

COMPENSATION & ORGANIZATIONAL DEVELOPMENT COMMITTEE CHARTER FOR TOMRA SYSTEMS ASA

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1. PURPOSE

1.1. The Compensation & Organizational Development Committee is appointed by, and reports to, the Board of Directors of TOMRA Systems ASA (“Company”) and shall be the preparatory body related to compensation matters that the Board of Directors will decide. The Compensation & Organizational Development Committee supports the Board of Directors in the administration and execution of its responsibilities within the TOMRA Group in accordance with:

- Determine the company’s compensation policy
- Determine the Group CEO terms and conditions
- Determine any share option programs, bonus programs for the senior leadership team and relevant pension programs
- Consider methods for evaluating the remuneration and other incentive plans for Executive Management
- Monitor leadership planning, development, and succession
- Prepare and facilitate the Board’s consideration of other compensation cases that it receives.

1.2. The Board of Directors has delegated decision-making on the remaining compensation issues to the Group CEO.

2. ORGANIZATION

2.1. The Compensation & Organizational Development Committee shall consist of at least two members of the Board of Directors, each of whom are independent of management and the Company and are nominated for a period of one year. The Board of Directors shall appoint one member of the Compensation & Organizational Development Committee as Chair of the committee.

2.2. Group EVP P&O shall function as the Committee’s secretary.

- 2.3. Group CEO can be part of the Committee but shall not process or make decisions on its own remuneration.

3. MEETINGS

- 3.1. The Compensation & Organizational Development Committee shall meet at least twice a year, or as often as the Committee finds necessary.
- 3.2. The Group CEO shall attend all Compensation & Organizational Development Committee meetings.
- 3.3. Representatives from the Company will attend in the Committee's meetings upon request.

4. RESPONSIBILITIES

- 4.1. The Compensation & Organizational Development Committee's primary responsibilities include:
 - 4.1.1. Discuss guidelines for remuneration and evaluate the overall remuneration principles.
 - 4.1.2. Present the remuneration principles to the Board of Directors and Nomination Committee for approval.
 - 4.1.3. Review and assess succession planning and talent development activities.
 - 4.1.4. Review the status of overall employee satisfaction.
 - 4.1.5. Monitor and prepare for approval of share option programs if any.
 - 4.1.6. Review the Remuneration Report before General Meeting approval and publishing.

5. AUTHORITY

- 5.1. The Compensation & Organizational Development Committee is entitled to inquire about all activities and matters related to the Company's business which are necessary for the Committee to fulfil its mandate. The Compensation & Organizational Development Committee also has the right to demand access to information, facilities, and personnel. The Compensation & Organizational Development Committee can carry out any investigations considered necessary to perform its duties and may employ external consultants in this regard.

6. REPORTING

- 6.1. Minutes of Compensation & Organizational Development Committee meetings shall be made available to all Board members as soon as possible, and no later than at the next upcoming Board meeting and the Chair of the Compensation & Organizational Development Committee shall report on the issues which have been assessed at the previous Compensation & Organizational Development Committee meeting in the same Board meeting.
- 6.2. The Compensation & Organizational Development Committee shall report to the Board annually, including an overall assessment of compensation plan including bonus and share option programs, succession plan, and talent development. The Board may, at any time, require a more detailed oral or written report from the Compensation & Organizational Development Committee.

7. LIMITATION

- 7.1. The Compensation & Organizational Development Committee is responsible only to the Board of Directors in connection with the execution of its duties. The Board has the complete and sole responsibility for the duties of the Compensation & Organizational Development Committee.