OUR NOMINATION AND REMUNERATION COMMITTEES REPORT

THIS REPORT COMPRISES THREE PARTS

1 THE NOMINATION AND REMUNERATION COMMITTEES' CHAIRPERSON'S REPORT

The Nomination and Remuneration Committees' (the Committee) Chairperson's Report, which provides an overview of performance and remuneration in the 2022 financial year, along with details of the governance arrangements in place with respect to nomination and remuneration. The Group has a single committee dealing with both nomination and remuneration matters and the Committee therefore prepares a single report combining both.

2 FORWARD-LOOKING REMUNERATION POLICY

The remuneration philosophy, policy and framework to be tabled at the AGM for a non-binding advisory vote by the Group's shareholders.

3 IMPLEMENTATION REPORT

The implementation of the Remuneration Policy in the 2022 financial year, which is to be tabled at the AGM for a separate non-binding advisory vote by the Group's shareholders.

Chairperson:

Meetings attended: X/X



3/3

WA Hanekom
CA(SA)



3/3

BM Rapiya
BAdmin



3/3

MI Khan
CA(SA)

MEMBERSHIP AND COMPOSITION OF THE COMMITTEE



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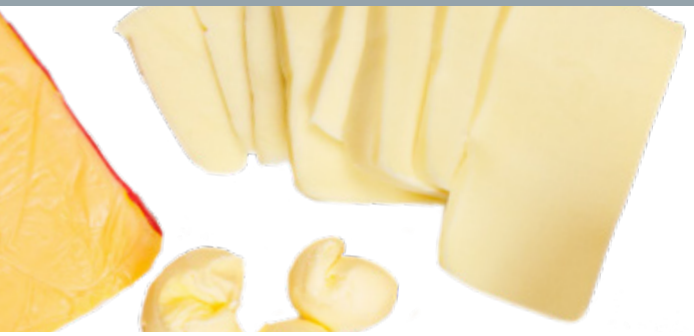
F Robertson
Honorary Doctorate in Philosophy



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F Ratheb
BSc (Hons) (Eng), MBA

COMMITTEE INVITEE





1 THE NOMINATION AND REMUNERATION COMMITTEES' CHAIRPERSON'S REPORT

BACKGROUND

Sea Harvest, as a responsible corporate citizen, remains committed to ethical leadership and responsible corporate governance practices, thus creating sustainable growth in shareholder value through consistent improvement in earnings, clear growth and expansion of capital, and engaging with its shareholders and stakeholders.

This report describes the material matters dealt with by the Committee and summarises the Group's approach to fair, responsible and transparent remuneration. The report sets out how the Committee has discharged its duties in terms of statutory requirements as well as additional duties assigned to it by the Board in respect of the financial year ended 31 December 2022. This report also provides an overview of the Group's approach to nomination matters and the remuneration philosophy, policy and framework, with a particular emphasis on executive directors, non-executive directors and management.

OVERVIEW OF PERFORMANCE AND REMUNERATION

Sea Harvest experienced a challenging year to 31 December 2022. Despite volume losses from FRAP, compounded by a reduction in the TAC, revenue was up in all segments with firm demand in all markets and strong pricing in all channels. As a result, Group revenue for the year increased 27% to R5.9 billion (2021: R4.6 billion).

The growth in revenue was, however, offset by unprecedented cost inflation (with cost of sales increasing 42% driven by a R257 million increase in the fuel price) and supply chain disruptions (with load shedding costing the Group c.R20 million in the last four months of 2022 and export freight rates up 34%), while fixed costs were impacted by R36 million in once-off acquisition-related costs. This resulted in a 25% decrease in earnings before interest and tax (EBIT) to R500 million (2021: R670 million).

Net finance costs also increased significantly to R124 million (2021: R57 million) as a result of higher levels of debt and higher interest rates during the period, with interest rates having increased 25% year on year.

As a result of the challenging year, the Group reported HEPS of 105 cents (2021: 157 cents, down 33%), and, in line with the softer performance and dividend policy, the Group declared a dividend of 38 cents (2021: 56 cents, down 32%) per share in respect of the year ended 31 December 2022.

Sea Harvest continued to execute on its growth strategies and completed the acquisition of the Western Australia-based fishing and related businesses of MG Kailis, a leading vertically integrated fishing business, which is one of the oldest in Australia, on 23 May 2022. The MG Kailis acquisition represents a significant step in the execution of the Group's investment strategy of acquisitive growth in the international seafood space that focuses on businesses of scale in high-value seafood species.

Underpinned by its Level 1 B-BBEE contributor status and c.90% black ownership, transformation remains core to Sea Harvest's existence and strategy of driving social change. The Group spent R4.5 million on social economic development (including projects focused on job creation, youth and rural development, education and health) and a further R6.5 million on supplier and enterprise development initiatives in 2022 to fuel broad-based economic growth and social transformation in mainly rural areas.

In 2023, as a result of the significant organic and acquisitive growth of the Group, the Committee will continue reviewing the Group's remuneration structures to ensure that these are fit for purpose and drive the behaviours required of employees.

Further details on specific activities of the Committee during the year are set out in this report.

There are no planned material changes to the Remuneration Policy for the 2023 financial year.

The Committee remains confident that the Group's remuneration philosophy and policy are aligned with its strategy and have contributed to the Group's growth. The Committee is also satisfied that the Remuneration Policy achieved its objectives in the 2022 financial year.

GOVERNANCE

The Committee was established to assist in monitoring the Group's nomination and remuneration practices and performance and to perform the functions required of a nomination and remuneration committee in terms of the Companies Act, King IV™, the JSE Listings Requirements, the Committee's terms of reference (the Charter), the Group's Remuneration Policy, and any other applicable legislation.

The Committee is a subcommittee of the Group's Board of Directors and has an independent role with accountability to the Board.

The Committee operates in terms of a formally approved Charter that was approved by the Board on 12 January 2017 and is reviewed annually, with the Charter having been reviewed by the Committee in November 2022.

The Charter is available at: **https://seaharvestgroup.co.za/investors/governance/**.

OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

COMPOSITION OF THE REMUNERATION COMMITTEE

In line with best practice, the majority of the Committee members are independent non-executive directors of the Group. For the period under review the Committee comprised:

WA Hanekom	BM Rapiya	MI Khan
Independent Non-executive Director	*Independent Non-executive Director*	*Non-executive Director*

The chairperson of the Board is an *ex officio* member of the Committee. To assist the Committee with the execution of its mandate, the CEO attended the meetings in the 2022 financial year.

Invitees attend Committee meetings but are not present when their remuneration is discussed and hold no voting powers. Similarly, Committee members do not decide on their own remuneration.

The Committee holds three meetings a year (in line with its Charter) and draws matters within its mandate to the attention of the Board on a quarterly basis and as occasion requires. The attendance record of the Committee is set out in the Corporate Governance Report on **page 99 and above.**

COMPOSITION OF THE NOMINATION COMMITTEE

The Nomination Committee deals with dedicated nomination matters and comprises three members:

WA Hanekom	BM Rapiya	MI Khan
Independent Non-executive Director	*Independent Non-executive Director*	*Non-executive Director*

INDEPENDENT EXTERNAL ADVICE

The Committee actively sources independent external advice from Bowmans and Remchannel on remuneration trends and benchmarks for executive directors and management. Sea Harvest uses the Remchannel survey to benchmark the salaries of employees. The Committee is satisfied that the advisors were independent and objective.

ROLES AND RESPONSIBILITIES OF THE COMMITTEE

The role of the Committee in respect of nomination matters is to have oversight of

- the process for nominating, electing and appointing members of the Board;
- the attributes of the members of the Board;
- the independence of the Board members;
- the succession planning in respect of Board members; and
- the Company's policy on diversity (including gender) for nominations and appointments of directors.

The role of the Committee in respect of remuneration is to assist the Board to ensure that

- the employee value proposition promotes fair, responsible, transparent remuneration and reasonable employment practices;
- the review of executive performance is conducted;
- the Group remunerates executive and non-executive directors fairly and responsibly; and
- the disclosure of directors' remuneration is accurate, complete and transparent.

The Board delegates the following responsibilities to the Committee

- Determine the Group's remuneration philosophy and policy to ensure alignment with the Group's strategy;
- Review and approve the composition of remuneration packages for executive directors and senior executives to ensure that the Group remunerates fairly and responsibly;
- Recommend the remuneration of non-executive directors;
- Determine the performance criteria and targets for both short- and long-term incentives;
- Approve the allocation and award of FSP shares in terms of the Group's long-term incentive plan rules;
- Consider the composition and performance of the Board as well as succession planning; and
- Consider the succession planning for executive directors and key senior executives.

During the 2023 financial year, the main focus of the Committee is expected to be on ensuring that the Remuneration Policy is effective and driving the required behaviours of management and employees. This will be particularly important due to the challenging 2022 financial year combined with organic and acquisitive growth experienced by the Group over the last few years and the alignment and integration of these businesses within the Group. For more information on the Group's compliance with King IV™ in terms of diversity and succession planning, refer to the Group's King IV™ Application Register on its website: **www.seaharvestgroup.co.za/investors/governance/**.

The Committee will also provide input when requested with regard to the integration of the Group's acquisition targets.

In satisfying its mandate during the year under review, the Committee

- considered nomination matters;
- reviewed the composition of the Board and its committees;
- considered the diversity of the Board;
- reviewed the performance of the Committee;
- considered succession planning for the Board, the CEO and the Executive Committee;
- considered executive depth in the Group;
- reviewed the independent directors' (including the chairperson's) outside professional commitments;
- reviewed the independence of directors;
- deliberated on the Board's diversity policy and targets;
- approved the short-term incentive payments for the 2021 and 2022 financial years;
- reviewed and approved the performance metrics and rules of the short-term incentives for the 2022 and 2023 financial years;
- reviewed the performance of the CEO for the 2021 and 2022 financial years;
- set the financial targets and functional targets and relative weightings for the CEO for the 2022 and 2023 financial years;
- considered and approved the vesting of the 2022 tranche of FSPs;
- considered and approved the allocation and award of shares to eligible participants in terms of the Group's FSP, including performance measures and hurdles;
- benchmarked packages of executive directors and senior executives with external service providers for recommendation;
- considered and approved the increases in guaranteed pay for executives, employees in management positions, and salaried employees for the 2022 and 2023 financial years;
- considered and recommended the increases in fees for non-executive directors for the 2022 and 2023 financial years;
- considered for approval by the Board the mandate for 2022 and 2023 plant level and bargaining council wage negotiations;
- considered for approval by the Board the *ex gratia* bonus payments to employees;
- considered for approval by the Board remuneration-specific resolutions to be approved by shareholders at the AGM;
- considered the Committee's Charter and the Remuneration Policy;
- implemented the Committee's Charter and ensured its alignment with King IV™;
- set the annual work plan for the Committee; and
- approved the Nomination and Remuneration Committees' Report for inclusion in the IR.

NON-BINDING ADVISORY VOTES

At the AGM held on 18 May 2022, the 2021 Remuneration Policy and the Implementation Report received support of 92.84% and 92.94%, respectively, of shareholders voting in favour thereof.

In line with the requirements of King IV™ and the JSE Listings Requirements, the 2022 Remuneration Policy together with the Implementation Report will be tabled for two separate non-binding advisory votes at the upcoming AGM.

In the event of 25% or more of the shareholders voting against either resolution at the AGM, the Committee will:

- extend an invitation to dissenting shareholders in the SENS announcement with the results of the AGM for them to engage with the Committee regarding their reasons for voting against the relevant resolution; and
- propose in the invitation the manner and timing of engagement, which may include but is not limited to communication via email, telephone calls, meetings and roadshows.

The Committee will ascertain the reasons for dissenting votes, respond and provide constructive feedback to shareholders' questions, queries and legitimate concerns. After consideration of the results of the shareholder engagement, the Committee reserves the right to amend elements of the Remuneration Policy to further align it with market practice and shareholder value creation.

The Committee is pleased to present the Remuneration Policy of the Group on **pages 113 to 117** and the Implementation Report on **pages 118 to 122** for separate non-binding advisory votes.

OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

2 FORWARD-LOOKING REMUNERATION POLICY

BACKGROUND

This section of the report deals specifically with the remuneration of non-executive directors, executive directors, management and other grades of employees. It sets out the remuneration philosophy and policy and the reward framework in place for the financial year ended 31 December 2022 and the financial year ending 31 December 2023.

POLICY AND PHILOSOPHY

The Group's remuneration philosophy is that employees are remunerated appropriately for their contribution to the delivery of the Group's strategy. The Remuneration Policy framework is based on the principles of fair and responsible remuneration and is formulated to attract, retain, motivate and reward high-calibre employees. The Group aims to encourage high levels of performance that are sustainable and aligned with the strategic direction and specific value drivers of the business. The way the Group remunerates employees reflects the dynamics of the market as well as the social, economic and environmental context in which the Group operates.

The Committee aims to reward superior performance and the achievement of the Group's strategy and ensures that there are consequences for underperformance. Managers play a vital role in ensuring that the performance management process provides the right information required to inform remuneration decisions made by the Committee.

Sea Harvest's operations include a number of employees who either form part of a bargaining unit or are independent contractors engaged on fixed-term contracts (within the bounds of South African labour legislation). The employment and remuneration arrangements of these employees are governed by separate agreements and are negotiated on an operational level (subject to oversight by the Committee); therefore, they are not covered by the Remuneration Policy framework.

FAIR AND RESPONSIBLE REMUNERATION

The principle of fair and responsible remuneration is at the core of the Group's remuneration philosophy.

The Group is dedicated to improving employment conditions for all employees of the Group, and may undertake and implement various initiatives from time to time to progressively realise the concept of fair and responsible remuneration.

Some of the principles driving this commitment include

- ensuring compliance with legislative requirements in terms of remuneration and benefits; and
- on an annual basis, conducting external benchmarking on remuneration packages across the various grades and job functions, which is a determining factor for setting remuneration across the Group.

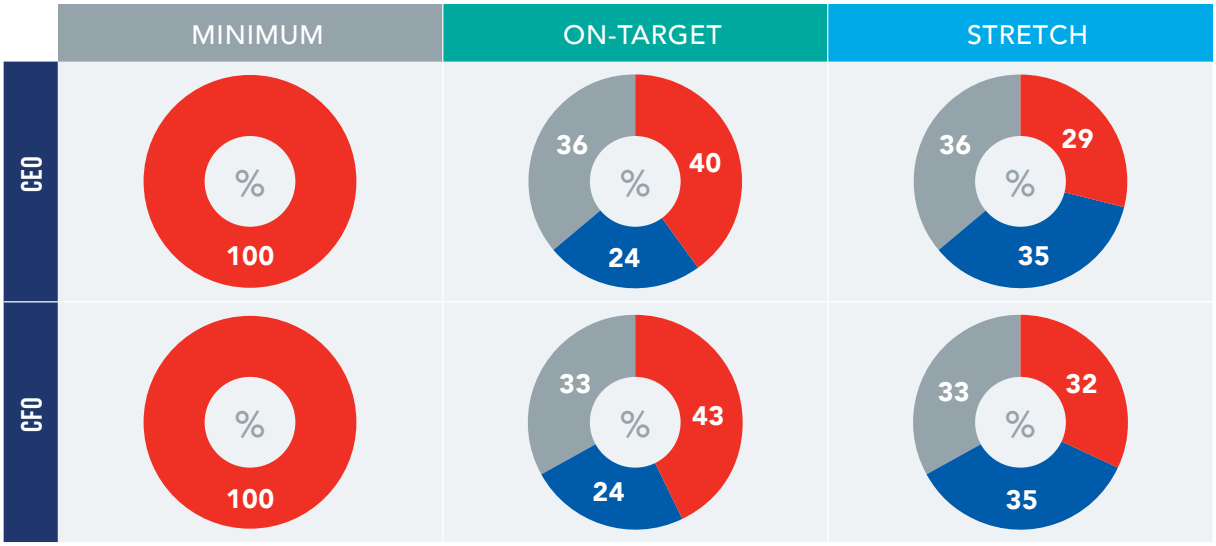
REMUNERATION MIX

Remuneration comprises guaranteed pay (GP) and variable pay. Variable pay comprises short-term incentives (STI) and long-term incentives (LTI). The remuneration mix reflects the relative proportions of each component in the package, which is linked to a job type and the nature of expected outcomes. The target remuneration mix varies at each grade. As a guideline, more senior employees should have a higher proportion of variable pay in their remuneration mix as they have the ability to influence the financial performance and strategic outcomes of the Group. The Committee has designed the remuneration mix for executive directors in a way that avoids overdependence on the variable pay components, which in turn discourages any excessive risk-taking behaviour. At lower levels, the remuneration mix is weighted in favour of GP.

In order to drive a high-performance culture and alignment with shareholders through shared value creation, the total reward mix for the CEO and executive directors is geared towards a higher percentage of variable pay at risk for the achievement of stretch targets. Implicit in the Remuneration Policy is that, over time, executives should build up a combination of restricted and unencumbered shares, ensuring significant alignment between the executives and shareholders.

The pie charts illustrate the potential remuneration mix for each executive director at minimum, on-target and stretch performance levels. The methodology used is in line with that recommended by King IV™.

AGGREGATE EXECUTIVE DIRECTOR PAY MIX



Note: Retention shares have not been included in the pay mix graphs, as they do not form part of the ongoing packages for executive directors.

ELEMENT	MINIMUM	ON-TARGET	STRETCH
GP	The 2022 salary and benefits are in line with those paid in the 2021 financial year		
STI	Nil	50% of stretch	110% – 120% of GP
LTI	Nil	The maximum number of performance shares and bonus shares granted in 2022 multiplied by the fair value on grant date	The maximum number of performance shares and bonus shares granted in 2022 multiplied by the share price on grant date



OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

COMPONENTS OF REMUNERATION

	GUARANTEED PAY		VARIABLE PAY	
	BASIC SALARY	BENEFITS	STI	LTI
PURPOSE AND LINK TO STRATEGY	Attracts and retains talent	Improve employees' financial planning and security on retirement	Encourages a high-performance culture to promote the achievement of specific objectives. Motivates executive directors and key senior managers to achieve short-term strategic, financial and non-financial objectives in the one-year business plan.	Attracts, retains, incentivises and rewards key management by linking performance to shareholder expectations. This promotes the achievement of long-term objectives with the desired outcome of an appreciating share price and the payment of a regular dividend, thereby providing key employees with the opportunity to share in the success of the Group.
ELIGIBILITY	All staff employed by Sea Harvest	All permanent staff; benefit is dependent on grade	Permanent staff from senior management upwards	Executive directors and executives
REMUNERATION METHODOLOGY	Reviewed annually against market benchmarks	**Market-related benefits** ➢ Pension/ provident fund ➢ Motor vehicle allowances ➢ Medical aid	Performance bonuses are dependent on financial performance (financial target) and achievement of agreed strategic and individual KPIs (functional target). Executives have a higher weighting on financial targets (80%) with 20% based on functional targets. Lower-level executives have a greater weighting on strategic and individual performance. The levels of remuneration that can be earned by the CEO and CFO are as follows: ➢ On-target: 55% – 60% of GP ➢ Stretch target: 110% – 120% of GP based on a sliding scale for in-between performance The STI is self-funding in that the threshold for the financial target of EBIT is calculated after taking into account the cost of the STI. In addition to targets set at Group level, targets are also set at operating segment level, aligning the performance and rewards of the relevant management.	**Retention shares** *The ad hoc* award of retention shares is a means of retaining certain executives and key senior management. The 2017 tranche of retention shares vest annually in equal portions over a three-year period (this period is five years for the CEO and CFO), subject only to continued employment. The December 2021 tranche of retention shares vest equally in 2024, 2025 and 2026, subject only to continued employment. **Performance shares and bonus shares** Allocations are on an annual basis subject to the Committee's discretion: ➢ CEO – performance shares 78% of GP and bonus shares 33% of the previous year's STI ➢ CFO – performance shares 61% of GP and bonus shares 33% of the previous year's STI ➢ Senior management – performance shares 22% to 61% of GP and bonus shares 33% to 67% of the previous year's STI **Employee Share Scheme** Broad-based equity scheme for the benefit of all employees who are permanently employed for an unbroken period of 24 months and do not participate in any other equity incentive scheme. The staff scheme was terminated in 2022.
PERFORMANCE CONDITIONS	Performance, i.e. meeting the requirements of the job	n/a	A single financial target (i.e. EBIT) is used for lower-level executives, while dual financial targets (i.e. EBIT and HEPS) are used for executive directors. Functional targets for the executive directors include: ➢ Delivery of organic growth projects; ➢ Turning around non-performing businesses; ➢ Improving operational efficiencies; ➢ Delivery of strategic acquisitions; ➢ Integration of new acquisitions; ➢ B-BBEE credentials and transformation; ➢ Retention of fishing rights ➢ Building organisational capability; and ➢ Successful stakeholder engagement.	Refer to the following table for performance conditions and characteristics of each share element.

LTI ALLOCATION METHODOLOGY

Long-term Incentive Eligibility Plan elements and performance conditions

1 RETENTION SHARES

EXECUTIVE DIRECTORS AND KEY SENIOR MANAGEMENT

- Awarded at listing and on an *ad hoc* basis, the retention share element of the FSP acts as a means to retain certain executive directors and key senior management.
- The 2017 tranche of retention shares vest equally over a three-year period (this period is five years for the CEO and CFO), subject only to continued employment and is therefore relevant for a five-year period.
- The December 2021 tranche of retention shares was issued in order to retain, reward and incentivise management over a critical period of the Group's existence and vests equally in December 2024, 2025 and 2026, subject only to continued employment.

2 2.1 PERFORMANCE SHARES (CONDITIONAL)

EXECUTIVE DIRECTORS AND KEY SENIOR MANAGEMENT

- The performance share element of the FSP rewards future Company and share performance.
- Performance shares are conditionally awarded to those individuals who can influence long-term strategic performance.
- Performance shares vest on the third anniversary of their award, the number vesting being tied to continued employment and the extent to which the Company has met preset performance criteria over the three-year period.

Currently, vesting is

- governed by continued employment;
- weighted 33% – the first performance criterion is the Group's average HEPS growth weighted for the main territories in which the Group operates:
  - If the average HEPS compound annual growth rate (CAGR) over the three-year period places it at the average CAGR in CPI plus GDP, or better, then the targeted number (30% of the maximum number) of performance shares awarded will vest.
  - If the average HEPS CAGR over the three-year period places it at the average CAGR in CPI plus GDP plus 3%, or better, then the maximum number (100% of the maximum number) of performance shares awarded will vest.
  - If the average HEPS CAGR over the three-year period places it at the average CAGR in CPI plus GDP, or below, then all performance shares awarded relating to that HEPS tranche will be forfeited.
  - HEPS performance between any of the above points results in pro-rated vesting. No retesting will be allowed, and any shares not vesting will lapse.
- weighted 33% – the second performance criterion is the Group's transformation credentials:
  - If the Group achieves a Level 3 B-BBEE rating on the current scorecard, then the targeted number (50% of the maximum number) of performance shares awarded will vest.
  - If the Group achieves a Level 2 B-BBEE rating on the current scorecard, or better, then the targeted number (100% of the maximum number) of performance shares awarded will vest.
  - The transformation condition will have a binary profile.
  - No retesting will be allowed, and any shares not vesting will lapse.
- weighted 33% – the third performance criterion measures the Group's average ROCE in relation to its WACC, weighted for the main territories in which the Group operates:
  - If the average ROCE over the three-year period places it at the average WACC over the three-year period, or better, then the targeted number (30% of the maximum number) of performance shares awarded will vest.
  - If the average ROCE over the three-year period places it at the average WACC over the three-year period plus 3%, or better, then the maximum number (100% of the maximum number) of performance shares awarded will vest.
  - If the average ROCE over the three-year period places it at the average WACC over the three-year period, or below, then all performance shares awarded relating to that HEPS tranche will be forfeited.
  - Average ROCE performance between any of the above points results in pro-rated vesting. No retesting will be allowed, and any shares not vesting will lapse.

2.2 BONUS SHARES

EXECUTIVE DIRECTORS AND KEY SENIOR MANAGEMENT

- The bonus share element of the FSP provides share-based rewards for individual performance.
- Bonus shares are granted on an annual basis, the number of which is calculated with reference to the prior year's STI, thus ensuring a strong link to individual performance on an annual basis.
- Bonus shares vest at the end of the three-year period, subject to continued employment.

3 STAFF SCHEME

ALL EMPLOYEES OF THE GROUP WHO DO NOT QUALIFY FOR THE LTI SCHEME AND ARE PERMANENTLY EMPLOYED FOR AN UNINTERRUPTED PERIOD OF 24 MONTHS

- Qualifying employees must be in "good standing" at all times.
- Employees who leave the employ of the Group due to retirement, death, permanent physical impairment or mental incapacity will receive 100% of the distribution when the Employee Share Scheme terminates.
- Employees who resign will lose all entitlements in the Employee Share Scheme.
- The Sea Harvest Employee Share Scheme terminated in March 2022.

OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

SHARE DILUTION LIMITS

In terms of the FSP, the maximum number of new shares to be issued under the FSP may not exceed 12 959 048 shares (4.34% of total shares in issue) and the maximum number of new shares to be issued under the FSP to any one individual may not exceed 3 887 714 shares (1.30% of total shares in issue).

EXECUTIVE DIRECTOR SERVICE CONTRACTS

Sea Harvest concludes permanent employment contracts with its executive directors (including the CEO), which can be terminated with notice periods of between one and three months. In the event of termination of employment, the Committee may elect to pay a departing executive director a cash lump sum in lieu of the notice period. The executive directors are not subject to any restraint of trade agreements. The retirement age for an executive director is 63 years.

In the event that an executive director's service contract is terminated due to operational reasons, the Group's obligation to make a severance payment will be governed by the provisions of the Labour Relations Act, No 66 of 1995.

In the event of an executive director ceasing employment as a "bad leaver", all STI and unvested LTI awards will be forfeited. In other circumstances, STI and LTI awards will be treated in accordance with the relevant plan rules.

Executive directors may not serve as non-executive directors in other companies without the express approval of the Board.

NON-EXECUTIVE DIRECTORS' FEES

Non-executive directors' fees are paid on an annual retainer basis to account for the responsibilities borne by them throughout the year. They are not paid an attendance fee per meeting. The fee structure is evaluated as requested based on non-executive director fee surveys and the results of benchmarking exercises.

Fees are reviewed annually, and proposed adjustments are tabled by the CEO for review by the Committee, which considers the proposed adjustments, taking into account remuneration increases across the Group. In order to preserve their independence, non-executive directors do not qualify for share options nor do they participate in any variable pay incentive schemes. Where a non-executive director is appointed by a shareholder, the fee may be paid to the shareholder and not directly to the non-executive director.

The table below sets out the present and proposed non-executive director fees. The proposed fees will be tabled before shareholders for approval by special resolution at the AGM on Thursday, 18 May 2023.

The increase in non-executive director fees is in line with the increase in salaries for employees in 2023.

ROLE	1 JULY 2023 TO 30 JUNE 2024 (EXCLUDING VAT) R	1 JULY 2022 TO 30 JUNE 2023 (EXCLUDING VAT) R	CHANGE %
Board Chairperson	739 725	**694 577**	6.5%
Board Lead Independent Director	349 550	**328 216**	6.5%
Board member	279 640	**262 572**	6.5%
Audit and Risk Committee Chairperson	181 767	**170 673**	6.5%
Audit and Risk Committee member	96 700	**90 797**	6.5%
Nomination and Remuneration Committees Chairperson	139 820	**131 286**	6.5%
Nomination and Remuneration Committees member	69 910	**65 644**	6.5%
Social, Ethics and Sustainability Committee Chairperson	139 820	**131 286**	6.5%
Social, Ethics and Sustainability Committee member	69 910	**65 644**	6.5%
Investment and Hedging Committee Chairperson	139 820	**131 286**	6.5%

3 IMPLEMENTATION REPORT

BACKGROUND

The implementation of the Remuneration Policy in the 2022 financial year is to be tabled at the AGM for a separate non-binding advisory vote by the Group's shareholders.

The Committee has monitored the implementation of the Remuneration Policy during the financial year and is of the view that the Group's compliance with the policy has been satisfactory. This Implementation Report discloses the detailed information and figures pertaining to the application of the Remuneration Policy in relation to the relevant executive and non-executive directors. The Committee is satisfied that variable pay outcomes for the 2022 financial year are aligned with the Group's financial performance for the 2022 financial year (as contextualised in the CEO's Report).

The graph alongside compares the Group's STI paid to its operating profit. Based on the challenging 2022 financial year, and the unprecedented price increases resulting in a contraction of the Group operating profit margin to 8%, a minimal level of STI was paid to performing segments of the business.

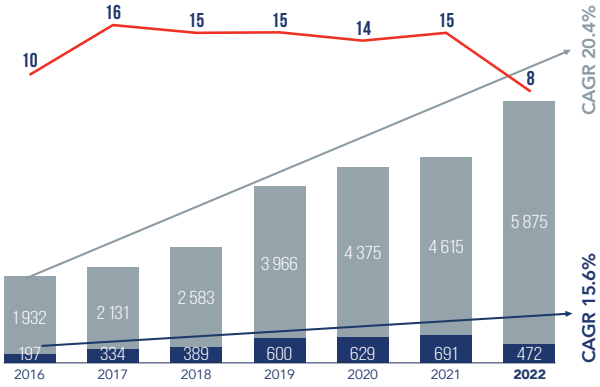
The Committee is satisfied that remuneration is linked to long-term performance and value creation.

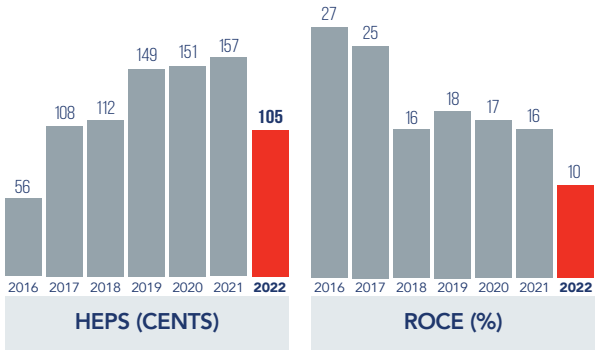
The Committee is also cognisant of the strides made by management in executing the Group's growth strategies, including from an organic growth perspective:

- The Marel factory implementation;
- The acquisition of the Atlantic Peace and Mzansi freezer trawlers;
- The completion of the third powder factory and butter plant at Ladismith;
- The installation of the RO plant at Saldanha; and
- The installation of wind turbines at Buffeljags.

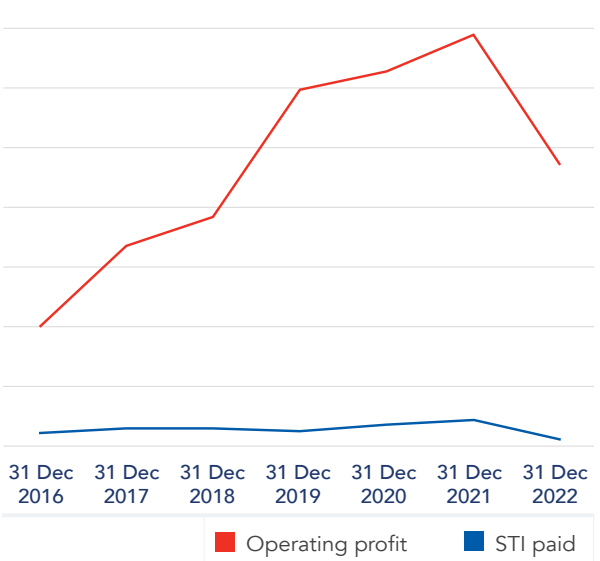
From an acquisitive growth perspective, the Group has executed on

- Viking Fishing in 2018;
- Viking Aquaculture in 2018;
- Ladismith in 2019;
- Sea Harvest Australia in 2019;
- Mooivallei in 2021;
- BM Foods Group in 2021; and
- MG Kailis in 2022.





STI paid vs operating profit



OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

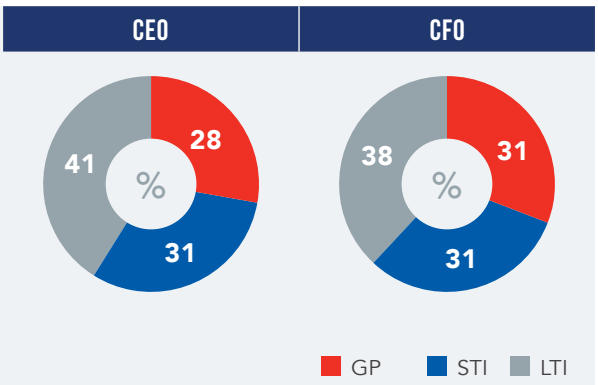
ACTUAL PAY MIX

The actual pay mix graph has been prepared on the same basis as the chart on **page 114** that refers to pay mix, which represents GP, STI and LTI, and shows the actual mix achieved for the year ended 31 December 2022.

The actual pay mix for the Group CEO and Group CFO for the 2022 financial year is set out to the right.

The STI relates to the 2021 financial year, paid in February 2022 when the executives became unconditionally entitled to the bonus.

For the 2022 financial year, paid in February 2023, M Brey received R0.9 million and F Ratheb received R1.6 million in STI, which related to functional targets achieved.



BENCHMARKING

In 2022, a comprehensive benchmarking of executive directors and senior executives' STI and LTI measures and hurdles was undertaken.

GUARANTEED PAY

In line with the principle of fair and responsible remuneration, the Group monitors the internal wage gap and disparities in remuneration in the Group. The average increase in executive director remuneration is determined after consideration of the average increase in remuneration for management and general staff.

SEA HARVEST CORPORATION	DECEMBER 2022 NUMBER OF EMPLOYEES	2022 ANNUAL INCREASE IN GUARANTEED PAY* %
Group CEO, executive team and senior management	135	**4.5**
Junior management	550	**4.5**
Salaried staff	371	**4.5**
Factory-waged staff	1 763	**5.5**
Fleet-waged staff	996	**6.8**

**Salary increases are for January 2022*



SHORT-TERM INCENTIVE

As set out in the Remuneration Policy, the STI for executive directors and senior management is based on a combination of financial targets and functional targets.

For the 2022 financial year, dual financial targets, being EBIT and HEPS, were used for executive directors, while EBIT was used for senior management.

Targets were also set at operating segment level, aligning the performance and rewards of the relevant management.

The functional targets for the executive directors for 2022 encompassed transformation, retention of fishing rights, efficiency initiatives, cash management, organic and acquisitive growth, and building organisational capacity.

In line with the Group's performance in the challenging 2022 financial year, 12% of the total possible 2022 STI was achieved by segments that performed during 2022.

LONG-TERM INCENTIVE

The FSP was put in place when the Group listed on 23 March 2017.

At listing, the Group issued retention shares and, on an annual basis, the Group issues performance and bonus shares to executive directors, executives and key senior management.

The respective tranches of the first (2017) issue of retention shares vested in March 2018, March 2019, March 2020, March 2021 and March 2022, respectively (retention shares vest equally over a three-/five-year period).

With the original tranche of retention shares coming to conclusion after a period of five years and in order to retain, reward and incentivise management over such a critical period of the Group's existence, a second tranche of retention shares was issued in December 2021. These shares vest equally in 2024, 2025 and 2026, subject only to continued employment, thereby retaining key management until 2026.

The third tranche of performance shares, qualifying for vesting during 2022, vested in full.

In addition, in line with the recommendation of King IV™, included is an indicative value of the unvested instruments as at 31 December 2022. For the bonus shares and retention shares, the indicative value is calculated as the number of instruments multiplied by the share price of R12.00 at year end. For the performance shares, a valuation was performed based on assumptions as at 31 December 2022 .



OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

DATE OF AWARD	TYPE OF INSTRUMENT	NUMBER OF INSTRUMENTS AWARDED	SHARE PRICE ON DATE OF GRANT R	VESTING DATE	NUMBER OF INSTRUMENTS VESTED	NUMBER OF INSTRUMENTS LAPSED	CLOSING NUMBER OF UNVESTED INSTRUMENTS	INDICATIVE VALUE OF UNVESTED INSTRUMENTS R
		A	B		C	D	E=A-C-D	F
FELIX RATHEB								
Monday, 9 March 2020	Performance shares	382 693	14.10	Wednesday, 8 March 2023	–	–	382 693	3 057 717
Thursday, 18 March 2021	Performance shares	342 241	15.01	Sunday, 17 March 2024	–	–	342 241	3 032 255
Wednesday, 23 March 2022	Performance shares	391 627	13.70	Saturday, 22 March 2025	–	–	391 627	3 195 676
Monday, 9 March 2020	Bonus shares	229 616	14.10	Wednesday, 8 March 2023	–	–	229 616	2 755 392
Thursday, 18 March 2021	Bonus shares	205 344	15.01	Sunday, 17 March 2024	–	–	205 344	2 464 128
Wednesday, 23 March 2022	Bonus shares	228 256	13.70	Saturday, 22 March 2025	–	–	228 256	2 739 072
Wednesday, 1 December 2021	Retention shares**	1 250 436	13.05	30 Nov 2024, 30 Nov 2025, 30 Nov 2026	–	–	1 250 436	15 005 232
MUHAMMAD BREY								
Monday, 9 March 2020	Performance shares	203 053	14.10	Wednesday, 8 March 2023	–	–	203 053	1 622 393
Thursday, 18 March 2021	Performance shares	181 590	15.01	Sunday, 17 March 2024	–	–	181 590	1 608 887
Wednesday, 23 March 2022	Performance shares	207 760	13.70	Saturday, 22 March 2025	–	–	207 760	1 695 322
Monday, 09 March 2020	Bonus shares	112 085	14.10	Wednesday, 8 March 2023	–	–	112 085	1 345 020
Thursday, 18 March 2021	Bonus shares	106 775	15.01	Sunday, 17 March 2024	–	–	106 775	1 281 300
Wednesday, 23 March 2022	Bonus shares	118 423	13.70	Saturday, 22 March 2025	–	–	118 423	1 421 076
Wednesday, 1 December 2021	Retention shares**	776 781	13.05	30 Nov 2024, 30 Nov 2025, 30 Nov 2026	–	–	776 781	9 321 372

*** Vests equally 29 November 2024, 29 November 2025 and 29 November 2026*

EXECUTIVE REMUNERATION

for the year ended 31 december 2022

Remuneration of executive directors and prescribed officers is set out in full in **note 39** of the AFS.

DIVERSITY TARGETS

The Committee set the following diversity targets during the 2017 financial year and reviewed these targets during the 2022 financial year.

Transformation – ACI targets

The Committee agreed that 70% of the Board composition should be made up of ACI designated groups within a period of three years, and achieved a score of 67% at the end of the 2022 financial year.

Gender – female targets

The Committee agreed that 30% of the Board composition should be female within a period of three years, with the Board exceeding this target and achieving a score of 33% at the end of the 2022 financial year.

APPROVAL

This report was approved by the Nomination and Remuneration Committees of Sea Harvest Group Limited.

ANDRÉ HANEKOM

18 April 2023



Chairperson of the Nomination and Remuneration Committees

