
**BOARD PROFILE AND DIVERSITY AND
INCLUSION POLICY**

TERRA INNOVATUM GLOBAL N.V.

dated as of 10 October 2025

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1 Background

- 1.1 Pursuant to best practice provision 2.1.1 of the DCGC, the board of directors (**Board**) of Terra Innovatum Global N.V. (**Company**) has established this profile for non-executive directors (**Profile**). Pursuant to best practice provision 2.1.5 of the DCGC, the Board of the Company has established this Diversity and Inclusion Policy (**D&I Policy**). For efficiency purposes, the Board has decided to combine the Profile and D&I Policy in the same document (**Profile and D&I Policy**).
- 1.2 This Profile and D&I Policy is adopted by the Board on 9 October 2025 and is effective as from 10 October 2025 and shall remain in full force and effect until amended or terminated (in whole or in part).
- 1.3 Capitalized terms used but not otherwise defined in this Profile and D&I Policy have the same meaning set forth in the list of definitions included in the regulations of the Board (**Regulations**).
- 1.4 This Profile and D&I Policy sets out the size and desired composition of the Non-Executive Directors as well as the rules regarding the diversity of the composition of the Board and the inclusiveness of its practices.
- 1.5 The D&I Policy applies to both the Executive Directors and the Non-Executive Directors.
- 1.6 The purpose of this Profile is to provide a guide to the Board membership requirements of the Non-Executive Directors. The role of the Non-Executive Directors is to supervise the Executive Directors' policies and performances of the duties and the Company's general affairs and its business, and render advice and direction to the Executive Directors. In performing their duties, the Non-Executive Directors shall be guided by the interests of the Company and its affiliated enterprise, taking into consideration the relevant interests of the Company's stakeholders (including but not limited to its shareholders). The Non-Executive Directors shall also have due regard for the sustainability issues that are relevant to the Company and its affiliated enterprise as set out in the Regulations. The Non-Executive Directors are responsible for their own proper functioning and an adequate performance of their duties.
- 1.7 The purpose of this D&I Policy is to create an environment of inclusion and acceptance at the Company and its affiliates in which each person is treated equally without discrimination. The Company therefore values and promotes diversity, equity and inclusion for the group as a whole. The Company wants to achieve a good balance in diversity with regard to the composition of the Board and such category of employees in managerial positions (**Senior Management**).

2 Size

- 2.1 The Board shall consist of one (1) or more Executive Directors and two (2) or more Non-Executive Directors. The Board shall determine the number of Executive Directors and Non-Executive Directors, with due regard to the interests of the Company and its affiliated enterprise and the number of Non-Executive Directors shall at all times exceed the number of Executive Directors.

3 Composition

- 3.1 The composition of the Non-Executive Directors should be such that the combined expertise, experience, competencies, personal qualities, age, gender or identity, nationality and (cultural) background of the Non-Executive Directors reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at Board level regarding all aspects of the activities of the Company and its affiliated enterprise, having regard for:
- a) the nature, size and markets of the activities of the Company and its affiliated enterprise;
 - b) all applicable rules of corporate governance which govern the activities of the Company and its affiliated enterprise, taking into account the nature of the Company as a publicly listed company;
 - c) the specific organizational structure of the Company; and
 - d) the duties and responsibilities allocated to the Non-Executive Directors as per the corporate governance arrangements within the Company.
- 3.2 On that basis, the following specific elements need to be sufficiently represented as regards the expertise, experience, competencies and background of the Non-Executive Directors, separately or in combination:
- a) general knowledge of and experience in international businesses;
 - b) understanding of the specific markets (service and geography) where the Company and its affiliated enterprise are active, including their risks;
 - c) general knowledge of and relevant expertise and experience in accounting and auditing for, and financing of, publicly listed companies and/or other entities similar to the Company;
 - d) understanding of the sustainability issues that are relevant to the Company and its affiliated enterprise; and
 - e) general knowledge of and relevant expertise of the industry in which the Company seeks to operate.

4 Diversity and inclusion

- 4.1 The Board generally considers that its composition should attempt to reflect the geographic spread of its business as well as the strategic orientations of the Company and its affiliated enterprise.
- 4.2 The selection of candidates for appointment to the Board will be primarily based on merit. With due regard thereof, Directors may be evaluated by the Board and its Nominating and Corporate Governance Committee and considered for nomination for (re)appointment to ensure a diverse composition of the Board based on, *inter alia*, any or all the following criteria:
- (a) expertise;
 - (b) (international) experience, including notable or significant achievements in business, education or public service;
 - (c) competencies;
 - (d) other personal qualities;
 - (e) sex or gender identity;
 - (f) age;
 - (g) nationality;
 - (h) cultural, educational and/or professional;
 - (i) current term of office;
 - (j) integrity; and
 - (k) other positions, in so far as these are relevant to the performance by the Non-Executive Director of his/her duties.
- 4.3 The diversity aspects as set out in Clause 4.2 of this Board Profile and D&I Policy shall be taken into consideration when (i) nominating persons for appointment to the Board and (ii) employing or promoting individuals who will (thereafter) form part of the Senior Management.
- 4.4 Although the Company has not set specific targets with respect to particular elements of diversity, the Company believes that it is important for the Board to represent a diverse composite mix of personal backgrounds, experiences, qualifications, knowledge, abilities and viewpoints. The Company seeks to combine the skills and experience of long-standing members of the Board with the fresh perspectives, insights, skills and experiences of new members.

- 4.5 When selecting candidates for appointment to the Board and in accordance with the values promoted by the Company, the Board will oppose all forms of discrimination based on age, gender, sexual orientation, personal and social status, disability, ethnic origin, nationality, political opinions, religious beliefs.

5 Independence

- 5.1 The desired composition of the Board enables Non-Executive Directors to operate independently, including the ability to operate critically towards one another, the Executive Directors, and any particular interests involved. On that basis, in composing the Non-Executive Directors, Clause 5 of the Regulations should be considered.
- 5.2 The desired composition of the Board meets the independence and other requirements of the laws, rules and regulations applicable to the Company, including the requirements of the DCGC, unless a deviation from the latter is deemed appropriate, which deviation will then be explained in the Company's management report.
- 5.3 At least annually, the Board shall assess in good faith whether each Director is independent under best practice provision 2.1.8 of the DCGC. The determinations of the Non-Executive Directors in this regard shall be conclusive, absent a change in circumstances from those disclosed to the Board or a material omission from such disclosures, that necessitates a change in such determination.
- 5.4 Each Non-Executive Director shall inform the Board through the Chairperson or the Company Secretary as to all material information regarding any circumstances or relationships that may impact their characterization as "independent" or impact the assessment of their interests.

6 Miscellaneous

The Board is authorized to adopt and may amend or supplement this Profile and D&I Policy pursuant to a resolution to that effect. The Board may also approve temporary deviations from this Profile and D&I Policy pursuant to a resolution to that effect.

7 Website

This Profile and D&I Policy, and any amendments thereto, shall be published on the Company's website.

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