base salary (175% for the Chief Financial Officer) The annual target bonus opportunity is normally set at 50% of the maximum The level of annual bonus for threshold performance is up to 25% of the maximum

DIRECTORS' REMUNERATION REPORT continued

ANNUAL BONUS		LONG TERM INCENTIVES	
Performance metrics	<p>Metrics will be set each year by the Committee taking into account the Company's key strategic objectives for the year.</p> <p>For example, bonus metrics may include:</p> <ul style="list-style-type: none"> Financial measures chosen to align bonus outcomes with the underlying financial performance of the business, such as profit, return on average operating capital ('RAOC') and cash flow; Non-financial measures are linked to the achievement of personal goals or certain specified strategic goals, including environmental, social and governance matters; The performance metrics and targets are reviewed each year to ensure that they remain appropriate. The Committee retains the discretion to set alternative metrics as appropriate; and The specific targets will be disclosed on a retrospective basis following the end of the financial year unless they are deemed to be commercially sensitive. <p>The Committee sets targets that are appropriately stretching in the context of the business outlook and taking into account internal and external factors. The achievement of quantifiable financial targets will always drive the majority of the bonus outturn. Targets are set to ensure that there is appropriate alignment between stakeholder outcomes and to ensure that they do not drive unacceptable levels of risk taking.</p>	Maximum potential value	<ul style="list-style-type: none"> The individual restricted share limit per financial year is 175% of base salary The Chief Executive Officer may receive restricted shares per financial year with a face value of up to 175% of salary The Chief Financial Officer may receive restricted shares per financial year with a face value of up to 125% of salary
		Performance metrics	<ul style="list-style-type: none"> Restricted share awards are not subject to performance measures but vesting is subject to the achievement of an underpin normally reviewed over the three financial years commencing with the financial year in which awards are granted In assessing the underpin, in normal circumstances the Committee may consider the Group's overall performance, including financial and non-financial performance over the course of the vesting period and any material risk/regulatory failures identified. Specifically, it will seek evidence of positive progress against the Group's financial and strategic objectives as follows: <ul style="list-style-type: none"> Financial health of the business, considering financial indicators Strategic priorities Stakeholder experience ESG progress In considering these factors, the Committee will assess performance in the round, with the expectation of full vesting unless there has been a lack of material progress towards a stated objective, or it has identified material underperformance over the period. The Committee may scale back the awards (including to zero) if it is not satisfied the underpin has been met, and there is no threshold level of vesting.
LONG TERM INCENTIVES			
Purpose	<ul style="list-style-type: none"> Incentivise long term decision making as the basis for sustainable growth Align with shareholders' interests Recruit and retain senior employees across the Group 		
Operation	<p>Executive directors receive restricted share awards as the long term variable element of remuneration:</p> <ul style="list-style-type: none"> Restricted share awards are discretionary and will normally vest subject to continued employment and the satisfaction of the underpin after no less than three years; A holding period will apply which means that restricted shares may not ordinarily be sold until at least five years after the grant date (other than to pay relevant taxes due on vested awards); Malus and clawback provisions apply and are set out in more detail below; Dividend equivalents shall accrue in respect of restricted share awards to the extent that they vest, including in relation to any holding periods; and All awards are subject to the discretions contained in the relevant plan rules. 		

DIRECTORS' REMUNERATION REPORT continued

ALL EMPLOYEE SHARE PLANS	
Purpose	<ul style="list-style-type: none"> Encourage employees, including the executive directors, to build a shareholding through the operation of all employee share plans such as the HM Revenue & Customs ('HMRC') tax advantaged Sharesave Scheme and the Internal Revenue Service ('IRS') approved Employee Stock Purchase Plan (US) ('ESPP') in the US
Operation	<ul style="list-style-type: none"> Executive directors may participate in all employee schemes on the same basis as other eligible employees The Sharesave Scheme has standard terms under which participants can normally enter into a savings contract, over a period of either three or five years, in return for which they are granted options to acquire shares at a discount of up to 20% of the market price prevailing on the day immediately preceding the date of invitation to apply for the option. Options are normally exercisable either three or five years after they have been granted
Maximum potential value	<ul style="list-style-type: none"> In the UK, the Sharesave Scheme is linked to a contract for monthly savings within the HMRC limits over a period of either three or five years (currently £500 per month)
Performance metrics	<ul style="list-style-type: none"> Service conditions apply
RETIREMENT BENEFITS	
Purpose	<ul style="list-style-type: none"> Provision of retirement benefits Retain executive directors
Operation	<ul style="list-style-type: none"> All defined benefit pension plans in the Group have been closed to new entrants since 2003 with any new recruits being offered defined contribution retirement arrangements and/or a pension allowance. Pension contributions and allowances are normally paid monthly
Maximum potential value	<ul style="list-style-type: none"> Company pension contributions to defined contribution retirement arrangements or cash allowances are capped at 5% of base salary for current and new executive directors
Performance metrics	<ul style="list-style-type: none"> Not applicable
OTHER BENEFITS	
Purpose	<ul style="list-style-type: none"> Provision of competitive benefits which helps to recruit and retain executive directors
Operation	<ul style="list-style-type: none"> Benefits may include a car allowance or a car which may be fully expensed, various insurances such as life, disability and medical and, in some jurisdictions, club expenses and other benefits provided from time to time. Some benefits may only be provided to reflect hybrid working and/or overseas relocation, such as removal expenses, and in the case of an international relocation might also include fees for accommodation, children's schooling, home leave, tax equalisation and professional advice etc.
Maximum potential value	<ul style="list-style-type: none"> The value of benefits is based on the cost to the Company and varies according to individual circumstances. For example, the cost of medical insurance varies according to family circumstances and the jurisdiction in which the family is based
Performance metrics	<ul style="list-style-type: none"> Not applicable
SHAREHOLDING REQUIREMENT	
Purpose	<ul style="list-style-type: none"> Strengthen the alignment between the interests of the executive directors and those of shareholders
Operation	<ul style="list-style-type: none"> In employment guideline: executive directors will normally be expected to retain shares, net of sales to settle tax, through the exercise of awards under the DASBS and the LTIP until they attain the required holding. Three years is the typical expectation for executives who are promoted from within the Company to achieve the required shareholding. It is recognised that a longer time period may be required for externally recruited executives to achieve the expected shareholding. Unvested deferred shares held under the DASBS will count towards the guideline (net of the expected sales for tax that would apply on vesting) Post-cessation guideline: upon cessation of employment, executive directors should maintain a shareholding for two years thereafter at a level equal to the lower of the in-employment guideline and the number of shares vested as at cessation (net of tax) under restricted share awards granted. Shares held by or to the benefit of an executive director's spouse, civil partner or children (or with them as relevant) may count for the purposes of the guidelines.
Maximum potential value	<ul style="list-style-type: none"> The Chief Executive Officer's in-employment shareholding requirement is 350% of base salary. The in-employment requirement for other executive directors is 250% of base salary. The Chief Executive Officer's post-employment shareholding requirement is 300% of salary. The post-employment shareholding requirement for other executive directors is 200%.
Performance metrics	<ul style="list-style-type: none"> Not applicable

DIRECTORS' REMUNERATION REPORT continued

Fees policy for Chairman and non-executive directors (the 'NEDs')

The following table summarises the fees policy for the Chairman and the NEDs.

FEES	
Purpose	<ul style="list-style-type: none"> Provision of a competitive fee to attract NEDs who have a broad range of experience and skills to oversee the implementation of the Company's strategy
Operation	<ul style="list-style-type: none"> Determined in light of market practice and with reference to time commitment and responsibilities associated with the roles Annual fees are paid in 12 equal monthly instalments during the year The Senior Independent Director and Chairs of the Audit and Remuneration Committees are paid an extra fee to reflect their additional responsibilities The NEDs and the Chairs are not eligible to receive benefits and do not participate in pension or incentive plans. Expenses incurred in respect of their duties as directors of the Company are reimbursed The NEDs' and Chairman's fees are reviewed annually in January each year, the latest review being with effect from January 2026 for NED fees and the Chairman's fees The Board as a whole considers the policy and structure for the NEDs' fees on the recommendation of the Chairman and the Chief Executive Officer. The NEDs do not participate in discussions on their specific levels of remuneration; the Chairman's fees are set by the Committee
Maximum potential value	<ul style="list-style-type: none"> Determined within the overall aggregate annual limit of £1,500,000 authorised by shareholders with reference to the Company's Articles of Association approved at the 2021 AGM
Performance metrics	<ul style="list-style-type: none"> Not eligible to participate in any performance related elements of remuneration
Taxable benefits and expenses	<ul style="list-style-type: none"> Taxable expenses incurred in the course of carrying out NED duties are reimbursed and grossed up to include tax payable

Notes to the Policy Table

Malus and Clawback Provisions

Malus and clawback provisions apply to the cash and deferred elements of the bonus and the RSA awards. The malus and clawback provisions may be enforced in the event of material misstatement, errors in assessment of conditions, significant failure of risk control, serious misconduct, corporate failure (entailing the appointment of an administrator or liquidator) and serious reputational damage or where there has been a material failure in the management of the company to which the relevant individual has made a direct contribution. Malus or clawback as relevant may be affected by a reduction in the amount of any future bonus or subsisting award, the vesting of any subsisting award or future share award and/or a requirement to make a cash payment. In respect of bonus or deferred bonus the relevant discovery period expires three years after the end of the relevant performance period. In respect of RSA awards (and legacy performance shares and options) the relevant discovery period expires on the third anniversary of the vesting of the awards.

Selection of performance measures and targets

The Committee determines the performance measures, and the weighting of each, applying to the annual bonus based on the strategic priorities of the Group at the time. The bonus measures in place normally include the use of profit, RAOC and cash flow measures, but the precise metrics and their weightings may change from year to year. Each of these measures is aligned with the Group's key performance indicators ('KPIs') and has been chosen as, alongside growing profitability, a focus on cash and effective investment of capital are particularly important. The management of capital employed together with profitability and cash flow ensures the focus on cash generation, enabling the Group to pay dividends and to support the growth strategy by making acquisitions and reinvesting in the underlying business. Strategic non-financial goals reward individual contribution to the success of the Group and allow a focus each year on important operational goals and strategic milestones, with a focus on the Environmental, Social and Governance agenda. This combination of performance measures provides a balance relevant to the Group's business and market conditions as well as providing a common goal for the executive directors, senior managers and shareholders.

Statement of consideration of shareholder views

The Committee considers shareholder feedback received in relation to the AGM each year and guidance from shareholder representatives more generally. In addition, the Committee consults proactively with its major shareholders prior to making significant changes to its policy, as it did last year when a comprehensive shareholder consultation was undertaken. This was conducted through meetings, calls and correspondence and the views received helped to shape the policy proposals.

DIRECTORS' REMUNERATION REPORT continued**Discretions retained by the Committee in operating the incentive plans**

The Committee operates the Group's various incentive plans according to their respective rules and in accordance with HMRC and IRS rules where relevant. To ensure the efficient administration of these plans, the Committee may apply certain operational discretions. These include the following:

- selecting the participants in the plans;
- determining the timing of grants and/or payments;
- determining the quantum of grants, reference pricing basis and/or payments (within the limits set out in the policy table above);
- determining the extent of vesting based on the assessment of performance, including the vesting of restricted share awards;
- determining the appropriate treatment of leavers and the extent of vesting in the case of the share based plans;
- determining the extent of vesting of awards under share based plans in the event of a change of control;
- making the appropriate adjustments required in certain circumstances (e.g. rights issues, corporate restructuring events, variation of capital and special dividends);
- determining the appropriate choice of measures, weightings and targets for the annual bonus plan from year to year, including discretion to amend the bonus outcome, as appropriate; and
- varying the performance conditions applying to share based awards if an event occurs which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

Legacy arrangements

The proposed and previous directors' remuneration policies give authority to the Company to honour any commitments entered into with current or former directors (that have been disclosed to shareholders in previous remuneration reports) or internally promoted future directors (in each case, such as the payment of a pension or the unwind of legacy share plans). Details of any payments to former directors will be set out in the relevant remuneration report as they arise.

Executive directors' external appointments

With the specific approval of the Board in each case, executive directors may accept external appointments as non-executive directors of other companies and retain any related fees paid to them.

Recruitment of executive directors – approach to remuneration**Executive directors**

For the ongoing stability and growth of the Group, it is important to secure, as necessary, the appointment of high calibre executives to the Board by either external recruitment or internal promotion. The overarching principles applied by the Committee in developing the remuneration package will be to set an appropriate base salary together with retirement and other benefits and short and long term incentives taking into consideration the skills and experience of the individual, the complexity and breadth of the role, the particular needs and situation of the Group, internal relativities, the marketplace in which the executive will operate and an individual's current remuneration package and location. In addition, the Committee recognises that it may need to meet certain relocation expenses or expatriate benefits as appropriate.

Any fixed or variable pay awards for new executive directors will not exceed the maximum limits set out in the policy table above. However, in addition, for external appointments the Committee may consider offering additional cash and/or share based elements to replace deferred remuneration forfeited by the individual on leaving their existing employment when it considers these to be in the best interests of the Company and its shareholders. Such elements, as appropriate, may be made under section 9.4.2 of the Listing Rules and would normally take account of the nature, time horizons and performance requirements attached to the awards forfeited.

Depending on the timing of the appointment, the Committee may deem it appropriate to set different annual bonus performance conditions for the first performance year of appointment. A long term incentive award can be made shortly following an appointment (or as soon as is practical if the Company is in a close period).

Non-executive directors

On appointment of a new Chairman of the Board or non-executive director, the fees will be set taking into account the experience and calibre of the individual and the prevailing rates of the other non-executive directors at the time.

Executive directors' service contracts

The service contracts for Frank van Zanten and Richard Howes provide for an equal notice period from the Company and the executive of a maximum 12 months' notice and any contracts for newly appointed executive directors will provide for equal notice in the future. The date of each service contract is noted in the table below

	Date of service contract
Frank van Zanten	13 January 2016
Richard Howes	10 May 2019

Non-executive directors' terms of appointment

The non-executive directors do not have service contracts with the Company but instead have letters of appointment. The date of appointment and the most recent re-appointment and the length of service for each non-executive director are shown in the table below:

	Date of appointment	Date of last re-appointment at AGM	Length of service as at 2026 AGM
Peter Ventress	1 June 2019	22 April 2025	6 years 10 months
Stephan Nanninga	1 May 2017	22 April 2025	8 years 11 months
Vin Murria	1 June 2020	22 April 2025	5 years 10 months
Pam Kirby	1 August 2022	22 April 2025	3 years 8 months
Jacky Simmonds	1 March 2023	22 April 2025	3 years 1 month
Daniela Barone Soares	16 December 2024	22 April 2025	1 year 4 months
Julia Wilson	16 December 2024	22 April 2025	1 year 4 months

Note

a) On termination, at any time, a non-executive director is entitled to any accrued but unpaid director's fees but not to any other compensation.

DIRECTORS' REMUNERATION REPORT continued

Policy on payment for departure from office

On termination of an executive director's service contract, the Committee will take into account the departing director's duty to mitigate his or her loss when determining the amount of compensation. The Committee's policy in respect of the treatment of executive directors leaving the Group is described below and is designed to support a smooth transition from the Company taking into account the interests of shareholders:

COMPONENT OF PAY	VOLUNTARY RESIGNATION OR TERMINATION FOR CAUSE	DEPARTURE AS A 'GOOD LEAVER' OR IN OTHER SPECIFIC CIRCUMSTANCES INCLUDING ON AGREED TERMS
Base salary, pension and benefits	Paid for the proportion of the notice period worked and any untaken holidays pro-rated to the leaving date	Paid up to the date of departure or death, including any untaken holidays pro-rated to such date. In the case of ill health, a payment in lieu of notice may be made and, according to the circumstances, may be subject to mitigation. In such circumstances some benefits, such as company car or medical insurance may be retained until the end of the notice period.
Annual bonus cash	Cessation of employment during a bonus year will normally result in no cash bonus being paid	Cessation of employment during a bonus year or after the year end but prior to the normal bonus payment date will result in cash and deferred bonus being paid and pro-rated for the relevant portion of the financial year worked and performance achieved.
Annual bonus deferred shares	Unvested deferred shares will lapse	In the case of the death of an executive, all deferred shares will be transferred to the estate as soon as possible after death. In all other cases, subject to the discretion of the Committee, unvested deferred shares will be transferred to the individual on a date determined by the Committee.
Restricted shares	Unvested restricted share awards will lapse	Subject to the discretion of the Committee, unvested restricted share awards will normally be retained by the individual for the remainder of the vesting period, remain subject to the underpin conditions and will ordinarily be subject to time pro-ration. Holding period terms will ordinarily continue to run until (or be set to expire on or no later than) the second anniversary of departure from employment, commensurate with the post-cessation shareholding requirement. However, in the case of the death of an executive, the Committee will determine the extent to which the unvested shares may be exercised within 12 months of the date of death.

COMPONENT OF PAY	VOLUNTARY RESIGNATION OR TERMINATION FOR CAUSE	DEPARTURE AS A 'GOOD LEAVER' OR IN OTHER SPECIFIC CIRCUMSTANCES INCLUDING ON AGREED TERMS
Options under Sharesave	As per HMRC regulations	As per HMRC regulations.
Other	None	Disbursements, such as legal costs and outplacement fees may be paid.

Note:

The Committee will have the authority to settle any legal claims against the Company, e.g. for unfair dismissal etc, that might arise on termination.

DIRECTORS' REMUNERATION REPORT continued

Differences in remuneration policy for executive directors and employees in general

The main difference in remuneration policy between the executive directors and employees in general is the split of fixed and performance related pay, such as bonus and long term incentives. Overall the percentage of performance related pay, in particular longer term incentive pay, is greater for the executive directors. This reflects that executive directors have more freedom to act and the consequences of their decisions are likely to have a broader and more far reaching time span of effect than those decisions made by employees with more limited responsibility. As a consequence only executive directors, Executive Committee members and other key employees (currently 28 people) are granted restricted share awards. Approximately 510 senior leaders are granted executive share option awards on an annual basis, which helps to provide a common focus for management in the Company's decentralised organisation structure. In most cases, the annual bonuses are related to the performance of individual operating units.

Bonus arrangements vary throughout the Group and are related to the specific role and the country in which the employee operates. The majority of bonus plans have quantitative targets, but the performance measures and targets vary according to each specific role. Sales representatives often have annual bonus payments which may be commission based.

When there is a critical mass of employees within a country to make it cost-effective to do so, to encourage wider employee share ownership, an all employee share plan may be offered. Currently plans are offered to all employees based in Australia, New Zealand, Canada, Germany, Ireland, the Netherlands, the US and the UK. In France, employees take part in profit sharing arrangements in accordance with local regulations.

Retirement and other benefits offered to employees across the Group differ according to the country in which the job is based and the function and seniority of the relevant role.

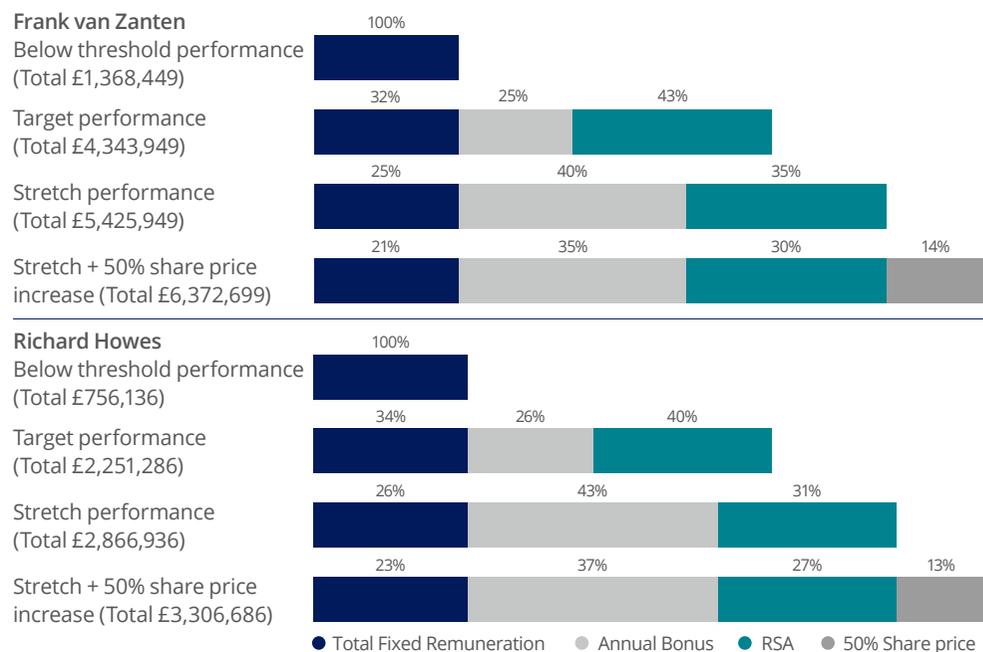
Statement of consideration of employment conditions elsewhere in the Group

The Committee is provided annually with information on the salaries and proposed increases for the Executive Committee members and other senior direct reports of the Chief Executive Officer, as well as data on the average salary increases for leadership teams in each region within the Group. In addition, the Committee reviews and agrees all grants of executive share options, performance share awards and restricted share awards.

The Committee considers the general basic salary increase within the geographical regions for the broader employee population when determining the annual salary increases for the executive directors and is cognisant of the Group's overall employment arrangements when reviewing and implementing the executive directors' remuneration policy. Members of the Committee held feedback sessions with employees in all regions and part of the discussion sought the employees' view on the executive remuneration approach and application. In addition, the Company monitors employees' views through regular employee surveys.

Remuneration scenarios

The remuneration package comprises both core fixed elements (base salary, pension and other benefits) and performance based variable elements (cash bonus, the DASBS and the LTIP). The structure of the remuneration packages for on-target and stretch performance for each of the two executive directors for 2026, in line with the remuneration policy, is illustrated in the bar charts below.



Notes

- a) Salary represents annual salary for 2026. Benefits such as a car allowance and private medical insurance have been included based on 2025 figures. In the case of Frank van Zanten benefits also include a hybrid working allowance.
- b) Stretch performance plus 50% share price increase shows the effect of a 50% growth in the Company share price on the value of the restricted share awards.
- c) Pension represents the value of the annual pension allowance for 2026 for Frank van Zanten and Richard Howes.
- d) Below threshold performance comprises salary, benefits, pension with no bonus award and for restricted share awards an assumption that zero will vest.
- e) Target performance comprises annual bonus awarded at target level (i.e. for 2026 at 100% of salary for Frank van Zanten and 87.5% of salary for Richard Howes comprised of half cash and half deferred shares under the DASBS) and for restricted share awards an assumption that 100% will vest.
- f) Stretch performance comprises annual bonus awarded at stretch level (i.e. for 2026 at 200% of salary for Frank van Zanten and 175% of salary for Richard Howes comprised of half cash and half deferred shares under the DASBS) and for restricted share awards an assumption that 100% will vest.

Jacky Simmonds
 Chair of the Remuneration Committee
 2 March 2026