Our NOMINATION AND REMUNERATION COMMITTEE REPORT

Implementation Report

BACKGROUND

The implementation of the Remuneration Policy in the 2025 financial year is to be tabled at the AGM for a separate non-binding advisory vote by the Group's shareholders.

The Committee 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 2025 financial year are aligned with the Group's financial performance for the 2025 financial year (as contextualised in the CEO and CFO's Reports, respectively).

A comprehensive summary of the Group's performance has been included under **Overview of performance and remuneration** on P 113 – 114. This includes a summary of the Group's performance against the strategy set at the beginning of 2025.

Sea Harvest Group delivered record results for the year ended 31 December 2025, with **operating profit** from total operations increasing by 125% to R1.30 billion (2024: R580 million) at an **operating profit margin** of 15% (2024: 8%), and **HEPS** from total operations increasing fourfold to 219 cents (2024: 55 cents).

The strong performance was driven primarily by higher hake catch rates and significantly higher hake pricing, efficiency gains, and determined cost control measures across the Group. The dairy business had a solid year, benefiting from increased milk flow and low milk price inflation, while the Australian business benefited from improved prawn pricing. The abalone business faced a challenging year, with subdued demand in Hong Kong and China and increased competition placing significant pressure on selling prices.

The result allowed the Group to reduce **net debt** by R417 million to R2.25 billion (2024: R2.66 billion), with the Group **net debt-to-EBITDA** ratio improving to 1.3x (2024: 2.5x).

The Group has declared a full and final cash **ordinary dividend** of 76 cents (2024: 22 cents) per share in respect of the year ended 31 December 2025.

The Group continues to consolidate, focusing on non-core asset disposals and underperforming businesses, efficiencies, cost containment, cash generation, and debt reduction

The Group set the following three-year **strategy** at the beginning of 2025. Progress in delivering the strategy is set out below:

Strategic objective	Progress	Achieved
EBIT margin at 15%	2025: EBIT margin of 15%	Yes
HEPS >R1.50 in three years	2025: R2.19	Yes
ROIC[1] equal to at least WACC	2025: 13% vs 13% (WACC)	Yes
Improved dividend	2025: R0.76 (2024: R0.22)	Yes

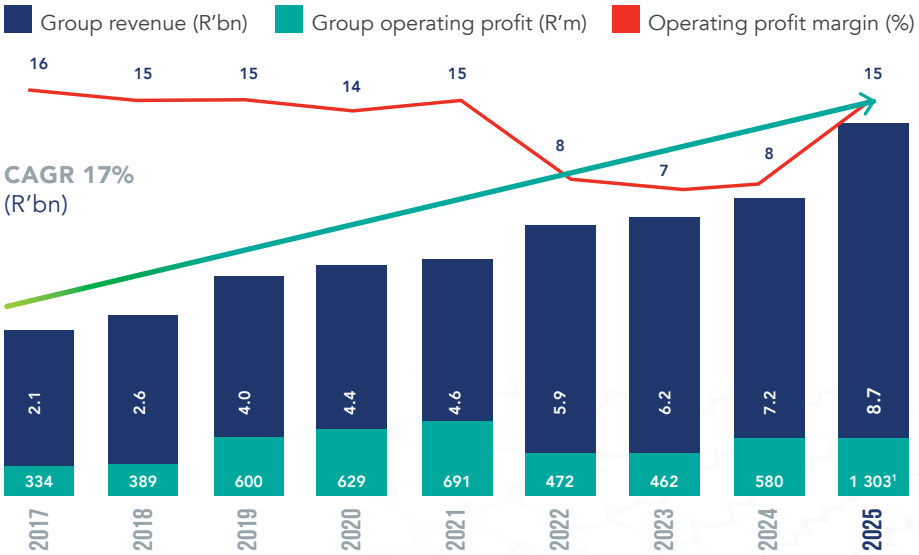
1 *Excluding impairment*

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

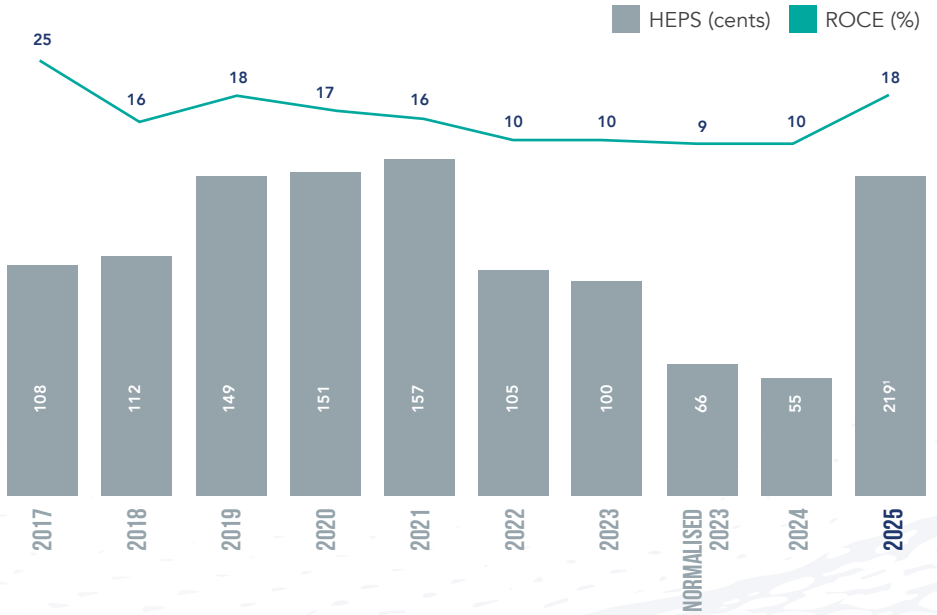
The graph on P 127 compares the Group's operating profit to STI paid.

Our NOMINATION AND REMUNERATION COMMITTEE REPORT CONTINUED

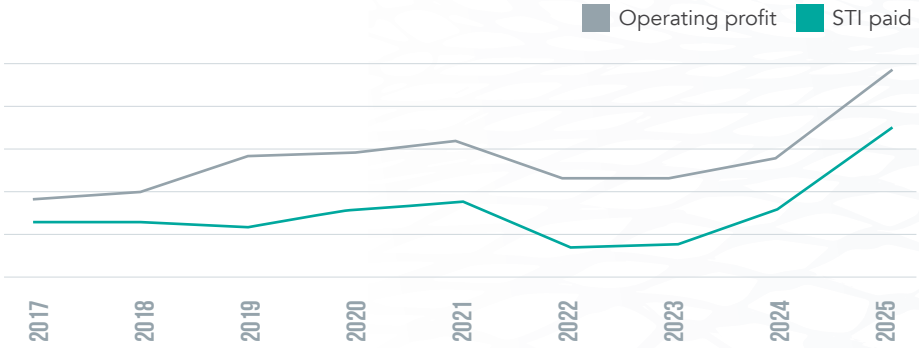
Group revenue and operating profit



HEPS and ROCE



Operating profit vs STI paid



[1] *From total operations*

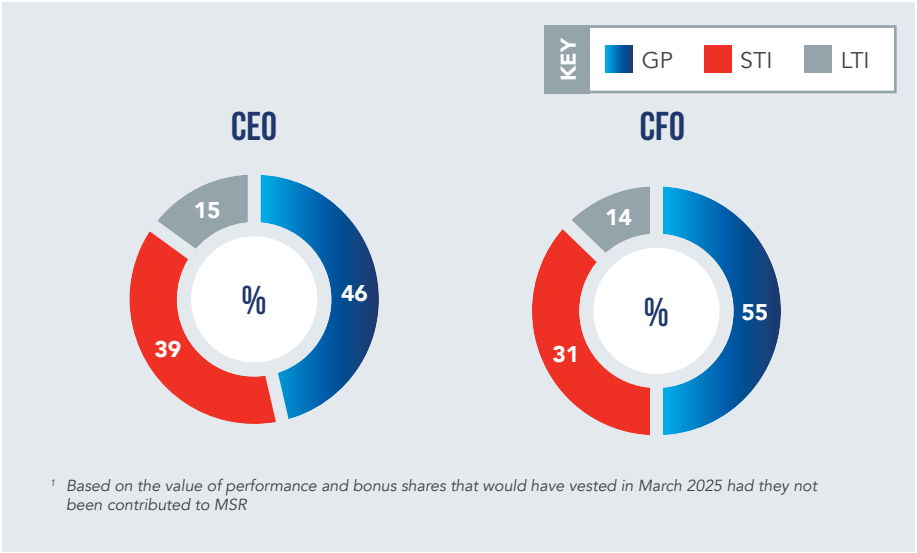
Our NOMINATION AND REMUNERATION COMMITTEE REPORT CONTINUED

Actual pay mix

The actual pay mix graph has been prepared on the same basis as the chart on P 119 that refers to pay mix. The actual pay mix graph represents GP, STI and LTI and shows the actual mix achieved for the year ended 31 December 2025.

The actual pay mix for the Group CEO and Group CFO for the 2025 financial year is set out below.

The STI relates to the 2024 financial year, paid in February 2025 when the executives became unconditionally entitled to the incentive.



[1] *Based on the value of performance and bonus shares that would have vested in March 2025 had they not been contributed to MSR*

For the 2025 financial year, paid in February 2026, and reflective of the best year in the history of the Group, Muhammad Brey received R5.9 million and Felix Ratheb received R12.1 million in STIs.

BENCHMARKING

Benchmarking of the CEO, CFO and executives' GP, STI and LTI was undertaken in 2025, with the Group retaining the services of Bowmans, PricewaterhouseCoopers Incorporated, and, Khokhela Remuneration Advisors to do so. Sea Harvest used the Remchannel survey to benchmark the salaries of employees. The Committee is satisfied that the advisors were independent and objective.

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.

The average increase for waged staff was c.5.0% over the course of 2025.

The following increases were effected on 1 January 2026

	Increase	Implemented
All salaried employees	5.0%	1 January 2026
CEO, CFO and executives	5.01%	1 January 2026

The increase for CEO, CFO and executives was slightly higher in 2026, as the 2025 increase was deferred (based on the very difficult performance in 2024) and only implemented in July 2025.

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 2025 financial year, a single measure, HEPS, was 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 2025 encompassed transformation, retention of fishing rights and sustainability credentials, efficiency initiatives, meeting organic project business cases, acquisition integration, building organisational capacity, cost containment, cash management, and debt reduction.

Based on the best year on record, and with all segments performing (barring Aquaculture) in total, 96% of the total possible 2025 STI for the Group was achieved.

Our NOMINATION AND REMUNERATION COMMITTEE REPORT CONTINUED

LONG-TERM INCENTIVE

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

The Group issues performance and bonus shares to executive directors, executives, and key senior management on an annual basis and retention shares on an *ad hoc* basis.

The tranche of performance shares qualifying for vesting during March 2025 vested 58%.

The tranche of performance shares qualifying for vesting during March 2026 vested 86%.

The current 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.

In addition, in line with the recommendation of King IV™, included is an indicative value of the unvested instruments as at 31 December 2025. For the bonus shares and retention shares, the indicative value is calculated as the number of instruments multiplied by the share price of R9.49 at year end.

For the performance shares, a valuation was performed based on assumptions as at 31 December 2025.

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 date of unvested instruments	Indicative value of unvested instruments (R)
		A	B		C	D	E=A-C-D	F
FELIX RATHEB								
23 Mar 22	Performance shares	391 627	13.70	22 Mar 25	–	239 962	151 665	1 237 586
13 Mar 23	Performance shares	610 819	9.92	12 Mar 26	–	92 522	518 297	3 990 887
12 Mar 24	Performance shares	737 641	8.62	11 Mar 27	–	–	737 641	4 219 307
06 Mar 25	Performance shares	974 566	6.64	05 Mar 28	–	–	974 566	4 258 853
23 Mar 22	Bonus shares	228 256	13.70	22 Mar 25	–	–	228 256	2 166 149
13 Mar 23	Bonus shares	52 320	9.92	12 Mar 26	–	–	52 320	496 517
12 Mar 24	Bonus shares	169 101	8.62	11 Mar 27	–	–	169 101	1 604 768
06 Mar 25	Bonus shares	336 477	6.64	05 Mar 28	–	–	336 447	3 193 167
01 Dec 21	Retention shares[1]	1 250 436	13.05	29 Nov 24, 29 Nov 25, 29 Nov 26	416 812	–	833 624	7 911 092
MUHAMMAD BREY								
23 Mar 22	Performance shares	207 760	13.70	22 Mar 25	–	127 301	80 459	656 545
13 Mar 23	Performance shares	302 849	9.92	12 Mar 26	–	45 873	256 976	1 978 715
12 Mar 24	Performance shares	365 728	8.62	11 Mar 27	–	–	365 728	2 091 964
06 Mar 25	Performance shares	483 107	6.64	05 Mar 28	–	–	483 107	2 111 178
23 Mar 22	Bonus shares	118 423	13.70	22 Mar 25	–	–	118 423	1 123 834
13 Mar 23	Bonus shares	29 793	9.92	12 Mar 26	–	–	29 793	282 736
12 Mar 24	Bonus shares	71 420	8.62	11 Mar 27	–	–	71 420	677 776
06 Mar 25	Bonus shares	140 768	6.64	05 Mar 28	–	–	140 768	1 335 888
01 Dec 21	Retention shares[1]	776 781	13.05	29 Nov 24, 29 Nov 25, 29 Nov 26	258 927		517 854	4 914 434

[1] *Vests equally on 29 November 2024, 29 November 2025 and 29 November 2026*

Our NOMINATION AND REMUNERATION COMMITTEE REPORT CONTINUED

MINIMUM SHAREHOLDING REQUIREMENTS

In line with the MSR Policy, effective from 1 March 2025, the target minimum shareholding is set as a percentage of the executive's TGP, with the CEO required to hold 200% of TGP and the CFO 150% of TGP. The measurement date is the last day of the financial year in the fifth year after the MSR Policy is approved by the Committee.

Progress towards achieving MSR (at 31 March 2026) is as follows:

Position	Target MSR as % of TGP	Actual MSR holding as % of TGP held	Progress to achieving MSR
CEO	200%	148%	74%
CFO	150%	130%	87%

EXECUTIVE REMUNERATION FOR THE YEAR ENDED 31 DECEMBER 2025

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 2025 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 70% at the end of the 2025 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 achieving a score of 30% at the end of the 2025 financial year.

APPROVAL

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



ANDRÉ HANEKOM
CA(SA)
Chairperson of the Nomination and Remuneration Committee