



ZOTEFOAMS

## Disclosure under section 430(2B) of the Companies Act 2006

### 1. Background

As announced on 3 March 2025, Gary McGrath will retire from his role as Group CFO of Zotefoams plc (the "**Company**") during 2025. Gary will remain in his existing role until 31 October 2025, or longer if required, as part of a managed succession process. He will then be on garden leave for the remainder of his notice period which ends on 28 February 2026.

As required under section 430(2B) of the Companies Act 2006, details of the associated remuneration payments made or to be made to him are set out below.

### 2. Salary, bonus and benefits

Salary, benefits and pension will continue to be paid until the end of his notice period on 28 February 2026. Gary will not receive any payment in lieu of notice. He retained his entitlement to a bonus for 2024, given he was in employment for the whole performance year. The bonus outcome is set out on pages 89 to 90 of the 2024 Annual Report. He is also entitled to receive a bonus for the 2025 financial year, pro-rated for this active service up to 31 October 2025. He will not receive a bonus for the period spent on garden leave. His 2025 bonus outcome will be calculated on the same basis as other participants and paid in line with the usual timeframes; the outcome will be disclosed in the 2025 Directors' Remuneration report.

### 3. Share based awards

Gary holds outstanding awards under the Company's Long Term Incentive Plan 2017 (the "**LTIP**"), Deferred Bonus Share Plan 2017 (the "**DBSP**") and the Approved Share Option Plan (the "**ASOP**") (together, the "**Awards**"). In accordance with the rules of the LTIP and DBSP, as applicable:

- (a) in relation to his DBSP Awards, the Remuneration committee of the Board of **Directors (the "Remuneration Committee")** will exercise its discretion under Rule 10.1 of the rules of the DBSP such that he is treated as a Good Leaver and his outstanding DBSP Awards shall continue to vest on the relevant vesting dates for those awards;
- (b) in relation to his ASOP Awards, the Remuneration committee will exercise its discretion under Rule 6.3 of the rules of the ASOP such that he is treated as a Good Leaver and his vested ASOP Awards must be exercised within 6 months of cessation of employment, by 28 August 2026;
- (c) in relation to his LTIP Awards granted in 2023 and 2024, the Remuneration Committee will exercise its discretion under Rule 11.2 of the rules of the LTIP such that he is treated as a Good Leaver and his LTIP Awards shall continue to vest on the relevant vesting dates for those awards save that the number of ordinary shares that vest will be reduced on a time-served pro-rated basis.

Any outstanding Awards, together with any earlier awards which may have vested and any bonus payments will remain subject to any malus or clawback provisions to which such awards/bonuses are subject, as set out in the rules of the LTIP, the DBSP and/or bonus under which the awards and bonuses were granted or otherwise made.

Recognising his continued contribution during 2025, Gary will be granted a LTIP award in 2025 in line with the LTIP rules, save that the number of ordinary shares that vest will be reduced on a time-served pro-rated basis.



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### 4. Other payments

A contribution of £3,000+VAT was made toward Gary's legal fees in relation to the settlement agreement.

There are no other remuneration payments or payments for loss of office in relation to Gary stepping down as a Director of the Company and the arrangements set out above are in line with the existing Directors' Remuneration Policy approved by the Company's shareholders at the annual general meeting held on 24 May 2023 (the "**Remuneration Policy**").

### 5. Share retention policy

Under the Company's share retention policy set out in the Remuneration Policy, Gary is required to maintain minimum, specified holdings of the Company's ordinary shares for the period of two years from ceasing to be an employee of the Company. It has been agreed that this period of retention will commence from the date that Gary ceases to be a Director of the Company.

### 6. Further information

The relevant remuneration details relating to Gary McGrath will be included in the Directors' Remuneration report in the Annual Report and Accounts for the year ended 31 December 2025. In accordance with section 430(2B) of the Companies Act 2006, the information contained in this disclosure will be made available on the Company's website until the publication of that report.

**Dated: 22 April 2025**