REMUNERATION POLICY

April 2024

1. **Introduction**

1.1. This remuneration policy ('Policy') as included herein for Acomo N.V. and its affiliates ('Acomo', or 'Group') has been approved by the Annual General Meeting of Shareholders ('AGM') on 26 April 2024. This Policy replaces the remuneration policy approved by the AGM on 30 April 2020.

1.2. When the Policy is approved by the AGM, the Policy will be made available on the website of Acomo.

1.3. The Policy is aligned with the requirements of the Dutch Civil Code, the Dutch Corporate Governance Code, and the European Shareholder Rights Directive II ('SDR II').

1.4. The Policy will be offered for voting to the AGM at least once every four years.

1.5. The Policy will be reviewed on an annual basis and any material changes to the Policy will be presented to the AGM for voting, including a description and explanation of the proposed changes.

1.6. A remuneration report ('Remuneration Report') will be provided each year in the annual report, in which it will be explained how the Remuneration Policy has been implemented that year.

1.7. The Policy and / or the Remuneration Report will include how votes or feedback from shareholders received on the Policy and / or Remuneration Report in the previous AGM or during the year has been incorporated in the Policy and / or the Remuneration Report.

2. **Board of Directors & Remuneration Committee**

2.1. The non-executive directors of the Board ('Non-Executive Directors') are responsible for appointing Acomo's statutory and executive directors of the Board ('Executive Directors', subject to AGM's approval) and setting the remuneration of the Executive Directors.

2.2. The yearly remuneration will be set within the scope of the Policy. The Non-Executive Directors will inform how the Policy has been applied in the Remuneration Report.

2.3. The remuneration committee ('Remuneration Committee') will have an advisory role to the Non-Executive Directors in relation to (amendments to) the Policy, propose metric and target setting for individual remuneration and measurement of performance under the Policy. The Remuneration Committee will also perform scenario analysis. The scenario analysis will provide potential outcomes of the variable remuneration components and the resulting remuneration of each Executive Director before drawing up the Policy and before determining the remuneration of each Executive Director. The Remuneration Committee will not have the authority to make formal decisions.

3. Guiding Principles

3.1. The level and structure of remunerations of the Executive Directors are to ensure that candidates with the required expertise and qualifications can be recruited, retained, motivated and guided. The Policy has the objective to reward Executive Directors with a competitive and balanced remuneration package that is aligned with industry practices, taking into account the nature of a soft-commodity trading company, and Acomo's shareholders, customers, clients and other stakeholders, without incentivising disproportionate risk taking.

3.2. Deviations from the Policy, as approved by the Non-Executive Directors, may only occur under exceptional circumstances, and should serve the long-term interests and sustainability of the Group as a whole or assure its viability. The deviation should be temporary and can only last if the Policy is adjusted accordingly and approved by the AGM. The deviation, the exceptional circumstances, and duration of the deviation will be explained by the Non-Executive Directors in the Remuneration Report.

3.3. In determining the remuneration levels, the Non-Executive Directors will take into account:
- (i) Financial and non-financial results;
- (ii) Short term and long term objectives of Acomo, without incentivising inappropriate risk taking;
- (iii) Remuneration of a peer group of companies;
- (iv) Acomo's pay-ratio and employment terms;
- (v) Culture, mission, strategy and values of Acomo; and
- (vi) Market conditions, including public opinion.

In the yearly Remuneration Report, the Non-Executive Directors will set-out how the above factors have impacted the remuneration, this will include an overview of the year-on-year development of Executive Directors remuneration, average remuneration of employees, and net profit development for the past 5 financial years.

3.4. The peer group of Acomo will consist of a group of comparable companies in size, complexity, and international presence.

3.5. Pursuant to the remuneration policy, the remuneration of the Executive Directors may consist of the following components:
- (i) Fixed base salary;
- (ii) Variable remuneration:
  - a) Short-term variable remuneration;
  - b) Long-term variable remuneration;
- (iii) Pension and fringe benefits; and
- (iv) Severance arrangements.

Fixed base salary

3.6. The fixed base salary and any adjustments are determined by the Non-Executive Directors at time of (re)appointment. In the years thereafter, the fixed base salary can be adjusted per 1 January of each year, amongst others, for inflation, total remuneration package, increase in responsibilities, Acomo's pay-ratio, Acomo's performance, and prevailing public opinion. Every 3 years, the review will take into account a comparison against the relevant peer group in the market.

Variable remuneration

3.7. The Executive Directors may receive a variable remuneration, consisting of a short and/or long term component. The objective of the variable remuneration is to ensure that the Executive Directors will be focussed on the realization of Acomo's short term and long term financial and non-financial metrics, with a focus on sustainable long-term value creation.

3.8. The variable remuneration (both short term and long term) will be based for the majority on financial metrics and a minority on non-financial metrics. The Remuneration Report will include the rationale for metric selection and how the metrics link to strategy. Targets will also be disclosed in the relevant remuneration report.

3.9. 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.

(a) Short-term variable remuneration

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

3.11. The STI is based on the realisation of yearly pre-set financial and non-financial metrics. Financial metrics may contain e.g. EBITDA (margin), net profit (margin), EPS development. Non-Financial metrics will contain ESG and other metrics relevant to the strategic performance of the Group.

3.12. The maximum STI amount is capped at 150% of the annual fixed base salary. The structure of the payout of the STI is set such 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

3.13. The Non-Executive Directors will on a yearly basis:

- Before the beginning of the financial year, determine (adjustments to) the short term financial and non-financial metrics, and their respective weighing, for the coming financial year; and
- In the first quarter, after the financial year, determine the scoring of the metrics and the STI amount, based on the Non-Executive Directors' assessment of performance against metrics.

(b) Long term variable remuneration

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

3.15. Under the LTI, the Executive Directors will conditionally receive shares in Acomo 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).

3.16. The LTI is based on the realisation of pre-set financial and non-financial metrics. Financial metrics may contain e.g. EBITDA (margin), net profit (margin), EPS development. Non-Financial metrics will contain ESG and other metrics relevant to the strategic performance of the Group.

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

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

3.18. The Non-Executive Directors will on a yearly basis:

- Before the beginning of the financial year, determine (adjustments to) the long term financial and non-financial metrics, and their respective weighing, for the coming three years period; and
- In the first quarter, after the third financial year, determine the scoring of the metrics and the LTI amount based on the Non-Executive Directors' assessment of performance against metrics.

3.19. Upon the Policy being accepted no new share options will be granted to Executive Directors. The share options received by Executive Directors will remain in place and will vest as contemplated in the Incentive Plan.

4. Share ownership by Executive Directors

The Executive Directors will hold Acomo shares with a value of 150% of fixed base salary. Executive Directors may build up this position, including by way of vesting of conditional shares, in a period of 5 years from (i) 1 January 2025, or (ii) from appointment as Executive Director if appointment is after 1 January 2025.

5. Previous contract compensation

If a new member joins Acomo as Executive Director, the Non-Executive Directors may award a one-off payment to compensate for any loss of payment by leaving the previous position. The cost is expected to be kept to a minimum and not exceed the realistic value of rewards forfeited by changing employer.

6. Pensions and fringe benefits

6.1. The Executive Directors receive a compensation as a contribution to a personal pension scheme. This is capped at a maximum of 15% of fixed base salary. The Executive Directors do not participate in any pension scheme within the Group.

6.2. The Executive Directors are entitled to customary fringe benefits, such as a company car, expense allowances when applicable and reimbursement of relevant expenses.

6.3. Acomo does not provide loans, guarantees and similar benefits to Executive Directors.

Severance arrangements and notice period

6.4. The agreements with the Executive Directors are for a period of four years, in line with the Dutch Corporate Governance Code.

6.5. 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, the severance payment amounts to one time the annual pay. 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. For the avoidance of doubt, there is no severance payment in case an Executive Director is not proposed for reappointment after the four-year term.

6.6. In case of early termination at the initiative of the Executive Director, or in the event of seriously culpable or negligent behaviour on the part of the Executive Director, there will be no severance payment and any conditional shares will lapse.

6.7. Termination of the agreement with an Executive Director is subject to a notice period of at least three months for the Executive Director and at least six months for Acomo.

7. Non-executive directors

7.1. The annual remuneration of the Non-Executive Directors is fixed and does not contain any short-term or long-term incentives. The Non-Executive Directors receive an additional allowance (i) per committee, and (ii) for chairing the Committee. The Non-Executive Directors do not receive any pension entitlements. The remuneration is subject to the approval by the AGM.