OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

3 IMPLEMENTATION REPORT

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

BACKGROUND

The implementation of the Remuneration Policy in the 2024 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 2024 financial year are aligned with the Group's financial performance for the 2024 financial year (as contextualised in the CEO's Report).

The graph on page 141 compares the Group's STI paid to its operating profit. Experiencing its most challenging year since listing in 2017, the Sea Harvest Group was impacted by hake catch rates at historical lows, weak market conditions in abalone, continued soft global prawn pricing, and high interest rates. This was offset by strong demand and improved pricing in hake, a solid performance from the newly acquired Sea Harvest Pelagic business, and a firm result from Ladismith despite challenges from FMD, resulting in the Group delivering EBIT of R609 million (2023: R577 million, up 6%) and HEPS of 55 cents (2023: 100 cents, which included a once-off gain on purchased loans of R93 million that contributed 34 cents to HEPS).

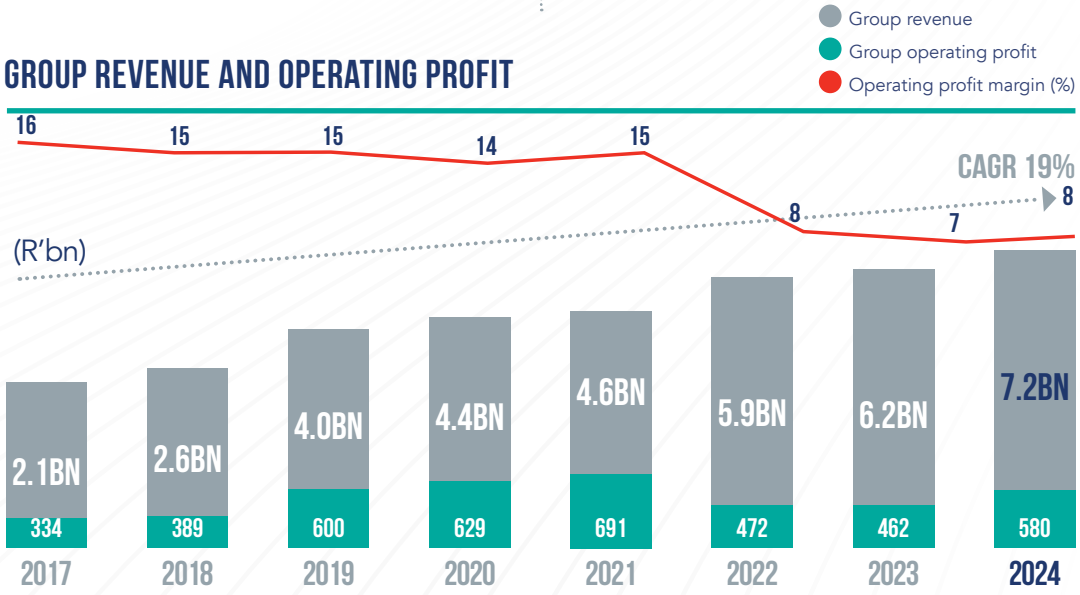
The Committee is also cognisant of the strides made by management in executing the Group's growth strategies, including from an organic growth perspective

- the Marel factory implementation;
- the acquisition of the Atlantic Peace and Harvest Mzansi freezer trawlers;
- the completion of the third powder factory and butter plant at Ladismith;
- the installation of the reverse osmosis plant at Saldanha;
- the installation of wind turbines at Buffeljags;
- the factory upgrades at Mooivallei, and the installation of the roller dryer powder plant, the solar PV power plant, and the cheese slicing line at Ladismith; and
- the securing of four hake trawlers to increase capacity and renew the fleet.

From an acquisitive growth perspective, the Group has executed on its strategy of building scale in each segment:

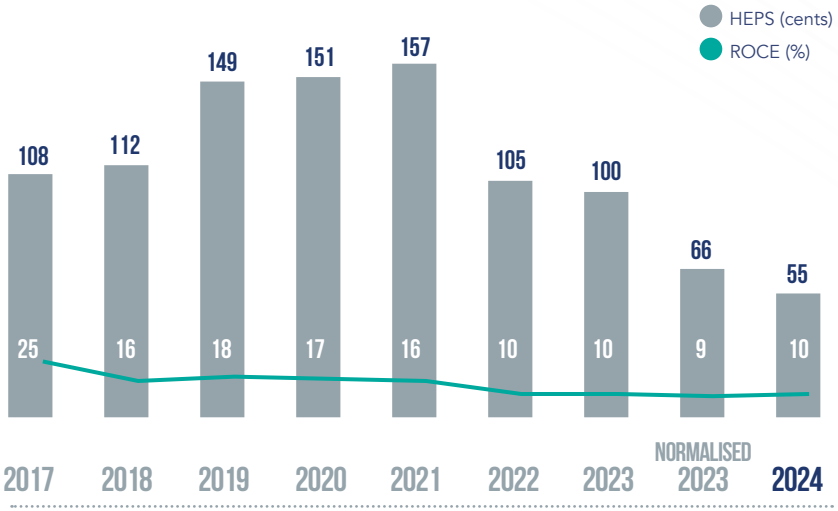
- Viking Fishing in 2018
- Viking Aquaculture in 2018
- Ladismith in 2019
- Sea Harvest Australia in 2019
- Mooivallei in 2021
- BMFG in 2021
- MG Kailis in 2022
- Sea Harvest Pelagic in 2024
- Aqunion in 2024

GROUP REVENUE AND OPERATING PROFIT

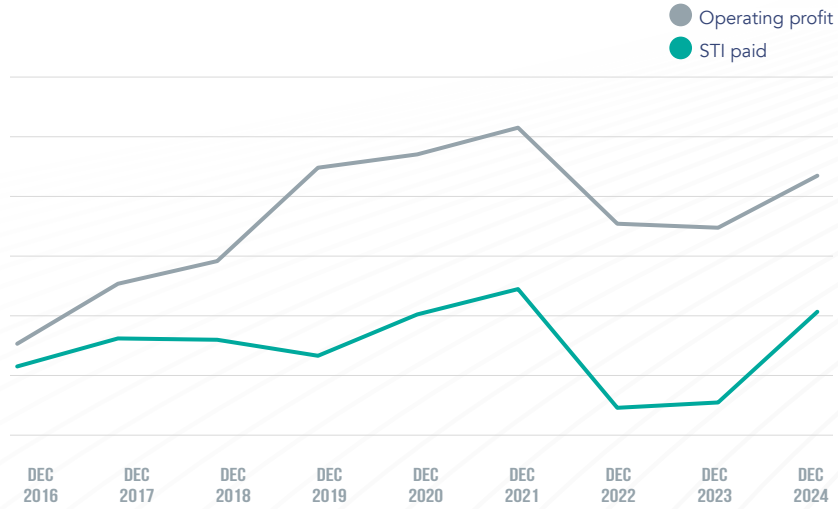


OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

GROUP REVENUE AND OPERATING PROFIT



STI PAID VS OPERATING PROFIT

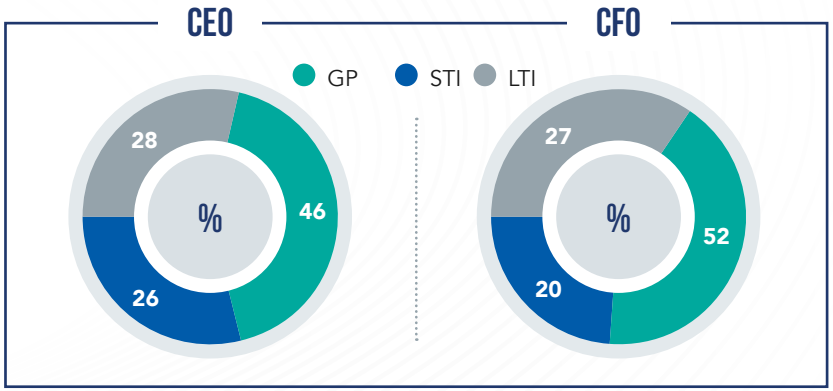


ACTUAL PAY MIX

The actual pay mix graph has been prepared on the same basis as the chart on page 134 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 2024.

The actual pay mix for the Group CEO and Group CFO for the 2024 financial year is set out below.

The STI relates to the 2023 financial year, paid in February 2024 when the executives became unconditionally entitled to the incentive.



For the 2024 financial year, paid in February 2025, Muhammad Brey received R2.8 million and Felix Ratheb received R6.7 million in STI. This was based largely on functional targets achieved and the outstanding financial performance at Sea Harvest Pelagic, complemented by sound performances at Ladismith and Aqunion, and led to a partial triggering of the STI.

BENCHMARKING

Benchmarking of the CEO, CFO and executives' GP, STI and LTI was undertaken in 2024, with the Group retaining the services of 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.

The outcome of the benchmarking showed that the GP for the CEO and CFO are in line with the 50th percentile of the market.

When comparing the on-target pay mix for the CEO and CFO against the market, the on-target LTI percentage is lower than most and the on-target STI percentage aligns.

OUR NOMINATION AND REMUNERATION COMMITTEES REPORT CONTINUED

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.6.5% over the course of 2024.

The following increases were effected on 1 January 2025

	INCREASE	IMPLEMENTED
All salaried employees	2.9%	1 January 2025
CEO, CFO and executives	0%	1 January 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 2024 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 2024 encompassed transformation, retention of fishing rights, efficiency initiatives, cash management, organic and acquisitive growth, acquisition integration, and building organisational capacity.

In total, 45% of the total possible 2024 STI for the Group was achieved. This was based largely on functional targets achieved and the outstanding financial performance at Sea Harvest Pelagic, complemented by sound performances at Ladismith and Aqunion, and led to a partial triggering of the STI.



OUR NOMINATION AND REMUNERATION COMMITTEES 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 2024 vested in full. The tranche of performance shares qualifying for vesting during March 2025 vested 39%.

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 2024. For the bonus shares and retention shares, the indicative value is calculated as the number of instruments multiplied by the share price of R8.35 at year end.

For the performance shares, a valuation was performed based on assumptions as at 31 December 2024.

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								
Wednesday, 23 March 2022	Performance shares	391 627	13.70	Saturday, 22 March 2025	–	–	391 627	3 195 676
Monday, 13 March 2023	Performance shares	610 819	9.92	Thursday, 12 March 2026	–	–	610 819	4 703 306
Tuesday, 12 March 2024	Performance shares	737 641	8.62	Thursday, 11 March 2027	–	–	737 641	4 219 307
Wednesday, 23 March 2022	Bonus shares	228 256	13.70	Saturday, 22 March 2025	–	–	228 256	1 905 938
Monday, 13 March 2023	Bonus shares	52 320	9.92	Thursday, 12 March 2026	–	–	52 320	436 872
Tuesday, 12 March 2024	Bonus shares	169 101	8.62	Thursday, 11 March 2027	–	–	169 101	1 302 078
Wednesday, 1 December 2021	Retention shares*	1 250 436	13.05	Friday, 29 November 2024 Saturday, 29 November 2025 Sunday, 29 November 2026	416 812	–	833 624	6 960 760
MUHAMMAD BREY								
Wednesday, 23 March 2022	Performance shares	207 760	13.70	Saturday, 22 March 2025	–	–	207 760	1 695 322
Monday, 13 March 2023	Performance shares	302 849	9.92	Thursday, 12 March 2026	–	–	302 849	2 331 937
Tuesday, 12 March 2024	Performance shares	365 728	8.62	Thursday, 11 March 2027	–	–	365 728	2 091 964
Wednesday, 23 March 2022	Bonus shares	118 423	13.70	Saturday, 22 March 2025	–	–	118 423	988 832
Monday, 13 March 2023	Bonus shares	29 793	9.92	Thursday, 12 March 2026	–	–	29 793	248 772
Tuesday, 12 March 2024	Bonus shares	71 420	8.62	Thursday, 11 March 2027	–	–	71 420	596 357
Wednesday, 1 December 2021	Retention shares*	776 781	13.05	Friday, 29 November 2024 Saturday, 29 November 2025 Sunday, 29 November 2026	258 927	–	517 854	4 324 081

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

OUR NOMINATION AND REMUNERATION COMMITTEES 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 total guaranteed package (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 2025) is as follows

POSITION	TARGET MSR AS % OF TGP	ACTUAL MSR HOLDING AS % OF TGP HELD	PROGRESS TO ACHIEVING MSR
CEO	200%	56%	28%
CFO	150%	45%	30%



EXECUTIVE REMUNERATION
FOR THE YEAR ENDED 31 DECEMBER 2024

Remuneration of executive directors and prescribed officers is set out in full in **note 38** of the **AFS**.

DIVERSITY TARGETS

The Committee set the following diversity targets during the 2017 financial year and reviewed these targets during the 2024 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 2024 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 2024 financial year.

APPROVAL

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



April 2025

ANDRÉ HANEKOM
CA(SA)

Chairperson of the Nomination and Remuneration Committees