

ARYZTA AG

Schlieren/Switzerland, 01 November 2021

ARYZTA AG ('ARYZTA') announces further information for shareholders in relation to Resolutions 1.2 and 7.1 proposed at the upcoming 2021 AGM to be held on 17 November, 2021.

In relation to Resolution 1.2, ISS has recommended against the 2021 Compensation Report in summary on the basis of limited disclosure surrounding variable performance targets and corresponding payouts made without compelling rationale.

ARYZTA notes that as a result of changes made at executive level whereby the ExCo reduced from 8 members to 3 (one of the 8 having resigned), it was obliged, due to legacy arrangements which were put in place prior to the tenure of the current Chair of the Remuneration Committee and the Interim CEO, to make payments (labelled "ex gratia" payments in the compensation report) during the last financial year to some of the now former executives.

These payments relating to loss of office were not discretionary in nature but due and payable in line with Irish law and permitted under Swiss law. The changes in the ExCo were necessary and time was of the essence to simplify the structure and move the company to a sustainable and lower cost organisation.

ARYZTA also made payments to ensure business stability and continuity to recognise the strong contribution and performance of key people during this period of significant transition. In relation specifically to the payment made to the Interim CEO, ARYZTA confirms that this was a performance-based assessment using Group underlying EBITDA and Group Net Debt: underlying EBITDA ratio and both metrics exceeded targets significantly.

In relation to Resolution 7.1, ISS has recommended against this Resolution on the basis that it would make the AGM less accessible for international shareholders and "will be exacerbated by the removal of the translation service".

ARYZTA confirms that the translation service will continue to be made available with all presentations displayed in both English and German. Investor communication will also continue to be in English and the invitation for the AGM will continue to be distributed in both German and English.

The proposed change to the Articles is simply to allow the Chair flexibility in terms of language to address shareholders, to align the Articles of Association with Swiss peers and to take into account that the prevailing majority of shareholders that have participated in person at ARYZTA's general meetings in the past have been German speaking shareholders. The inclusion of shareholders and their views remain key priorities of the Chair and the Board and the 2021 AGM will be streamed live, given that COVID-19 concerns may deter shareholders from attending in person.