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REMUNERATION REPORT

Remuneration Committee Chair Letter

Acomó aims to continuously improve its remuneration report and policy, optimizing alignment of Executive Directors’ incentives with Acomó’s strategy and sustainable long-term value creation, thereby taking into account the interests of shareholders, employees, customers, and other stakeholders.

The Remuneration Committee performed a revision of the 2020 Remuneration Policy resulting in the proposed Remuneration Policy 2024 to ensure that future Remuneration Reports provide more transparency on the quantitative and qualitative metrics, target setting and performance assessment of the Executive Directors of the Acomó Group.

The Remuneration Committee and other Non-Executive members of the Board made this revision by engaging proactively and constructively with shareholders and other material stakeholders and taking into account their views and expectations in making decisions. The process included engaging in a shareholder dialogue process in which the Chair of the Remuneration Committee and selected other Non-Executive Directors had in-depth discussions and reviews with these major shareholders and received feedback from this process on the remuneration related to the Executive Directors. The committee also identified and involved a specialized remuneration advisory firm to review the proposed Remuneration Policy. This proved to be beneficial as they suggested changes that were fair, practical, and provided valuable insights.

The Non-Executive members of the Board have reviewed best practices of relevant peers, taking into account the requirements of the Dutch Civil Code, the Dutch Corporate Governance Code, and the European Shareholders Rights Directive II. By performing all the necessary steps as aforementioned surrounding the Executive remuneration, we are confident that the Remuneration Policy reflects fair market practices.

The Remuneration Committee is responsible for preparing and proposing the new Remuneration Policy and presenting this to the Acomó Board of Directors before submitting the newly proposed Remuneration Policy at the Annual General Meeting of Shareholders (AGM) for adoption. The new Shareholder Rights Directive II (SRD) compliant Remuneration Policy 2024 was adopted by the Annual General Meeting of Shareholders (AGM) of 26 April 2024 with 97% of the votes in favor and 3% against and thereby signaling sound and dedicated support from our shareholders. This policy replaces the Remuneration Policy approved by the AGM on 30 April 2020.

The Remuneration Report presented by the Non-Executive Board members as part of the Acomó Annual Report contains an overview of the implementation of the adopted Remuneration Policy 2024 during the 2024 financial year. The highlights of the new Remuneration Policy is in distinguishing the variable remuneration between the short-term and long-term components and allocating the variable remuneration for the majority on financial metrics and the minority on non-financial metrics.

The financial metrics considers the financial objectives of Acomó by realizing long-term sustainable growth of shareholders value by fulfilling the mission of the Company. The use of the non-financial metrics are to align with Acomó’s sustainability strategy where it is Acomó’s mission to enhance access to plant-based and natural food ingredients and solutions through sustainable supply chains. As a result, our Company strategy and sustainability strategy are closely interlinked, and as such forms the basis in determining the remuneration for the Executive Directors.

The Non-Executive Board members are incredibly grateful for the efforts of the Executives this year, working with the people in the Company to deliver a robust performance resulting in a solid dividend despite current turbulent markets. The remuneration for the Executives reflects their contribution to the sustainable long-term success of the Company.

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Changes in the Board of Directors

The Acomó Executive Director and previous CFO, Allard Goldschmeding, was appointed as the new Group CEO at the Annual General Meeting of Shareholders held on 26 April 2024 following the resignation of Kathy Fortmann in 2023. Subsequent to that Acomó has appointed Mirjam van Thiel as CFO as per 1 October 2024 together with the appointment as Executive Director on the Acomó Board of Directors.

Acomó also welcomed a new Acomó Board member, Bert Meulman, who has been appointed as a Non-Executive Director of Acomó. The appointment follows the retirement of Non-Executive Director Yoav Gottesman as per 26 April 2024. The shareholders approved of both appointments at the Extraordinary General Meeting held on 16 December 2024.

Remuneration and Selection & Appointment Committee

The Remuneration and Selection & Appointment Committee assists and advises the Non-Executive Board members in fulfilling their responsibilities with respect to determining the Company's remuneration strategy and principles for members of the Board. It drafts proposals to the Non-Executive Board members for the Remuneration Policy, as well as for the implementation thereof, and reports through the Annual Report on these matters.

The committee is responsible for the regular performance reviews with the Executives, taking into account input from the Non-Executive Board members. The committee is also responsible for consulting and communicating with shareholders about potential improvements of the remuneration policy and its implementation, and to ensure Acomó's policy is kept in line with relevant peers in the market.

The committee consists of Machtelt Groothuis (Chair) and Yoav Gottesman (member) until his retirement on 26 April 2024. Jan Niessen acted as an interim committee member as part of the recruitment process of securing a new CFO for Acomó upon the retirement of Yoav Gottesman until a new committee member joined. Bert Meulman joined the committee from the effective date of his appointment. Bernard Stuivinga acts as an advisor to the committee.

Remuneration in 2024

The level and structure of executive remuneration are such that people with the required expertise and qualifications can be effectively recruited, retained, motivated, and guided. When determining and applying the Remuneration Policy, the Board of Directors takes into account the best practice provision 3.1.2 of the Dutch Corporate Governance Code ('the Code') which includes actual performance of the Company as well as sustainable long-term value creation.

The policy and implementation aim to reward executive members of the Board with a competitive and balanced remuneration package that is aligned with industry practices, listed and non-listed peers, sustainable long-term goals, and objectives and Acomó's shareholders, customers, clients, and other stakeholders, without incentivizing disproportionate risk taking. In determining the remuneration levels, the committee considers relevant national and international companies that are comparable from a nature, complexity, industry, and size perspective, including companies active in soft-commodity trading and food solutions. In addition, it is considered how executive remuneration levels compare to those of other key positions and average remuneration within the Group.

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Remuneration of the Executive Directors

The remuneration of the Executive Directors in 2024 consists of a fixed base salary, and variable remuneration consisting of both a short and long-term component. It is based on targets agreed in advance by the Non-Executive Board members and the Executive Directors, which contribute to sound financial results, the implementation of the strategic agenda, and the long-term interests and sustainability of Acomó. Taking into account the interests of customers, employees, shareholders, and other stakeholders of Acomó, the Remuneration Policy aims to focus on the realization of Acomó's short-term and long-term financial and non-financial metrics, with an emphasis on sustainable long-term value creation. Furthermore, these objectives must not encourage the taking of inappropriate risks.

Please refer to the table for the total remuneration of the Executive Directors for 2024. The total remuneration amount is consistent with the Remuneration Policy, and the implementation reflects the objectives for short and long-term interests and sustainability of the Acomó Group.

The salary levels for new Executive Directors have been determined at an 'entry-level' salary point which the Remuneration Committee may increase to a higher level once the individual has proved him or herself in the role taking into account individual and business performance. The Remuneration Committee reviewed and discussed the salary of the CEO to conform with market practice and developments. The Board of Directors deemed the salary of the CEO as appropriate. The entry level salary point for the new CFO reflects a base salary of €320,000 per annum as determined by the Board of Directors. The CFO salary shown per the total remuneration table was applied pro-rata, for the period of appointment from 1 October 2024 until the end of year.

(in € thousands)	Long-term remuneration							
	Salary	Short-term remuneration	No. of shares vesting	Value of shares vesting	Post-employment benefits	Share-based expenses	Total remuneration	Fixed-variable remuneration
2024								
Goldschmeding	600	765	-	-	45	11	1,421	46%-54%
Van Thiel	80	60	-	-	8	-	148	59%-41%
Total	680	825	-	-	53	11	1,569	

The Non-Executive Board members determine the amount of the actual variable remuneration based on advice received from the Remuneration Committee in line with the considerations as set out in the Remuneration policy and based on the realization of yearly pre-set majority financial and minority non-financial metrics.

The short-term and long-term variable remuneration components are structured as follows:

Short-term variable remuneration

The objective of the short-term incentive plan (STI) is to ensure that the Executive Directors are focused on the realization of the short-term metrics. The focus is on profitability and the management of the balance of risk and reward.

Long-term variable remuneration

The purpose of the long-term incentive plan (LTI) is to retain key personnel, and to drive long-term sustainable value creation for Acomó and its shareholders and other stakeholders. The metrics will be aligned with Acomó's mission to enhance access to plant-based and natural food ingredients and solutions through sustainable supply chains.

Under the LTI, the Executive Directors will conditionally receive shares in Acomó N.V. These shares are deemed awarded as per 1 January of the year they are awarded. The shares will be valued using a 30-day VWAP. The shares may vest after a period of three years, with the three-year period starting on the day of award, and subject to performance on one or more metrics that are set by the Non-Executive Directors prior to the award of the shares. Until vesting, the Executive Directors will not have any rights in relation to these shares and will not receive dividends over these shares. After vesting, the Executive Director is required to hold the shares for a period of another two years (save for shares that are being sold in order to meet tax implications in relation to the vesting of shares).

The Executive Directors will hold Acomó shares with a value of 150% of fixed base salary. Executive Directors may build up this position, by way of vesting of the conditional shares, in a period of 5 years from:

- 1 January 2025, or
- From appointment as Executive Director if appointment is after 1 January 2025.

The maximum STI and LTI amount is respectively capped at 150% of the annual fixed base salary. The structure of the payout of the STI and LTI is set that the maximum payout rewards for outperformance only:

- Below Threshold: no STI;
- Between Threshold and Target: up to 75% of fixed base salary;
- Between Target and Maximum: up to 150% of fixed base salary.

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Variable remuneration of the CEO

The table below respectively represents the short-term and long-term incentive plans which are based on financial (70%) and non-financial (30%) criteria. These incentive plans represent a maximum of 150% of the base salary, with a target of 75%. The criteria for the long-term incentive plan will be reviewed before vesting, 3 years after the grant 1 January 2028, based on 2024, 2025 and 2026 performance. Both the short-term and long-term incentive plan criteria for the CEO were assessed by the Non-Executive Board members.

The Non-Executive Directors may request repayment of the variable payment (short-term and/or long-term variable payment), if the variable payment is deemed to be awarded on the basis of incorrect information, or would be deemed unfair or unreasonable.

The table below includes both the percentage of the maximum variable remuneration actually achieved, and the weighted percentage variable remuneration achieved based on the allocation between financial and non-financial. The table also includes the number of shares allocated as part of the long-term incentive plan valued using a 30-day VWAP in line with the Remuneration Policy.

Short-term incentive plan (STI):

Financial criteria (70% of STI)

The financial criteria are based on the adjusted earnings per share (EPS) with the target EPS for 2024 as €1.58 which is calculated as EPS 2023 plus 15% return on retained 2023 earnings per share. The STI based on these criteria will be paid out on a gliding scale with the following benchmarks:

- Threshold: 90% of target EPS: 0x maximum STI;
- Target: Realized EPS 10-15% higher than target EPS: 0.5x maximum STI;
- Maximum: Realized EPS 25% higher or more than target EPS: 1x maximum STI.

The adjusted EPS for the financial year 2024 reported as €2.00 exceeds the target EPS of €1.58. This represents the maximum variable remuneration realized of 150% and thus, the maximum achievement of the applied criteria and benchmarks as indicated above related to the EPS target for the 2024 financial year.

Variable remuneration overview CEO			
(in €)			
Item	Allocation	% of maximum variable remuneration realized	% of maximum variable remuneration weighted
Short-term variable remuneration			
Financial criteria	70% of STI	150%	105.0%
Non-financial criteria	30% of STI	75%	22.5%
Total STI %			127.5%
Total STI amount			765,000
Long-term variable remuneration			
Financial criteria	70% of LTI	99.5%	69.7%
Non-financial criteria	30% of LTI	75%	22.5%
Total LTI %			92.2%
Total LTI amount			552,900
Share allocation			
Average share price December 2024			17.40
Number of shares			31,776

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Long-term incentive plan (LTI)

Financial criteria (70% of LTI)

The Return on Net Capital Employed (RONCE) is used as a benchmark in determining the LTI. The target average RONCE for 2024-2026 is 15%. The LTI, based on these criteria, will be paid out on a gliding scale with the following benchmarks:

- Threshold: below 17% RONCE: 0x maximum STI;
- Target: above 22% RONCE: 0.5x maximum STI;
- Maximum: Above 27% RONCE: 1x maximum STI.

A weighted alternative RONCE was determined by consideration of the acquisition made of Delinuts Nordics during the year.

Previously the financial criteria consisted of a weighted percentage of 50% allocated to the adjusted EPS and 25% to RONCE collectively. However, in line with the new Remuneration Policy, the policy makes way for the financial criteria to be divided into short and long-term variable remuneration each with a maximum allocation exposure of 150% as illustrated per the table below.

The adjusted EPS has been appropriately allocated to account for the STI and the RONCE to the LTI as this proves to be an appropriate performance measure for each respective plan.

Non-financial criteria (30% of STI & LTI)

The 30% of STI & LTI based on these criteria will be paid out based on performance (to the discretion of the Non-Executive Board). The STI benchmark includes the following:

- ESG achievement of the Sustainability Linked Loan where predetermined KPI's were achieved in 2024.
- Key positions and vacancies were filled throughout the Group in 2024 to align with the sustainability strategy.
- Identified appropriate acquisition opportunities during 2024.

The LTI benchmarks are as follows:

- The ESG positioning of Acomó as a sustainable plant-based company which results in sustainable long-term value creation for the Group. Ensuring that Acomó is CSRD compliant and adheres to the CSRD reporting standards and regulations.
- Talent development in Acomó companies & holding company to support the successful growth of the organization by developing employees along their career path and recruiting talented people to join the Group.
- Corporate development together with M&A which are in line with Acomó's strategy as defined by the Acomó Board of Directors, including the long-term strategic implementation plan. The broader focus is on the strategic implementation of a Capital Markets Day and regular investor calls.

The non-financial criteria benchmarks were achieved in line with the targets set by the Non-Executive Directors based on the rationale applied above.

Variable remuneration criteria CEO			
Item	% of maximum variable remuneration	% of maximum variable remuneration realized	Rationale
Financial			
Short-term variable remuneration			
Earnings Per Share	150%	150%	EPS above threshold for STI
Long-term variable remuneration			
Return on Net Capital Employed	150%	99.5%	RONCE weighted calculation for LTI
Non-Financial (ST & LT)			
• Sustainability & CSRD Reporting • Organization & management development • Corporate development	150%	75%	• Achievement sustainability linked loan and becoming CSRD-compliant • Filled key position as new CEO of Tradin Organic appointed and vacancies for treasury, internal audit and tax filled for Group • M&A goals achieved

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Variable remuneration of the CFO

The table below respectively represents the short-term and long-term incentive plans which are based on financial (70%) and non-financial (30%) criteria. The criteria for the long-term incentive plan will be reviewed before vesting, three years after the grant (1 January 2028, based on 2024, 2025 and 2026 performance). Both the short-term and long-term incentive plan criteria for the CFO were assessed by the Non-Executive Board members.

The Non-Executive Directors may request repayment of the variable payment (short-term and/or long-term variable payment), if the variable payment is deemed to be awarded on the basis of incorrect information, or would be deemed unfair or unreasonable.

The table below includes both the percentage of the maximum variable remuneration actually achieved, and the weighted percentage variable remuneration achieved based on the allocation between financial and non-financial. The table also includes the number of shares allocated as part of the long-term incentive plan valued using a 30-day VWAP in line with the Remuneration Policy.

The CFO has been appointed for the last three months of the 2024 financial year, and considering her short tenure combined with her strong performance in the first three months, including arranging the extension of Acomó's financing, the Board decided to give the CFO an 'on target' bonus for her performance of the financial and non-financial criteria. The target of 75% was used respectively for the financial and non-financial criteria.

Share ownership

In line with the 2024 Remuneration Policy, the CEO and CFO will build up share ownership of 150% of base salary in 5 years.

Prior to the change in Remuneration Policy, the Executive Directors at that time participated in Acomó's share option plan. The previous share option plan has been discontinued for Executive Directors, and therefore no new options as part of the previous share option plan will be granted to Executive Directors.

As at 31 December 2024 Allard Goldschmeding owns 17,500 Acomó shares.

Variable remuneration overview CFO			
(in €)			
Item	Allocation	% of maximum variable remuneration realized	% of maximum variable remuneration weighted
Short-term variable remuneration			
Financial criteria	70% of STI	75%	52.5%
Non-financial criteria	30% of STI	75%	22.5%
Total STI %			75.0%
Total STI amount			60,000
Long-term variable remuneration			
Financial criteria	70% of LTI	75%	52.5%
Non-financial criteria	30% of LTI	75%	22.5%
Total LTI %			75.0%
Total LTI amount			60,000
Share allocation			
Average share price December 2024			17.40
Number of shares			3,448

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Five-year remuneration overview

The table on the right provides a five-year overview of the remuneration of the Executive Directors and represents the annual change in remuneration in a comparative manner. The total year-on-year remuneration shown within this overview consists of the fixed salary amount, short-term remuneration, post-employment benefits and share-based expenses.

The total remuneration of an Executive Director used in this overview includes the remuneration elements paid in each of the years 2020 up to and including 2024, as reported on an IFRS basis in the Annual Report.

Internal pay ratio

The internal pay ratio is calculated as the total compensation of the CEO and CFO divided by the average employee compensation (total wages and salaries including profit sharing, pension costs and share based expenses of all other Acomio employees divided by the average number of FTEs, excluding the CEO and CFO).

The Remuneration Committee monitors the development of the internal pay ratio over multiple years and, to the extent possible, compares the outcome with the published pay ratios of other listed companies. The Remuneration Committee does not deem it valuable to set a specific range for the pay ratio. It feels that the current pay ratio is reasonable and will continue to review the ratio annually as a relevant factor for the assessment of the Executive Director remuneration.

In case there is early termination other than (a) at the initiative of the Executive Director, or (b) in the event of seriously culpable or negligent behaviour on the part of the Executive Director, any conditional shares will vest subject to the achievement of the relevant performance criteria. The performance measurement period will continue to apply, unless the Non-Executive Directors determine that early vesting is appropriate and/or necessary.

Remuneration Executive Directors - summary					
(in € thousands)	2024	2023	2022	2021	2020
Goldschmeding	1,421	990	1,197	1,195	983
% change	43.5%	-17.3%	0.2%	21.6%	31.1%
Van Thiel	148	-	-	-	-
% change	n.a.	-	-	-	-
Company performance					
Net profit (in € millions)	45.1	39.6	54.9	54.0	27.0
Earnings per share (in €)	1.53	1.34	1.85	1.82	1.09

The agreements with the Executive Directors are for a period of four years, in line with the Dutch Corporate Governance Code and it should be noted that there is no severance payment in case an Executive Director is not proposed for reappointment after the four-year term.

The Code requires that the Non-Executive Directors of the Board analyze possible outcomes of the variable income components on Executive Directors’ remuneration. A high-level scenario analysis is included in the annual determination of the variable element of Executive Directors’ remuneration by the Non-Executive Directors of the Board.

	Year	Total remuneration	Average total compensation (on a full time basis)	Pay ratio
CEO	2024	1,421	71	20.0
	2023	928	69	13.4
	2022	2,053	67	30.5
	2021	632	66	9.6
	2020	-	62	n.a.
CFO	2024	148	71	2.1
	2023	990	69	14.3
	2022	1,197	67	17.9
	2021	1,195	66	18.1
	2020	983	62	16.0

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Remuneration of the Non-Executive Directors

The table on the right details the remuneration of the Non-Executive Directors for 2024 in relation to previous years. The Non-Executive Chair received €96,000 annual remuneration, Non-Executive Directors received €85,000 annual remuneration, with €5,000 allowance per committee and an additional €1,000 allowance for chairing the committee.

As at 31 December 2024, the following Board members directly or indirectly owned Acomó shares: Bernard Stuivinga (40,595), Machtelt Groothuis (3,000), Bert Meulman (2,237,770) and Jan Niessen (4,000,000). In line with the Dutch Corporate Governance Code, these shares are held as a long-term investment. No loans, advances or guarantees were granted to the Board. No share options were granted to the Non-Executive Directors of the Board. The remuneration of the Non-Executive Board members is not dependent on the results of Acomó or affected by a change of control in the Group.

Rotterdam, 7 March 2025

On behalf of the Remuneration and Selection & Appointment Committee,
Machtelt Groothuis, *Chair*

Remuneration Non-Executive Directors					
(in € thousands)	2024	2023	2022	2021	2020
Stuivinga ¹	116	116	111	106	106
Gottesman ²	30	100	100	95	95
Groothuis	93	91	91	85	85
Niessen	96	91	91	85	85
Vandeputte	90	90	90	25	-
Total	425	488	483	396	371
¹ Including €10 remuneration for being a member of the Supervisory Board of Catz International					
² Mr Gottesman retired as non-executive director as of 26 April 2024					