



GREENYARD

REMUNERATION POLICY

Draft – Subject to approval by the Annual Shareholders’ Meeting on 20 September 2024

1. SCOPE

The Remuneration Policy (*Remuneration Policy*) of Greenyard NV (*Greenyard* or the *Company*) applies to and consists of an overall framework for the remuneration of:

- the members of the Board of Directors of Greenyard (Board of Directors),
- the Executive Director on the Board of Directors (as defined hereinafter),
- the members of the Executive Management of Greenyard (Executive Management),
being ~~the~~ ~~we~~ ~~co~~ Chief Executive Officers (*CEOs*), who exercises the day-to-day management, in close cooperation with the Chief Financial Officer (*CFO*), who is also a member of the Executive Management.
- the members of the Leadership Team of Greenyard (Leadership Team),
who – under the direction of the Executive Management – assist in the exercise of the day-to-day management and are in charge of the operational management.

This Remuneration Policy is established in accordance with the requirements for listed companies as laid down in the Belgian Companies and Associations Code (*BCAC*) and takes into account the recommendations of the Belgian Code on Corporate Governance (*the 2020 Code*), which Greenyard uses as a reference code, in accordance with article 3:6 (§2) BCAC. The 2020 Code provides for the ‘*comply or explain*’ principle, meaning that any deviations from the recommendations must be justified in the Corporate Governance Statement (*CG Statement*) which is part of the Board of Directors’ Annual Report.

Following the approval by the Annual Shareholders’ Meeting held on 17 September 2021, the Remuneration Policy entered into effect on 1 April 2021. The Remuneration Policy was amended, with effect as of 15 September 2023, following approval by the Annual Shareholders’ Meeting held on 15 September 2023. Following a recent revision of Greenyard’s Corporate Governance Charter (CG Charter)~~the Remuneration Policy~~, changes to the Remuneration Policy as compared to the Remuneration Policy as approved by the Annual Shareholders’ Meeting in 2023~~1~~ have been made by the Board of Directors on 17 June 2024, upon the recommendation of the Nomination and Remuneration Committee of Greenyard (Nomination and Remuneration Committee or Committee). These changes and additions for further clarification made to the 15 September 2023~~1 April 2021~~ version are included in the revised Remuneration Policy, and also explained in more detail in Section 8 of this Remuneration Policy. The revised Remuneration Policy is applicable with effect from 1 April 2024~~], subject to approval by the Annual Shareholders’ Meeting held on 2015 September 2024~~~~3~~].

If any material changes are made to the Remuneration Policy and, in any event, at least every four years, it will be submitted to the Annual Shareholders’ Meeting for approval. A procedure is provided for deviating from the Remuneration Policy in exceptional circumstances under Section 0 of this Remuneration Policy. The Remuneration Policy can be found on the website of Greenyard (www.greenyard.group). The Remuneration Policy has been drawn up in Dutch and English. In case of any contradictions between the two versions, the Dutch version shall prevail.

The Remuneration Policy includes the following [Sections](#):

1. Scope	2
2. Vision and Objectives	4
3. Remuneration Policy for the members of the Board of Directors	4
3.1 REMUNERATION POLICY FOR NON-EXECUTIVE DIRECTORS	4
3.2 REMUNERATION POLICY FOR EXECUTIVE DIRECTORS	7
4. Remuneration Policy for the members of the Executive Management, the Leadership Team and the Executive Director	8
4.1 OBJECTIVES OF THE REMUNERATION POLICY	8
4.2 DECISION-MAKING PROCESS TO DEVELOP THE REMUNERATION POLICY	8
4.3 COMPONENTS OF THE REMUNERATION	9
4.4 STRUCTURE OF THE REMUNERATION PACKAGE	14
4.5 MAIN FEATURES OF THEIR AGREEMENT WITH GREENYARD	15
5. Explanation of how employment conditions of other Greenyard employees are taken into account when determining the Remuneration Policy	15
6. Procedure for deviating from the Remuneration Policy	15
7. Shareholders' Engagement	16
8. Overview of changes compares to the last approved remuneration policy	16

2. VISION AND OBJECTIVES

The Remuneration Policy is aimed at and focused on delivering Greenyard's long-term ambitions and strategic targets, pursuing an organic growth trajectory in both the Fresh segment and the Long Fresh segment of Greenyard, as set forth in the [Strategy](#) of Greenyard and its long-range plan, drawn up with effect from 2020 and as amended from time to time (*LRP or Long-Range Plan*).

The LRP [as recently updated](#), is built around the following [strategic seven-core](#) pillars:



Greenyard intends to prioritize and invest in these core pillars over the coming period, and their achievement constitutes the primary objective of the Remuneration Policy, in particular by:

- Setting qualitative and quantitative performance criteria for the members of the Executive Management and the Leadership Team, but also for the broader group of employees of Greenyard, aligned to these strategic targets.
- Implementing a long-term incentive plan for the members of the Leadership Team spread over a vesting and exercise period which substantially parallels the duration of the LRP [\(as applicable at that time\)](#), and as the case may be, depending on the relevant plan, linked to [certain key performance indicators](#).
- Continuously conducting a fit and proper assessment of the profiles present and those required in the Board of Directors and the Leadership Team, suitable to accomplish the [Strategy](#) of Greenyard and its LRP, as amended from time to time, in the best possible way.

3. REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS

3.1 REMUNERATION POLICY FOR NON-EXECUTIVE DIRECTORS

3.1.1 OBJECTIVES OF THE REMUNERATION POLICY

The Company seeks to appoint directors who will enable and ensure the Board of Directors to be composed in such a way that there is sufficient expertise in the various activities of Greenyard, and sufficient diversity in competencies, background, age and gender, for the Board of Directors to be able to fulfill its role in the most optimal way. All directors are expected to familiarize themselves with the scale and scope of the Company's business and to maintain and update their specific technical skills and knowledge.

The remuneration of the non-executive directors complies with Greenyard's vision on its Remuneration Policy: a fixed fee and attendance fees which take into account the non-executive directors' responsibilities and the time allocated to their director's mandate and which are deemed sufficient for attracting the right profiles to contribute to [the Greenyard's Strategy of Greenyard](#) and its LRP, as amended from time to time.

3.1.2 DECISION-MAKING PROCESS TO DEVELOP THE REMUNERATION POLICY

The components and the amount of remuneration for non-executive directors are proposed to the Annual Shareholders' Meeting by the Board of Directors, upon the advice of the Nomination and Remuneration Committee. In determining the remuneration of the non-executive directors, their responsibilities and roles, the requisite time expenditure and the associated risks are taken into account.

The Nomination and Remuneration Committee analyses the Remuneration Policy applicable to the non-executive directors on a regular basis. In doing so, the Committee examines whether an adjustment is necessary, including on the basis of a benchmark against comparable and relevant peer companies of a similar size or in the same stock index as Greenyard. In this way, it ensures that the remuneration is still appropriate and in line with market practice of its peer group. Given the foregoing, Greenyard strives to benchmark the remuneration of its non-executive directors on a regular basis.

Any decision concerning the remuneration of non-executive directors is the exclusive competence of the Annual Shareholders' Meeting, which division of powers ensures that there are neither potential nor existing conflicts of interest in this respect.

3.1.3 COMPONENTS OF THE REMUNERATION

In terms of remuneration components, the total remuneration for non-executive directors consists of:

COMPONENT	BOARD OF DIRECTORS	ADVISORY COMMITTEE
FIXED FEE	<p>Non-executive directors receive:</p> <ul style="list-style-type: none"> - a fixed fee in cash per annum, - not subject to automatic indexation, and - payable semi-annually. 	Not offered.
ATTENDANCE FEES	<p>A fee is paid per meeting attended, including attendance through video or telephone conference.</p> <p>No attendance fee is paid for meetings held by video or telephone conference if the meeting is convened solely:</p> <ul style="list-style-type: none"> - for the purpose of a status update, or - exclusively to make an urgent decision requiring immediate action. 	
SHARE-BASED REMUNERATION	<p>Not offered.</p> <p>This implies that Greenyard deviates from principle 7.6 of the Code 2020, which recommends that the non-executive directors receive part of their</p>	

COMPONENT	BOARD OF DIRECTORS	ADVISORY COMMITTEE
	<p>remuneration in the form of Greenyard shares.</p> <p>Currently, Greenyard does not award shares to its non-executive directors as a form of remuneration, for reasons that:</p> <ul style="list-style-type: none"> - Greenyard is of the view that its non-executive directors are already acting and taking decisions with respect to the Company based on a long-term vision. - Ownership of Greenyard shares by all the non-executive directors may make alignment and consensus in the Board of Directors more difficult since more conflicts of interest may be involved. - It cannot be excluded that the independence of the independent directors will be compromised as a result. This independence is considered to contribute to balanced decision-making in the Company's interest. - The Nomination and Remuneration Committee continues to monitor the reasons set out above on the basis of which the deviation from paragraph 7.6 of the 2020 Code is considered justified by Greenyard, and continues to assess whether and to what extent the grant of Greenyard shares to non-executive directors as part of their remuneration would be in the best interest of the Company. 	
PERFORMANCE-RELATED REMUNERATION	Not offered.	
ANY BENEFITS IN KIND OR BENEFITS ASSOCIATED WITH PENSION SCHEMES	Not offered.	
REIMBURSEMENT OF EXPENSES	International travel expenses incurred by non-executive directors domiciled outside Belgium are reimbursed.	
OTHER	Remuneration in case of Chairmanship	
	Given the specific responsibilities and time expenditure related to his position, the fixed annual fee paid to the	Given the limited size of the advisory Committees, no specific remuneration is granted to the

COMPONENT	BOARD OF DIRECTORS	ADVISORY COMMITTEE
	Chairman of the Board of Directors differs from that paid to the other non-executive directors to the extent that the Chairman's fixed remuneration is higher but, unlike that of the other directors, also includes the attendance fees for participation in Board of Directors meetings and advisory Committees.	non-executive directors in their roles as chairs of particular committees.
	Remuneration for specific tasks assigned to non-executive directors	
	Specific additional remuneration may be awarded, upon proposal of the Board of Directors, by the Annual Shareholders' Meeting to non-executive directors to whom specific tasks have been assigned or for additional effort.	

All remuneration of non-executive directors is paid on a pro-rata basis according to the duration of the director's term of office.

An overview of the total remuneration for the non-executive directors is included in the CG Statement (and more particularly, in the Remuneration Report) [which forms a chapter in the Board of Directors' Annual Report](#).

3.1.4 MAIN FEATURES OF THEIR AGREEMENT WITH GREENYARD

The non-executive directors exercise their function on a self-employed basis. They are appointed for a term of four years, according to the procedure laid down in the [CG Corporate Governance Charter of Greenyard](#). The director's mandate may be terminated *ad nutum* (at any time) by the Annual Shareholders' Meeting, without any form of compensation for termination.

3.2 REMUNERATION POLICY FOR EXECUTIVE DIRECTORS

Executive directors [are appointed by the General Shareholders' Meeting as directors of Greenyard, and consequently form part of the Board of Directors, except that outside this mandate as directors, they provide other executive services to Greenyard, as delegated and assigned by the Board of Directors. They, who hold executive positions in the Company or one of its subsidiaries, do not receive ~~no~~ additional compensation for their work on the Board of Directors or advisory Committees, since this is part of the total remuneration package they receive ~~for~~ their executive ~~duties~~function.](#)

Executive directors are [not considered de jure](#) members of the Executive Management, [unless decided otherwise by the Board of Directors](#).

[If an aforementioned executive director is not a member of neither the Executive Management nor the Leadership Team, and as a result of a decision of the Board of Directors bears the title of](#)

Executive Director (Executive Director), the aforementioned Executive Director will be remunerated in accordance with Section 4 below.¹

4. REMUNERATION POLICY FOR THE MEMBERS OF THE EXECUTIVE MANAGEMENT, ~~THE~~ AND LEADERSHIP TEAM ~~AND THE EXECUTIVE DIRECTOR~~

4.1 OBJECTIVES OF THE REMUNERATION POLICY

The remuneration of the members of the Leadership Team (including the members of the Executive Management) is designed to:

- Ensure that the Company can continuously attract, motivate and retain high calibre and high potential executive talent.
- Promote a sustainable realisation and achievement of the LRP.
- Stimulate, recognize and reward strong individual contribution and solid team performance.

The remuneration of the Executive Director is designed to promote and support the achievement of Greenyard's strategic vision and mission as a pure-plant powerhouse, as defined in the Strategy of Greenyard.

External benchmarking exercises against comparable and relevant peer companies are conducted regularly in order to establish target levels that, as a general rule, aim for the median market level and to ensure the remuneration remains competitive and in line with market practice for its peer group.

When determining the remuneration levels and structure for the members of the Executive Management, ~~the~~ and Leadership Team and the Executive Director, Greenyard considers an international frame of reference comprising companies selected on the basis of relevant parameters defined upon recommendation of the Nomination and Remuneration Committee such as, amongst others, sector and industry, market cap, size (as compared on the basis of revenues and number of employees), and EBITDA margin.

4.2 DECISION-MAKING PROCESS TO DEVELOP THE REMUNERATION POLICY

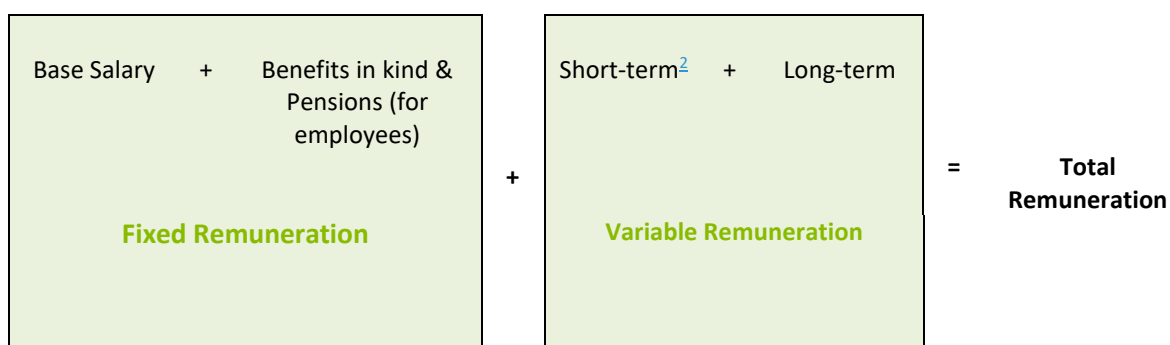
The Remuneration Policy for the members of the Leadership Team (including the members of the Executive Management) and the Executive Director, is determined by the Board of Directors, upon the recommendations of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee makes a recommendation to the Board of Directors, which recommendations are formulated in the case of the Leadership Team as regards members other than the CEO, in consultation with and based on reasoned proposals from the CEO. The Executive Director may give advice with respect to the members of the Executive Management, while the CEO may be asked for advice with respect to the Executive Director. ~~based on a reasoned advice of~~

¹ At the time of drafting the revised version of the Remuneration Policy, with effect as of 1 April 2024[, subject to approval by the Annual Shareholders' Meeting held on 20 September 2024], only one person on the Board of Directors meets this profile and qualifies as an Executive Director on the Board of Directors. In principle, therefore, this will be only one person. However, if an additional person qualifies as an executive director on the Board of Directors, it will be subject to the same rules applicable to the Executive Director (and any reference to the Executive Director will be read as referring to the Executive Directors), provided and only to the extent expressly decided by the Board of Directors.

~~the CEOs as presented to the Nomination and Remuneration Committee, insofar it does not concern their own remuneration.~~ The Nomination and Remuneration Committee regularly analyses the Remuneration Policy applicable to the Leadership Team (including the Executive Management) and the Executive Director. In doing so, the Committee examines whether any adjustment is necessary, including on the basis of benchmark studies with those of other comparable and relevant companies with the same size or stock market index as Greenyard. In this way, the Committee ensures that remuneration continues to be appropriate and in line with the market practices of its peer group. Given the foregoing, Greenyard strives to subject the remuneration of its Leadership Team (including the Executive Management members) and the Executive Director to a benchmark exercise on a regular basis.

4.3 COMPONENTS OF THE REMUNERATION ~~FOR LEADERSHIP TEAM MEMBERS~~

The total remuneration of the members of the Leadership Team (including the members of the Executive Management) ~~and the Executive Director~~ comprises different components (each of which is addressed separately in the table below):



FIXED REMUNERATION	
<p>The Board of Directors is authorized to decide on the fixed annual remuneration to be paid to the members of the Leadership Team (including the Executive Management) and the Executive Director, after having consulted the Nomination and Remuneration Committee on the matter and, as regards with regard to the members other than the CEOs, in consultation with and based on reasoned the motivated proposals from of the CEOs. The Executive Director may give advice with respect to the members of the Executive Management, while the CEO may be asked for advice with respect to the Executive Director. When formulating recommendations, the Nomination and Remuneration Committee takes into account, where relevant, benchmarks and Greenyard’s performance rating system.</p> <p>The fixed remuneration consists of a base salary and, in case of an employee, benefits in kind and pension arrangements.</p>	
BASE SALARY	<p>DESCRIPTION A fixed remuneration, which is paid in cash.</p>

² ~~Not applicable to the Executive Director.~~

	<p>Individual's role, experience and performance as well as market practice are considered when determining salary levels.</p> <p>Aims for the median of the market peer group.</p> <p>Any salary adjustments (other than automatic salary indexation in the case of an employee, in accordance with applicable sectoral provisions) take effect at the start of the new financial year following the decision to adjust, unless otherwise agreed.</p>
	<p>PURPOSE & STRATEGIC ROLE</p> <p>Facilitates recruitment and is the basis for competitive pay.</p> <p>Rewards performance of day-to-day activities.</p> <p>Secures and retains high profiles needed to deliver Greenyard's strategic priorities as set forth in the Strategy of Greenyard and itsthe LRP.</p>
<p>BENEFITS IN KIND</p>	<p>DESCRIPTION</p> <p>Perquisites and benefits in kind are only provided to those Leadership Team members who are employees, and not to those members who provide their services on a self-employed basis (whether through a management company or not), though certain costs may be invoiced separately.</p> <p>Provides benefits in line with competitive practices in the local market and mainly include, but are not limited to, hospitalization coverage and company car.</p>
	<p>PURPOSE & STRATEGIC ROLE</p> <p>Provides market competitive benefits to aid recruitment and retention.</p>
<p>PENSIONS</p>	<p>DESCRIPTION</p> <p>Pension arrangement for Leadership Team members who are employees, consists of a defined contribution plan which provide for extra-legal retirement benefits at levels that are in line with the predominant plans of their kind in each country where they are in effect.</p>
	<p>PURPOSE & STRATEGIC ROLE</p> <p>Provides market competitive benefits to aid recruitment and retention.</p> <p>Provides for employee retirement needs.</p>

VARIABLE REMUNERATION

The annual short-term incentive objectives for the members of the Leadership Team (including the Executive Management), and the level of achievement of these objectives, are assessed by the Nomination and Remuneration Committee. With regard to Leadership Team members other than the CEO, this occurs in consultation with and based on reasoned proposals from the CEO. The Executive Director may give advice with respect to the members of the Executive Management. The Committee's recommendations are then discussed by the Board of Directors, which has the decision-making authority and therefore finally determines the short-term incentive objectives. Decisions on stock option grants are similarly taken, as far as the members other than the CEOs are concerned, in consultation with and on the motivated proposal of the CEOs, and are then discussed and finally determined by the Board of Directors.

SHORT-TERM INCENTIVE

DESCRIPTION

An annual bonus, which is performance-related and paid in cash.

Based on the achievement of annual measures over the previous financial year, of which collective (financial) objectives will account for half of the plan outcome, and the other half will relate to personal objectives and individual contributions.

For each performance measure, a threshold, target and maximum performance level is set, as a percentage of the fixed base salary. The amount of the bonus pay-out can never exceed 100% of the base salary.

The evaluation period coincides with the relevant financial year, starting on 1 April and ending on 31 March of the next calendar year. The level of achievement of the objectives is reviewed in the first quarter of the following financial year. The quantitative calculation is carried out on the basis of audited figures.

PURPOSE & STRATEGIC ROLE

Drives and rewards the achievement of annual collective and strategic business targets, linked to Greenyard's environmental, social and governance (ESG or sustainability) targets, to the extent applicable, with the aim to incentivize sound business decisions in view of the achievement of the LRP.

Drives and rewards the delivery of personal objectives and individual contributions to the Greenyard group.

CLAW-BACK PROVISION ~~IN THE ANNUAL BONUS PLAN~~

	<p>The management agreements with annual bonus plan for the members of the Executive Management and the Leadership Team, as well as the annual bonus plan, provides for a claw-back mechanism. This which enables Greenyard in certain cases to require a member to repay to the Company variable remuneration that has already been paid out.</p>
<p>LONG-TERM INCENTIVE</p>	<p>DESCRIPTION</p> <p>Long-term incentive plans are granted by means of stock options with the following characteristics:</p> <ul style="list-style-type: none"> - A certain number of stock options are granted through block awards, free of charge. - Upon acceptance of the offer, each option grants its holder or beneficiary the right to acquire a Greenyard share under the exercise conditions and against payment of the exercise price. - After a vesting period, which is spread in time, the vesting may be subject to vesting conditions (including continued employment at the time of vesting). - When the <u>stock</u> options are vested, they may be exercised during (a) certain period(s) against payment of the exercise price, which equals the average closing price of the Greenyard share for thirty <u>calendar</u> days preceding the grant date. - Each option, if exercised, allows to subscribe to one Greenyard share at the exercise price, which shares will benefit from the same rights and advantages as the existing Greenyard shares. - The options cannot be exercised before <u>the fourth anniversary of the grant date, nor can they be exercised after the earlier of (i) the day immediately preceding the sixth anniversary of the grant date and (ii) the day immediately preceding the eighth anniversary of the date on which the Board of Directors approved the stock option plan</u>expiry of the vesting period, nor can they be exercised later than maximum six years from the grant date. - There are no share retention or lock-in periods after the exercise of the options. - The number of stock options granted to each beneficiary is an absolute number and not a percentage of the base salary. - A bad leaver clause is provided for in the stock option plans, stipulating that, in certain cases (such as termination for cause), the holder or beneficiary concerned loses the stock options previously granted, which options will be automatically annulled and will no longer vest, with no compensation of any kind being due from Greenyard <u>(unless otherwise decided by the Board of Directors).</u>

	<p>PURPOSE & STRATEGIC ROLE</p> <p>Drives and rewards sound business decisions in view of the sustainable achievement of the Strategy of Greenyard and itsthe LRP.</p> <p>Aligns with the shareholders' interest.</p> <p>Supports retention.</p>
	<p>CLAW-BACK PROVISION</p> <p>The long-term incentive plans provide for a bad leaver clause stipulating that in certain cases (such as termination for cause) the stock options will be automatically annulled and lost, regardless of whether they have already vested.</p>

Article 7:91 BCAC provides for a specific arrangement on the spread in time with respect to (i) shares, share options or any other rights to acquire shares, granted by way of remuneration, as well as (ii) the variable remuneration granted in a listed company to an executive director, and in accordance with article 7:121 BCAC, the other persons in charge of the leadership and the persons delegated with the day-to-day management. More specifically, (i) a director may, by way of remuneration, only definitively acquire shares or exercise share options or any other rights to acquire shares, after a period of at least three years following their grant, and (ii) the variable remuneration for an executive director, the other persons in charge of management and the persons in charge of daily management must for at least 25% be based on performance criteria measured over a period of at least two years, and for (again) 25% be based on performance criteria measured over a period of at least three years.

Greenyard deviates from these legal rules since, as mentioned above, (i) flexibility is provided for potential future stock option plans with regard to the modalities concerning the vesting period and conditions and (ii) the short-term variable remuneration is paid immediately in the year after realization of the short-term objectives. [The articles of association explicitly include the deviation for remunerations granted in the context of daily management. If the Company wishes to deviate from article 7:91 BCAC in the cases not covered by this provision of the articles of association, it shall request approval from the Annual Shareholders' Meeting.](#)

OTHER

The Company will not grant credit, nor maintain credit, nor award credit in the form of a personal loan, not extend an existing credit to any [member of the](#) Executive Management, ~~the~~ [Leadership Team](#)~~member,~~ [or the Executive Director](#).

The members of the Executive Management and Leadership Team are encouraged to build stock ownership in the Company, preferably by keeping part of the stocks that they purchase under the

existing stock option plans.

Greenyard deviates from principle 7.9 of the Code 2020, which recommends that the Board of Directors sets a minimum threshold for the holding of Greenyard shares by the Executive Management and Leadership Team members. Currently, the Board of Directors has not formally set any explicit minimum thresholds for Greenyard shareholdings for Executive Management and Leadership Team members, since it wants to allow a degree of flexibility to the persons concerned. The long-term incentive plans demonstrate that the Company wishes to stimulate the long-term vision of the Executive Management and Leadership Team members by allowing them to participate financially in Greenyard's growth.

4.4 STRUCTURE OF THE REMUNERATION PACKAGE ~~FOR THE MEMBERS OF THE EXECUTIVE MANAGEMENT AND LEADERSHIP TEAM~~

The total remuneration of the members of the Executive Management and ~~the Leadership Team, and the Executive Director~~ comprises different components (as indicated in the table above, under section 4.3).

The intended mix between fixed remuneration and variable remuneration for ~~(on or about) "at target" performance in the remuneration package for the CEOs and, in an aggregate manner, for the other Leadership Team members (except for the CEO),~~ is illustrated below. In ~~these charts,~~ fixed remuneration refers to base salary, ~~only, excluding~~ pensions and other benefits in kind, and variable remuneration consists of the short-term and long-term opportunities. Share price movements during vesting periods are hereby not included.



Note: the structure presented above is calculated on the basis of the composition of the Leadership Team on 31 March 2024~~3~~ and is based on the grant with respect to financial year 2023~~2~~/2024~~3~~. Therefore, this information is provided for indicative purposes only. In addition, the long term-incentives in the above structure are presented on the basis of the theoretical valuation of the vested share options that have been granted under the applicable stock option plans. This however concerns a theoretical valuation as at the date of the publication of the ~~Board of Directors' Annual Financial Report~~ for the financial year ended on 31 March 2024~~3~~ not all stock options were vested and only a limited number of vested stock options were exercised by certain members of the Leadership Team. The Remuneration Report which is part of the CG Statement (~~which forms a chapter in the Board of Directors' Annual Report~~) will provide accurate information in this respect on an annual basis.

4.5 MAIN FEATURES OF THEIR AGREEMENT ~~WITH~~BETWEEN GREENYARD ~~AND THE MEMBERS OF THE EXECUTIVE MANAGEMENT AND LEADERSHIP TEAM~~

Most of the members of the Leadership Team (including the members of the Executive Management) are bound to Greenyard on the basis of a management agreement and are self-employed. Some members of the Leadership Team work for Greenyard on the basis of an employment contract.

In principle, these contracts are concluded for an indefinite period, unless special circumstances require a fixed-term contract.

In case of unilateral termination by Greenyard, a severance pay and/or term equal to ~~six~~twelve months' remuneration is provided for in the agreements with the Leadership Team members (including the Executive Management members). ~~For the other members of the Leadership Team, the severance pay is in principle equal to six months' remuneration or, if~~ the member is an employee, this is calculated in accordance with the applicable legal provisions under the employment contract.

The Executive Director has self-employed status and is (re)appointed by the Annual Shareholders' Meeting, according to the procedure provided for this purpose in the CG Charter.

5. EXPLANATION OF HOW EMPLOYMENT CONDITIONS OF OTHER GREENYARD EMPLOYEES ARE TAKEN INTO ACCOUNT WHEN DETERMINING THE REMUNERATION POLICY

The Remuneration Policy for the Leadership Team members is designed in line with the remuneration philosophy set out at the beginning of this Remuneration Policy which also underpins remuneration for the wider group of employees of Greenyard. As such, remuneration arrangements for the Leadership Team members draw on similar elements as those for other employees and include elements such as base salary, performance-related pay and extra-legal benefits. However, the concrete implementation of these components is dependent on, amongst others, the position and status of the person in question, as well as on the local legislation which the employee is subject to.

In addition, the working of the annual bonus plan for the Leadership Team members and for the other eligible employees is similar in nature, and any potential award is based upon achieving collective objectives, personal objectives and contributing individually to a sustainable development of the Greenyard group. On the other hand, Leadership Team members receive a higher proportion of their total remuneration in variable remuneration (short-term incentive and long-term incentive) compared to the broader group of employees of Greenyard.

6. PROCEDURE FOR DEVIATING FROM THE REMUNERATION POLICY

In exceptional circumstances, to be assessed on a case-by-case basis, and only if this serves the long-term interests and sustainability of Greenyard or guarantees its viability, the Board of Directors may, subject to a reasoned opinion issued by the Nomination and Remuneration Committee, allow

certain deviations from the applicable Remuneration Policy. In case of such derogation during a financial year, this will be explained in more detail in the Remuneration Report of the financial year in question.

7. SHAREHOLDERS' ENGAGEMENT

In establishing the Remuneration Policy and its future revisions, Greenyard endeavours to take into account the votes and views of its shareholders on the Remuneration Policy and the Remuneration Report (which is part of the CG Statement [as a chapter in the Board of Directors' Annual Report](#)). The Remuneration Policy [which, effective after a revision of the original version dated from 1 April 2021, came into effect on 15 September 2023](#), was approved by the Annual Shareholders' Meeting [held on 15 September 2023](#) with a substantial majority of 98.4867% of shareholder votes. In addition, the remuneration report for the financial year ended 31 March 2023~~2~~, which sets out the remuneration granted to the directors and members of the Leadership Team (including members of the Executive Management) for the aforesaid financial year ended 31 March 2023~~2~~ in accordance with the applicable Remuneration Policy, was approved at the Annual Shareholders' Meeting held on ~~15~~ September 2023~~2~~ by a substantial majority of 98.4830% and no specific comments were made in relation to the aforesaid financial year. This was also taken into account in the context of the revision of the Remuneration Policy, and the number of (material) changes made to it, see Section 8 below. Greenyard is committed to an open and transparent dialogue with its shareholders on remuneration as well as other governance matters. Such dialogue takes place in the Board of Directors given that Greenyard's reference shareholder is represented in the Board of Directors, but also other shareholders are holding a director's mandate.

The feedback of shareholders and investors on remuneration matters is shared with the Nomination and Remuneration Committee and is taken into consideration when decisions are made about future remuneration strategy and arrangement.

8. OVERVIEW OF CHANGES COMPARES TO THE LAST APPROVED REMUNERATION POLICY

Following a revision of the Remuneration Policy that was part of a broader revision of Greenyard's Corporate Governance Charter, as approved by the Board of Directors on ~~17 June 2024~~[February 2023](#), the Board of Directors, on the advice of the Nomination and Remuneration Committee, decided to submit a revised version of the Remuneration Policy to the Annual Shareholders' Meeting of ~~2015~~ September 2024~~3~~ for approval. The main and general principles of the Remuneration Policy are maintained in the revised version, subject to the following (material) changes and other additions for further clarification to the version applicable as of ~~15 September 2023~~[15 September 2023](#)~~1 April 2021~~, as included in the revised Remuneration Policy, applicable with effect from ~~15 April 2024~~[September 2023](#)~~September 2023~~, subject to approval by the Annual Shareholders' Meeting on ~~2015~~ September 2024~~3~~:

- [The \(revised\) Remuneration Policy contains an elaborated policy and takes into account the possibility of an Executive Director who is a member of the Board of Directors of Greenyard, but who does not hold a position within the Leadership Team \(including the Executive Management\), but who, outside the Board mandate, provides executive services to the](#)

Company delegated by the Board of Directors.

- As part of the long-term incentive remuneration, additional flexibility is provided for potential future share option plans with regard to the modalities regarding the vesting period and conditions, if and to the extent permitted by law or the articles of association.
- The reference to article 7:91 BCAC is amended to take into account the insertion in the Company's articles of association of the possibility to grant exemption from the application of article 7:91 BCAC in the context of daily management.
- The (revised) Remuneration Policy and the remuneration awarded accordingly are designed to support the long-term performance of the Company and are therefore focused and oriented towards the achievement of Greenyard's long-term ambitions and strategic objectives, which are set out in the Strategy of Greenyard and its LRP. Given the aim to keep these policies up to date, they will in principle be amended from time to time, which is additionally clarified in the context of the revision of the Remuneration Policy herein.