
REMUNERATION POLICY

TERRA INNOVATUM GLOBAL N.V.

dated as of 16 November 2026

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1 Introduction

- 1.1 This remuneration policy (**Remuneration Policy**) was adopted by the general meeting (**General Meeting**) of Terra Innovatum Global N.V. (**Company**) upon the proposal of the board of directors of the Company (**Board**) on 16 November 2026.
- 1.2 Pursuant to the articles of association of the Company, the remuneration of the members of the Board (**Directors** and each a **Director**, including both **Executive Directors** and **Non-Executive Directors**) shall be determined by the Board, with due observance of the Remuneration Policy. Executive Directors shall not participate in the deliberations and decision-making regarding the determination of the remuneration of the Executive Directors.
- 1.3 This Remuneration Policy is aimed at attracting, motivating and retaining highly qualified appointees to the Board, who possess the necessary leadership qualities and the requisite skills and experience in the various facets of the Company's business, while also providing enough flexibility to tailor remuneration practices to a specific situation. The Remuneration Policy aims to ensure that the interests of the Directors are closely aligned to those of the Company's stakeholders, including the shareholders, and focuses on the sustainable long-term value creation by the Company and its affiliated enterprise.
- 1.4 Whilst it is important for the Company to reward achievement against strategic targets, the remuneration structure has been designed so that Directors are not encouraged to act in their own interest, nor to take risks that are not in keeping with the Company's strategy and the risk appetite that has been established.
- 1.5 The Board will evaluate the objectives and structure of this Remuneration Policy on a regular basis, to ensure it aligns with its purpose. The Board will be assisted by its remuneration committee (**Remuneration Committee**).

2 Executive Directors

Remuneration levels

- 2.1 In setting the remuneration levels for the Executive Directors, the remuneration levels at comparable companies in the markets in which the Company operates shall be primarily taken into account.

Base salary – fixed compensation

- 2.2 The base salary is a fixed compensation and is set by the Non-Executive Directors. The Non-Executive Directors will take into account the skills, competencies, experience and performance of the Executive Director.
- 2.3 An Executive Director's base salary may be paid by the Company or by a subsidiary of the Company, or a mix of the two, provided that the total amount received by the individual Executive Director from the Company and/or the subsidiary of the Company shall not exceed the amount of his or her base salary. The Company and/or any other subsidiary of the Company, as the case may be, will pay the base salary in accordance with the Company's established payroll practices. The Company will reimburse the expenses and costs reasonably incurred in relation to the performance of the Executive Director's duties, in accordance with the Company's expense policy, if any.

Annual variable remuneration (short-term incentives)

- 2.4 The objective of the performance-related short-term incentives is to ensure that the Executive Directors will be focused on realizing their short-term operational objectives leading to longer-term value creation.
- 2.5 Any equity component of a short-term incentive shall be granted and settled in accordance with the equity incentive plan as adopted by the Board on 9 October 2025 and as amended from time to time (**Equity Incentive Plan**) and shall be subject to the corporate approvals and requirements referred to in this Remuneration Policy and applicable law.
- 2.6 Except as otherwise provided by the Non-Executive Directors upon recommendation of the Remuneration Committee, target annual performance-based short-term incentive opportunity for each Executive Director shall be 100% of that Executive Director's base salary. The maximum annual performance-based short-term incentive opportunity shall be 100% of that Executive Director's base salary if the short-term incentive is settled entirely in cash, and up to 250% of that Executive Director's base salary if, and to the extent that, the short-term incentive is settled in whole or in part in equity in accordance with the Equity Incentive Plan. The actual amount of the short-term incentive awarded for a financial year shall be determined by the Non-Executive Directors, upon recommendation of the Remuneration Committee, based on performance against the performance conditions referred to in Clause 2.7, and may range from zero to the maximum opportunity. The short-term incentive may be settled in cash, equity or a combination of both, as determined by the Non-Executive Directors upon recommendation of the Remuneration Committee. Any settlement in equity shall be made in accordance with the Equity Incentive Plan and shall be subject to the approval of the General Meeting to the extent required by Dutch law. The form of settlement shall not affect the amount of the short-term incentive determined on the basis of performance.
- 2.7 On an annual basis, performance conditions will be set by the Non-Executive Directors or the Remuneration Committee, as applicable, on or before the first quarter of the relevant

financial year. These performance criteria may include criteria reflecting the Company's financial performance as well as quantitative or qualitative criteria related to the Company and/or individual performance of Executive Directors.

- 2.8 In determining the actual amount of the short-term incentive in accordance with Clause 2.6, the Non-Executive Directors may, upon recommendation of the Remuneration Committee, take into account exceptional achievements by an Executive Director that are not adequately reflected in the performance conditions referred to in Clause 2.7, provided that the short-term incentive awarded shall in no event exceed the maximum opportunity set out in Clause 2.6.

Long-term incentives

- 2.9 The Company may introduce a long-term incentive plan (**LTIP**) for Executive Directors to align their interests with those of the Company's stakeholders, support sustainable long-term value creation and promote retention. Awards under an LTIP may include shares, restricted shares, restricted share units, performance shares, performance share units, options, stock appreciation rights, cash-settled awards linked to the value of the Company's shares, or a combination of these award types.
- 2.10 The Non-Executive Directors may, upon recommendation of the Remuneration Committee, determine the terms of the LTIP and any awards granted under it, including the applicable award type, award size, vesting period, performance period, performance conditions, service conditions, holding requirements and settlement method. Performance conditions may be financial or non-financial and may relate to the Company, its business, its sustainability strategy and/or the individual Executive Director. Awards may be subject to continued service and such other conditions as the Non-Executive Directors consider appropriate.
- 2.11 The LTIP may be implemented under the Equity Incentive Plan or under a separate plan adopted for that purpose. The implementation of the LTIP and the grant and settlement of awards under it shall be subject to the terms of the applicable plan, the availability of a sufficient number of shares for awards to Directors, any approval of the General Meeting required under Dutch law or the articles of association of the Company, and any other applicable legal, regulatory or corporate requirements. Unless and until these requirements have been satisfied, this Remuneration Policy shall not itself create any entitlement to an LTIP award.

Right to acquire additional ordinary shares

- 2.11.1 The Executive Director(s) may be entitled to annually acquire from the Company, such number of Company's ordinary shares up to a maximum value of his/her base salary with a discount to be determined by the Remuneration Committee (if envisaged) awarded for the previous year, at a value per share to be determined by the Remuneration Committee.

Adjustments to variable remuneration and claw-back

- 2.11.2 In line with Dutch law, the variable remuneration of the Executive Directors may be adjusted up or down, (partly) recovered or reduced if certain circumstances apply:
- (a) Test of reasonableness – pursuant to Dutch law, any variable remuneration (to the extent subject to reaching certain targets and occurring of certain events) awarded to an Executive Director may be adjusted by the Non-Executive Directors, and whether or not at the instigation of the Remuneration Committee, to an appropriate level if payment of the variable remuneration were to be unacceptable according to the criteria of reasonableness and fairness; and
 - (b) Claw back Dutch Civil Code – the Non-Executive Directors will have the authority under Dutch law, and whether or not at the instigation of the Remuneration Committee, to recover from an Executive Director any variable remuneration awarded on the basis of incorrect financial or other data in accordance with policies of the Company adopted from time to time.

Fringe benefits

- 2.11.3 The Company may provide to the Executive Director(s) customary benefits such as company cars (or a car allowance), travel expenses and work related costs, medical insurance, accident insurance, D&O insurance, tax assistance and relocation allowances. In addition thereto, in individual cases company housing and other benefits may also be offered. Such benefits are in line with general prevailing market practice, while also providing the Non-Executive Directors with enough flexibility to tailor the remuneration and benefits practices to a specific situation. The Remuneration Committee may grant other benefits to the respective Executive Director(s) in particular circumstances.

3 Non-executive Directors

Base fee

- 3.1 All Non-Executive Directors are paid a base fee to compensate them for their services to the Board. The base fee for all Non-Executive Directors shall be determined by the Board. If the Non-Executive Director's service is terminated during the course of the calendar year, he or she will only be entitled to a pro rata share of the remuneration components set out below.
- 3.2 The minimum base fee shall be USD 80,000 annually per Non-Executive Director, payable in cash on a quarterly basis. Additionally, share-based compensation with a value equal to the actual annual base fee may be awarded to the Non-Executive Directors in accordance with the Equity Incentive Plan. Share-based compensation aligns the interests of the Non-Executive Directors with shareholders and serves to retain Non-Executive Directors in their position.

Committee fee

- 3.3 The Company will pay Non-Executive Directors serving on one of the Company's committees of the Board an additional annual fee payable in cash on a quarterly basis, as set forth below.

Audit Committee	USD 15,000
Remuneration Committee	USD 15,000
Nominating and Corporate Governance Committee	USD 15,000

- 3.4 The Company will pay a Non-Executive Director serving as chairperson of one of the committees an additional fee as set forth:

Audit Committee (chairperson)	USD 5,000
Remuneration Committee (chairperson)	USD 5,000
Nominating and Corporate Governance Committee (chairperson)	USD 5,000

- 3.5 The Company will pay the Non-Executive Director serving as chairperson of the Board an additional annual fee of USD 25,000, payable in cash on a quarterly basis, in recognition of the additional responsibilities, workload and time commitment associated with that role.

- 3.6 Each year, the Board shall review the levels of these additional fees applicable to the Non-Executive Directors serving on a committee and consider whether any adjustment and/or indexation is required.

- 3.7 A Non-Executive Director who serves as chairperson or member of an ad hoc, special or other committee of the Board may receive an additional cash fee, as determined by the Board upon the recommendation of the Remuneration Committee. In determining such fee, the Board shall have regard to the additional responsibilities, workload, time commitment, complexity and duration associated with the appointment.

Payment of cash compensation

- 3.7.1 The Company will pay the annual cash compensation in quarterly instalments within 30 days after the end of each calendar quarter.

Reimbursement of expenses

- 3.7.2 The Company will reimburse the expenses and costs reasonably incurred in relation to the performance of the Non-Executive Directors' duties, in accordance with the Company's expense policy, if any.

Benefits

- 3.7.3 The Company will subscribe to the benefit of the Non-Executive Directors a Directors and Officers liability insurance with a coverage in line with the general market practice prevailing among companies similar to the Company.

Additional cash and/or equity awards

- 3.7.4 The Board may, based on a proposal of the Remuneration Committee, resolve to grant additional cash and/or equity awards to an individual Non-Executive Director for any given year in case that a Non-Executive Director has taken on additional tasks or a materially higher time commitment in support of the Board or management beyond what is ordinarily expected of a Non-Exexecutive Director, provided, however, that any such additional grant should not result in a significant discrepancy between the size of the award and the respective results and performance of the Company.

4 Loans, advances and guarantees

Neither the Company nor any of its group companies shall provide any loans, advances or guarantees for the benefit of the Directors.

5 Service Agreements

A Director may have a service agreement with the Company or its group companies.

Any such service agreements would be for a definite term.

6 Website

This Remuneration Policy, and any amendments thereto, shall be published on the Company's website.

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