

REMUNERATION REPORT

1. Terms of reference and membership

During the financial year end 31 January 2026 (FY 2026), the Remuneration and Corporate Governance Committee (RCGC) was composed of three non-executive Directors (Marcantonio Stagno d'Alcontres (Chairman), Roderick Chalmers and Matthew Marshall) together with Louis A. Farrugia, the Chairman of the Board. The Committee met four times during the year, with all four members in attendance at each meeting.

In terms of the Remuneration Policy of the Group, the RCGC is responsible for reviewing and approving all remuneration packages of Executive Directors and Non-Executive Directors. The Remuneration Policy was approved by Shareholders at the 77th Annual General Meeting held on 27 June 2024 and can be found on the Group's website www.farsons.com. Any material amendment to the Remuneration Policy shall be submitted to a vote by the Annual General Meeting before adoption and shall in any event be subject to confirmation at least every four years. The RCGC is also responsible for drawing up and proposing to the Company's Board of Directors any amendments thought necessary to the Remuneration Policy for consideration and approval.

As provided in the Remuneration Policy, the recommendations of the RCGC are submitted to the full Board for consideration and final approval. Individual Executive Directors recuse themselves from any participation in Board discussions concerning their own remuneration as appropriate.

2. Remuneration strategy and policy

The strategy of the Farsons Group is founded on creating and nurturing world class brands which inspire the trust and loyalty of consumers; championing customer relationships and building meaningful partnerships; engaging talent and empowering employees to deliver sustainable and quality driven operations; connecting with the community and embracing our social and environmental responsibilities; providing a fair return to shareholders so as to ensure long-term investment and profitable growth. It is believed that it is through the implementation and observance of the above principles that the Group will accomplish the vision of growing its local and international business within the beverage sector.

In order to achieve the above strategic outcomes, it is necessary that the Farsons Group attracts, retains and motivates the best talent at all levels – from the most recently recruited trainee to members of the Board of Directors.

In order to be successful in this quest of attracting, retaining and motivating best in class talent, it is essential that the Group's Remuneration Policy provides market-competitive salaries and related benefits by reference to those provided by other entities operating in relevant and comparative market sectors in what is becoming an increasingly competitive environment. There is therefore a clear synthesis in the pay structures of the wider workforce and executives across the Group, and the Board believes that this approach serves the best long-term interests of all stakeholders.

The above principles apply equally to Remuneration Policy insofar as Directors are concerned. However, there is a need to distinguish between Executive and Non-Executive Directors, and further details are provided below.

3. Remuneration policy – Executive Directors

Executive Directors are members of the Board who also have an executive role in the day-to-day management of the Company and the Group. Apart from Mr Louis A. Farrugia and Mr Michael Farrugia, for the purposes of this Remuneration Report and pursuant to Capital Markets Rule 12.2A, the Group Chief Executive Officer is considered to be an Executive Director of the Company.

Insofar as Executive Directors are concerned, remuneration is made up of the following components:

- (a) **Fixed Pay** - Fixed or Base salary (including statutory bonus) - these are established by reference to the role, skills and experience of the individual concerned and appropriate market comparatives.
- (b) **Variable Pay** - which is made up of two components as follows:
 - i. **Performance bonus** - a variable component established by reference to the attainment or otherwise of pre-established quantitative targets. Quantitative goals could include pre-set profit, EBITDA and/or sales targets.
 - ii. **Discretionary bonus** - also a variable component, established by reference to the evaluation of qualitative goals which are reviewed from time to time. Typically, targets are directed towards the long-term interest and sustainability of the Group and could include the effective implementation of specific business initiatives and capital expenditure programmes, environmental and other CSR/ESG goals and staff retention initiatives.

The variable components to the remuneration awarded to Executive Directors are established from year to year and the quantitative and qualitative targets included therein would change from time to time depending on the circumstances of the business and the then prevailing commercial environment.

There are no pre-set fixed relationships between fixed and variable remuneration, and these would vary between Executive Directors (and indeed senior management). Whereas quantitative awards are usually formulaic in their calculation, discretionary and qualitative awards necessarily involve the application of subjective judgment.

Other provisions that form part of the Remuneration Policy include the following:

- Claw Backs – there are no claw back provisions in place in respect of variable salary awards.
- Benefits – which would comprise those benefits normally available to senior executives comprising principally (a) the provision of a suitable (taxed and insured) company car, (b) standard executive health insurance and life assurance cover, (c) mobile phone and allowance (d) other incidental benefits. Executive Directors also receive an expense allowance in reimbursement of certain expenses incurred in the execution of their respective roles and duties.
- Fees - Executive Directors are also entitled to receive the fixed Director's fee payable to all Directors in their capacity as members of the Board (see below). This component is payable from the aggregate amount of emoluments approved by the Shareholders in General Meeting.
- Share Option schemes – to date it has not been the policy of the Group to introduce any form of share option scheme or other executive share awards.

The Board believes that the above components of Executive Director remuneration serve to contribute to the realization of the Group's long-term strategy and interest, and also serve to secure alignment between the interests of the Executive Directors and that of the Shareholders.

Members of the Board of Directors appointed under the provisions of Article 95 retire from office at least once every three years but remain eligible for re-appointment. Those members of the Board elected under the provisions of Article 96 shall retire from office at the end of the next Annual General Meeting following their election, and also remain eligible for re-election. With the exception of the Group Chief Executive (GCE), Executive Directors are all engaged without fixed term contracts. In terms of current labour regulations all are regarded as employees on indefinite contracts. Subject to satisfactory performance, the GCE is engaged on a (renewable) fixed term contract.

With the exception of the Executive Chairman, no long-term pension plans are in place. Insofar as the Executive Chairman is concerned, in view of his 50+ years of service to the Group, the Board has (on the recommendation of the RCGC) approved arrangements whereby his wife would receive a deferred lifetime annuity in the sum of approximately €60,000 per annum in the event that the Chairman pre-deceases her.

4. Remuneration policy – Non-Executive Directors

Non-Executive Directors are those members of the Board who do not have a role in the day-to-day executive management of the Company and the Group. Remuneration for Non-Executive Directors is determined by the Board of Directors as a whole and takes into account the skills required and those levels prevailing in the market for entities of a similar size and complexity.

The aggregate remuneration payable to Non-Executive Directors is approved by Shareholders in General Meeting pursuant to Article 81(1) of the Articles of Association of the Company and has two components:

- A fixed or base Director's fee which is established by reference to those levels prevailing in the market for entities of a similar size and complexity.
- A Board Committee fee for membership of the various established Board Committees. These Board Committee fees vary between Committees depending upon the relative workload and time commitment involved, and the skill sets, experience and professional knowledge required for the particular Committee concerned.
- From time-to-time circumstances arise whereby the Board of Directors (or members thereof) are faced in a particular year with significantly higher and more complex workloads than would be the norm. Board members have in the past been awarded an additional fixed fee on an exceptional basis in recognition of these circumstances. Such additional awards would fall to be within the aggregate amount approved by the Shareholders in general meeting in terms of Article 81(1) of the Articles of Association of the Company.

Non-Executive Directors are not entitled to any contractual pension, termination or retirement benefits. However, they may be reimbursed certain expenses incurred in the discharge of their responsibilities and receive a fixed 'use of car' allowance.

5. Remuneration – Directors and Group Chief Executive

The following tables provide a summary of the remuneration for the years ended 31 January 2026, 2025, 2024, 2023 and 2022, for each individual Director and for the Group Chief Executive.

			Board & Committee Fees	Other	Fixed Pay	Variable Pay	Benefits & Allowances		Aggregate
			€	€	€	€	€		€
Directors' Emoluments - Year ended 31 January 2026									
Louis A Farrugia	Executive Chairman		25,000		73,514	75,000	45,000	**	218,514
Norman Aquilina	Group Chief Executive				200,020	155,000	20,450	**	375,470
Michael Farrugia	Chief Executive Officer Designate	*	30,000		150,020	61,500		**	241,520
Marcantonio Stagno d'Alcontres	Vice-Chairman – Non-Executive		27,000			17,000	12,500		56,500
Roderick Chalmers	Non-Executive	*	34,582	80,000			9,238		123,820
Max Ganado	Non-Executive	*	33,000			16,500		**	49,500
Marina Hogg	Non-Executive		26,000			16,500	9,238		51,738
Matthew Marshall	Non-Executive	*	31,000			16,500	9,571		57,071
Neil Psaila	Non-Executive	*	30,582			16,500	9,238		56,320

*includes subsidiary Board fees **Company car provided

(a) the above table includes the remuneration and related benefits awarded to members of the Board of Directors and of the Group Chief Executive (GCE). Board related emoluments included in the above table requiring Shareholder approval under Article 81 total €370,211 (approved limit = €750,000.)

			Board & Committee Fees	Other	Fixed Pay	Variable Pay	Benefits & Allowances		Aggregate
			€	€	€	€	€		€
Directors' Emoluments - Year ended 31 January 2025									
Louis A Farrugia	Executive Chairman		25,000		73,244	75,000	45,000	**	218,244
Norman Aquilina	Group Chief Executive				187,535	140,000	13,750	**	341,285
Michael Farrugia	Deputy Chief Executive - Beverage Business	*	29,500		103,726	52,500	25,000	**	210,726
Marcantonio Stagno d'Alcontres	Vice-Chairman – Non-Executive		27,000			15,000	12,500		54,500
Roderick Chalmers	Non-Executive	*	33,667	60,000			6,000		99,667
Max Ganado	Non-Executive	*	28,917			15,000		**	43,917
Marina Hogg	Non-Executive		26,000			15,000	6,000		47,000
Matthew Marshall	Non-Executive	*	31,000				6,000		37,000
Neil Psaila	Non-Executive	*	33,167				6,000		39,167
Marcus John Scicluna Marshall - up to 9 November 2023	Non-Executive					11,548			11,548
Justine Pergola - up to 9 November 2023	Non-Executive					11,548			11,548

*includes subsidiary Board fees **Company car provided

(a) the above table includes the remuneration and related benefits awarded to members of the Board of Directors and of the Group Chief Executive (GCE). Board related emoluments included in the above table requiring Shareholder approval under Article 81 total €337,250 (approved limit = €750,000.)

			Board & Committee Fees	Other	Fixed Pay	Variable Pay	Benefits & Allowances		Aggregate
			€	€	€	€	€		€
Directors' Emoluments - Year ended 31 January 2024									
Louis A Farrugia	Executive Chairman		24,000		72,611	75,000	45,000	**	216,611
Norman Aquilina	Group Chief Executive				180,056	145,000	8,250	**	333,306
Michael Farrugia	Deputy Chief Executive - Beverage Business	*	29,667		101,083	56,288	25,000	**	212,038
Marcantonio Stagno d'Alcontres	Vice-Chairman – Non-Executive		27,000			15,000	12,500		54,500
Roderick Chalmers	Non-Executive		31,333	60,000			6,000		97,333
Max Ganado	Non-Executive		26,917			15,000		**	41,917
Marina Hogg	Non-Executive		26,667			15,000	6,000		47,667
Marcus John Scicluna Marshall - up to 9 November 2023	Non-Executive	*	24,823			15,000	5,136		44,959
Justine Pergola - up to 9 November 2023	Non-Executive		21,399			15,000		**	36,399
Matthew Marshall - from 9 November 2023	Non-Executive	*	9,533				848		10,381
Neil Psaila - from 9 November 2023	Non-Executive	*	11,674				848		12,522

*includes subsidiary Board fees **Company car provided

(a) the above table includes the remuneration and related benefits awarded to members of the Board of Directors and of the Group Chief Executive (GCE). Board related emoluments included in the above table requiring Shareholder approval under Article 81 total €322,344 (approved limit = €750,000.)

		Board & Committee Fees	Other	Fixed Pay	Variable Pay	Benefits & Allowances	Aggregate	
		€	€	€	€	€	€	€
Directors' Emoluments - Year ended 31 January 2023								
Louis A Farrugia	Executive Chairman	25,000		72,083	60,000	45,000	**	202,083
Norman Aquilina	Group Chief Executive			165,555	133,000	11,000		309,555
Michael Farrugia	Deputy Chief Executive - Beverage Business	* 30,583		93,326	30,500	22,084	**	176,493
Marcantonio Stagno d'Alcontres	Vice-Chairman - Non-Executive	28,500			10,000	12,500		51,000
Roderick Chalmers	Non-Executive	31,500	40,000			6,000		77,500
Max Ganado	Non-Executive	29,000			10,000		**	39,000
Marina Hogg	Non-Executive	27,500			10,000	6,000		43,500
Marcus John Scicluna Marshall	Non-Executive	* 32,000			10,000	6,000		48,000
Justine Pergola	Non-Executive	23,633					**	23,633

*includes subsidiary Board fees **Company car provided

(a) the above table includes the remuneration and related benefits awarded to members of the Board of Directors and of the Group Chief Executive (GCE). Board related emoluments included in the above table requiring Shareholder approval under Article 81 total €318,216 (approved limit = €750,000.)

		Board & Committee Fees	Other	Fixed Pay	Variable Pay	Benefits & Allowances	Aggregate	
		€	€	€	€	€	€	€
Directors' Emoluments - Year ended 31 January 2022								
Louis A Farrugia	Executive Chairman	26,000		71,957	67,000	45,000	**	209,957
Norman Aquilina	Group Chief Executive			160,520	133,000	11,000		304,520
Michael Farrugia	Executive - Operation & Business Development	* 31,000		85,575	29,500	20,000	**	166,075
Marcantonio Stagno d'Alcontres	Vice-Chairman - Non-Executive	30,000			10,000	12,500		52,500
Roderick Chalmers	Non-Executive	31,000	40,000			6,000		77,000
Max Ganado	Non-Executive	31,000			10,000		**	41,000
Christiane Ramsay Pergola	Non-Executive (deceased 25.11.2021)	18,750					**	18,750
Marina Hogg	Non-Executive	28,000			10,000	6,000		44,000
Marcus John Scicluna Marshall	Non-Executive	* 35,000			10,000	6,000		51,000
Justine Pergola	Non-Executive (appointed 13.01.2022)	1,600					**	1,600

*includes subsidiary Board fees **Company car provided

(a) the above table includes the remuneration and related benefits awarded to members of the Board of Directors and of the Group Chief Executive (GCE). Board related emoluments included in the above table requiring Shareholder approval under Article 81 total €322,850 (approved limit = €750,000.)

In terms of the requirements within Appendix 12.1 of the Capital Markets Rules, the annual change of remuneration over the five most recent financial years were as follows:

	FY2026 change over FY 2025	FY2025 change over FY 2024	FY2024 change over FY 2023	FY2023 change over FY 2022
Directors and Group Chief Executive	10%	1%	14%	0%
Average Employee Remuneration - Company	6%	8%	7%	10%
Performance of the Company - EBITDA	11%	1%	-2%	22%

6. Shareholder involvement

Pursuant to Article 81 of the Memorandum and Articles of Association of the Company, remuneration (emoluments) payable to Directors with regard to their membership of the Board of Directors is always subject to the maximum aggregate limit approved by the Shareholders in General Meeting. This amount was fixed at an aggregate sum of €750,000 per annum at the 69th Annual General Meeting held on 28 June 2016.

Whereas remuneration paid to Executive Directors by virtue of their executive office (as opposed to their membership of the Board) is

not subject to the maximum aggregate limit stipulated under Article 81 as described above, with effect from FY 2022 and pursuant to the requirements of Capital Markets Rules, the Remuneration Report of the Company shall form part of the Annual Report and shall provide full details of remuneration paid to all Directors. In accordance with Capital Markets Rule 12.26L and 12.26M, the Remuneration Report will be subjected to an advisory vote by the Shareholders at each Annual General Meeting and shall be made available on the Company's website for a period of 10 years following the meeting.

7. Senior Management Remuneration

For the purposes of this Remuneration Report, “Senior Management” shall mean all members of the Group Senior Management Board as disclosed in this Annual Report. Additionally, Mr Gordon Naudi, General Manager Food Chain Limited and Mr Sean Portelli, General Manager Quintano Foods Limited were part of the Group Senior Management Board up to 9 September 2025. The Group’s Human Resources department (in consultation with the Chairman and Chief Executive) is responsible (apart from normal staff administration and training and upgrading of proficiency of technical and managerial personnel and workforce in general), for carrying out regular reviews of the compensation structure pertaining to senior management in the light of the Group’s performance, economic situation and market trends. One of the main objectives is to recruit and retain executives of high professional standards and competence, who can enhance the Group’s performance and assure the best operational and administrative practices.

The Group’s Chairman and Chief Executive make recommendations periodically to the RCGC and/or the Board on the remuneration packages, including bonus arrangements, for achieving pre-determined targets.

The RCGC is required to evaluate, recommend and report to the Board on any proposals made relating to senior management remuneration and conditions of service. The Committee considers that the current executive management remuneration packages are based upon the appropriate local market equivalents and are fair and reasonable for the responsibilities involved.

The Committee also believes that the remuneration packages are such as to enable the Company to attract, retain and motivate executives having the appropriate skills and qualities to ensure the proper management of the organisation.

The Committee is also charged with considering and determining any recommendations from management on requests for early retirement.

The terms and conditions of employment of senior executives are set out in their respective contracts of employment with the Company. As a general rule such contracts do not contain provisions for termination payments and/or other payments linked to early termination.

Senior management is eligible for an annual performance bonus which is linked to agreed performance targets and their achievement. The RCGC is of the view that the relationship between fixed and variable remuneration and performance bonus are reasonable and appropriate. There are no claw-back provisions in respect of variable salary awards.

There are no executive profit sharing, share options or pension benefit arrangements in place. Non-cash benefits to which Senior Management are entitled comprise those normally available to senior executives including the provision of a suitable taxed and insured company car, standard executive health and life assurance cover, a mobile phone package and other incidental corporate benefits.

The total emoluments relating to the Group Senior Management Board members were as follows:

	Fixed Pay	Variable Pay	Benefits & Allowances	Aggregate
	€	€	€	€
Senior Management Remuneration – year to 31 January 2026				
Senior Management Remuneration	1,027,358	459,405	36,298	1,523,062
Senior Management Remuneration – year to 31 January 2025				
Senior Management Remuneration	1,063,821	397,000	54,950	1,515,771
Senior Management Remuneration – year to 31 January 2024				
Senior Management Remuneration	1,044,751	363,097	48,937	1,456,785
Senior Management Remuneration – year to 31 January 2023				
Senior Management Remuneration	844,745	298,910	113,048	1,256,702
Senior Management Remuneration – year to 31 January 2022				
Senior Management Remuneration	721,094	285,720	105,727	1,112,541

All of the above tables include the remuneration and related benefits awarded to the members of the Group Senior Management Board (SMB).

8. Contents of the Remuneration Report

The contents of the Remuneration Report have been reviewed by the external Auditors to ensure that it conforms with the requirements of Appendix 12.1 to Chapter 12 of the Capital Markets Rules.