REMUNERATION POLICY

TERRA INNOVATUM GLOBAL N.V.

dated as of 10 October 2025

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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 9 October 2025, effective on 10 October 2025.

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 monthly payroll practices. The Company will reimburse the expenses and costs reasonably incurred in relation to the performance of the Executive Director's duties.

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 Short-term incentives may consist of an annual performance-based incentive in the form of equity or a cash incentive bonus, or a mix of the two. The Non-Executive Directors may, subject to the approval of the General Meeting as required by Dutch law, and upon recommendation of the Remuneration Committee, resolve to grant equity awards in accordance with the equity incentive plan as adopted by the Board, effective on 9 October 2025, as amended from time to time (**Equity Incentive Plan**).

2.6 The annual performance-based short-term incentive payment to be granted to an individual Executive Director shall, in principle, be set at a minimum of 50% and shall not exceed 250% of that individual Executive Director’s base salary. If the annual performance-based short-term incentive is settled in cash only, the cash incentive bonus will be between 50% and 100% of that individual Executive Director’s base salary. If the annual performance-based short-term incentive payment is granted in the form of equity in part or in full, the payment to be granted will be set at a minimum of 100% and 250% of the respective base salary.

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

2.8 Notwithstanding Clause 2.7, the Non-Executive Directors may, based on a proposal of the Remuneration Committee, resolve to increase the short-term incentive payable to an individual Executive Director for any given year in case of exceptional achievements of that Executive Director.

Long-term incentives

2.9 Share-based compensation aligns the long-term interests of the Executive Directors with stakeholders and serves to retain Executive Directors in their position. In addition, the granting of long-term equity incentives aims to motivate the Executive Director(s) to pursue and implement the Company's sustainability strategy and sustainable long-term value creation. Furthermore, by granting a long-term incentive in the form of equity, the Executive Director(s) can participate directly in the growth of the value of the Company to which he or she contributes.

2.10 The amount of equity awarded to the Executive Director(s) will be determined by the Non-Executive Directors, or the Remuneration Committee, as applicable, taking into account the applicable performance conditions, which may include both financial and non-financial conditions, and continuous service requirements with the intent of creating long-term value to the business and shareholders.

2.11 The Non-Executive Directors may resolve, upon recommendation of the Remuneration Committee, to grant equity awards in accordance with the Equity Incentive Plan, subject to the approval of the General Meeting as required by Dutch law.

Right to acquire additional ordinary shares

2.12 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

2.13 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

2.14 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 as annual clothing allowances. 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, a share-based compensation 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 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 Committeee (chairperson)	USD 5,000

3.5 For the avoidance of doubt, the fee for serving as chairperson shall come in place of the fee the Non-Executive Director receives as member of that committee.

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

Payment of cash compensation

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

Reimbursement of expenses

3.8 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

3.9 The Company will subscribe to the benefit of the Non-Executive Directors a 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

3.10 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 of exceptional achievements of that Non-Executive 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

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.

The service agreements are for a definite term and contain severance provisions which provide for a compensation for the loss of income resulting from a termination of a service agreement by the Company with a Director other than due to an urgent cause or serious culpability, all in accordance with the framework provided in this Remuneration Policy.

6 Website

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

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