TOMRA

Senior Executive Compensation Guidelines

Covering the Executive Leadership Team

TOMRA Group P&O
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Contents

1. Purpose of the Guidelines and Terms of Reference

The guideline is made in accordance with the Norwegian Public Limited Liability Companies Act Section 6-16a and related regulations. The term “senior executives” applies to the CEO and other members of the Executive Leadership Team (ELT). The guidelines should apply to contractual remuneration and changes made to already agreed remuneration.

The Board has appointed a Compensation and Organizational Development Committee (CODC), headed by the Board Chair, to monitor decisions on matters regarding remuneration, terms and conditions for senior executives.

The purpose of this policy is to ensure the integrity of the executive compensation structure through a common method for addressing executive compensation. A successful implementation of TOMRA’s business strategy and the protection of TOMRA’s long-term interests, including its sustainability, requires that the company can attract and retain great leaders.

The Board of Directors may, based upon recommendation from the CODC, decide to temporarily deviate from the guidelines in full or in part if there are grounds for such a decision on a case-by-case basis and a deviation is necessary to ensure TOMRA’s long-term interests, including its sustainability, or to ensure the Company’s economic viability.

Deviation from this Remuneration Policy shall be reported in the Remuneration Report for the relevant year.

2. Total Target Compensation

2.1 Salary Review Cycle

TOMRA´s Annual Review Cycle for senior executives has a review date on January 1st.

2.2 Senior Executive Rewards

The CEO’s remuneration package and any adjustments thereof, are proposed by the CODC and approved by the Board. The remuneration packages for the other senior executives, including adjustments of these, are proposed by the CEO and approved by the CODC.

Salary and other employment terms for senior executives shall be competitive to ensure that TOMRA can attract and retain skilled leaders. The remuneration structure shall reflect factors as position, expertise, experience, conduct and performance.

Salary includes both fixed and variable elements. The fixed salary should reflect the individual’s area of responsibility and performance over time. The variable pay consists of a short-term incentive based upon on the achievement of specific performance targets by TOMRA Group and/or the respective manager’s unit and a long-term incentive linked to EPS performance. Principles for remuneration shall be allowed to vary in accordance with local conditions and the remuneration is benchmarked against comparable companies at regular intervals.

In addition to fixed and variable salary, other benefits such as company car or car allowance, health insurance, interest-free loans, internet, and telephone might be provided. The total value of these benefits should be modest and only account for a limited part of the total remuneration package.

Additional cash variable remuneration may be paid in extraordinary situations, assuming that such extraordinary arrangements only are made at the individual level either with the aim of recruiting or keeping senior executives or as compensation for extraordinary tasks performed in addition to regular tasks, including discretionary payments for long-serving senior executives at resignation. These payments are limited to a maximum of 200% of the annual base salary.

3. Senior Executive Incentive Plans

3.1 Short Term Incentive Plan (STIP)

STIP is TOMRA's annual short term incentive plan. It is designed with a combination of financial targets (such as Earnings per share (EPS), Revenue, EBITA and Working Capital), Business related activities (such as milestone targets) and targets related to People and Planet (such as Diversity, Employee Engagement, Safety and CO2 reduction). Targets set under STIP shall support the delivery of the Group's annual business plans and its long-term strategic plan. The outcome of the STIP will be known when TOMRA's annual results are available. Payment will be made as soon as practical after the announcement of the annual results, typical in March of the following year. The STIP shall not exceed 50% of the fixed annual salary.

3.2 Long Term Incentive Plan (LTIP)

The Board has established a Long Term Incentive Plan, where management is incentivized based upon achievements in Earnings Per Share (EPS). The plan is subject to yearly renewals, at CODC's discretion. Participation in a plan, will not give any automatic right to participate in eventual upcoming plans.

The targets are established as intervals, where the participants can earn from 30 percent (if the minimum target is met) up to 100 percent (if the maximum target is met) of up to one year's salary. The plan is consequently capped at one year's salary for CEO, CFO and P&L EVPs and 50% of one year's salary for other ELT members. To safeguard alignment with TOMRA's long-term strategy and the shareholders' interest, 25 percent of earnings before tax must be invested in TOMRA shares and kept for at least three years.

The plan has claw back clauses and can be cancelled at any time by the CODC at its own discretion.

With a significant part of the total variable compensation linked to improvement in earnings, there are limited risk of payouts in situations where the company does not perform.

3.3 General

Senior executives can participate in TOMRAs share purchase program at the same terms as all other employees.

4. Pension Plan

Senior executives participate in the same pension plans as other employees within the unit in which they are employed. For senior executives there could be established separate agreement on payments to individual defined contribution plans. If such agreements are established, the benefit should not exceed 20% of total base salary.

5. Notification Period

The notification period for senior executives is three to six months. The CEO and the CFO are entitled to 6 months severance pay following termination by the company.

6. Change Log

Version	Responsible	Date	Approved by	Change details
V 2022	CEO	April 2023	AGM	- Notification period updated - Pension plan guidelines updated - Severance plan updated
V 2023	EVP P&O	April 2024	Pending	- Format changes for better structure & transparency - Total Target compensation: Regular Review circle and limit for extraordinary payments added - Executive Incentives: Short term incentive plan elements updated, Long term incentive plan CFO cap changed

Appendix: CURRENT VERSION OF SENIOR EXECUTIVE COMPENSATION GUIDELINES

The guidelines are made in accordance with the Norwegian Public Limited Liability Companies Act Section 6-16a and related regulations. The term "senior executives" applies to the CEO and other members of the Executive Leadership Team (ELT). The guidelines should apply to contractual remuneration and changes made to already agreed remuneration.

A successful implementation of the Company's business strategy and the protection of the Company's long-term interests, including its sustainability, requires that the Company can recruit and keep qualified employees.

Salary and other employment terms for senior executives shall therefore be competitive to ensure that TOMRA can attract and retain skilled leaders. Salary should include both fixed and variable elements. The fixed salary should reflect the individual's area of responsibility and performance over time. Principles for remuneration shall be allowed to vary in accordance with local conditions. The remuneration structure shall be based on such factors as position, expertise, experience, conduct and performance. The short-term incentive (yearly bonus) shall not exceed 50% of the fixed annual salary and be based on the achievement of specific performance targets by TOMRA Group and/or the respective manager's unit. The remuneration is benchmarked against comparable companies.

The Board has appointed a Compensation and Organizational Development Committee, headed by the Board Chair, to monitor decisions on matters regarding remuneration, terms and conditions for senior executives. The performance goals for the CEO are proposed by the Board Chair and approved by the Board. Goals for the other senior executives are determined by the CEO and approved by the and Organizational Development Compensation Committee. The goals are operational and related to financial targets, such as increase in revenues, improvement in profit (EBITA or EPS), return on capital employed, order intake and other market related performance objectives.

The CEO's remuneration package and any adjustments thereof, are agreed between the CEO and the Board Chair and approved by the Board. The remuneration packages for the other senior executives, including adjustments of these, are agreed between the CEO and the respective manager. The terms of these agreements are approved by the Compensation and Organizational Development Committee.

Currently, the Board has established a Long-Term Incentive Plan (LTIP), where management is incentivized based upon improvements in Earnings Per Share (EPS). The plan is subject upon yearly renewals, based upon the Board's discretion. Participation in a plan, will not give any automatic right to participate in eventual upcoming plans.

The targets are established as intervals, where the participants can earn from 30 percent (if the minimum target is met) up to 100 percent (if the maximum target is met) of up to one year's salary. The plan is consequently capped at one year's salary for CEO and P&L EVPs and 50% of one year's salary for other ELT members. To safeguard alignment with TOMRA's long-term strategy and the shareholders' interest, 25 percent of earnings before tax must be invested in TOMRA shares and kept for at least three years. The plan has relevant claw back clauses and can be cancelled at any time by the Compensation and Organizational Committees at its own discretion.

With a significant part of the total variable compensation linked to improvement in earnings, there are limited risk of payouts in situations where the company does not perform.

In addition to fixed and variable salary, other benefits such as company car/car allowance, health insurance, interest-free loans, newspaper and telephone might be provided. The total value of these benefits should be modest and only account for a limited part of the total remuneration package.

Senior executives participate in the same pension plans as other employees within the unit in which they are employed. For senior executives there could be established separate agreement on payments to individual defined contribution plans. If such agreements are established, the benefit should not exceed 20% of total base salary.

There are no agreements for compensation in relation to early retirement.

The notification period for senior executives is three to six months, except for members employed in the US, where fixed length contracts may be utilized (currently none). The CEO and the CFO are entitled to 6 months severance pay following termination by the company.

Senior executives can participate in TOMRA's share-saving program at the same terms as all other employees.

Additional cash variable remuneration may be paid in extraordinary situations, assuming that such extraordinary arrangements only are made at the individual level either with the aim of recruiting or keeping senior executives or as compensation for extraordinary tasks performed in addition to regular tasks, including discretionary payments for long-serving managers at resignation.

The Board of Directors may, based upon recommendation from the Compensation and Organizational Development Committee, decide to temporarily deviate from the guidelines in full or in part if there are grounds for such a decision on a case-by-case basis and a deviation is necessary to ensure the Company's long-term interests, including its sustainability, or to ensure the Company's economic viability. Deviation from this Remuneration Policy shall be reported in the Remuneration Report for the relevant year.