corporate governance

Declaration on corporate governance over 2024

The corporate governance statement has been prepared in accordance with Article 3:6, §2 and Article 3:32 of the WVV and the Belgian Corporate Governance Code 2020. It contains information on the Corporate Governance policy of What's Cooking Group NV in 2024, including:

- a description of the main features of the internal control and risk management systems in the financial reporting process;
- · the required information based on special legislation;
- the composition and functioning of the board of directors and its committees;
- a description of the diversity policy with regard to the members of the board of directors, the persons in charge of the management and the persons in charge of the daily management of the company;
- · the remuneration report.

The reference code used is the Belgian Corporate Governance Code 2020. This code is publicly available at www.corporategovernancecommittee.be.

Our Corporate Governance Charter is published at www.whatscooking. group. In the charter, we clarify our position towards the provisions of the Belgian Corporate Governance Code 2020. We also describe there the other Corporate Governance practices we apply, in addition to the Belgian Corporate Governance Code 2020. The charter did not undergo any material changes in 2024.

What's Cooking Group NV follows the 10 principles of the Belgian Corporate Governance Code 2020, with the exception of the following recommendations (which have not yet been implemented in 2024):

- Recommendation 7.6: For the time being, the board of directors has decided not to pay share-related remuneration to its non-executive members
- Recommendation 7.9: As no share-related compensation is granted to executive management members, no minimum threshold of shares to be held by executive management members was also determined.

What's Cooking Group NV does not provide remuneration in the form of shares. This applies to both non-executive directors and members of the executive management. Given the limited nature of the remuneration and the limited liquidity of the share, the board of directors does not consider it opportune at this time to incur the cost of setting up a share plan. Should a share plan be considered in the future, the board of directors will also consider a lock-up of the shares for a sufficiently long period.

 Recommendation 7.12: The recovery of paid variable remuneration or the withholding of variable remuneration.

Given the limited remuneration as well as the fact that payment of variable remuneration is only made after the full completion of the audit of the financial figures and internal controls, the board of directors decided not to introduce a claw-back clause to date.

Board of Directors





PAUL VAN OYEN (°1961) PVO Advisory BV

Paul Van Oyen obtained a master's degree in geology and mineralogy and then took a management course at KU Leuven. After a period as a lecturer and several years of fieldwork in Morocco, he worked as a researcher on a European study on strategic raw materials.

Paul started his industrial career at what is now Steinzeug Keramo (part of Wienerberger Group). In 1990, he moved to Etex Group, where he held various positions for 31 years. After seven years as CEO of the company, Paul decided to be an independent and share his experience by working with young entrepreneur and as an independent director. In 2022, he was appointed independent director and chairman of the board of directors of What's Cooking Group NV for four years. He is also a member of our renumeration and nomination committee and has chaired the sustainability committee since 2023.



FRANK COOPMAN (°1965) Holbigenetics NV

Frank Coopman graduated as a veterinarian in 1990. He obtained additional masters in veterinary supervision of edibles of animal origin and in molecular medical biotechnology. He obtained a PhD in veterinary sciences and was a long-time lecturer in animal pro-

duction and genetics at HoGent and UGent. Frank is co-founder and managing director of Biomics and Chemics Consultancy BV, where he further develops the biological and genetic part. In 2020, he was appointed director of What's Cooking Group NV. Since 2023, he has been a member of our remuneration and nomination committee. At the general meeting in May 2024, his mandate as a director was extended by four years.



DOMINIQUE COOPMAN (°1967)
Famcoo Invest NV

Dominique Coopman graduated as an agricultural and business engineer. She also holds a degree in environmental remediation and a master's degree in food culture. Dominique works in Italy, chairs STAK Coovan and has been a director at What's Cooking Group NV

since 2008. Her last reappointment dates back to 2022, when she extended her mandate for four years. In addition, Dominique has been a member of our sustainability committee since 2023.



EDDY VAN DER PLUYM (°1957)

Eddy Van Der Pluym studied economic sciences and an MBA at INSEAD. After a brief stint at Deloitte, Haskins & Sells, he joined the family company Pluma nv, which merged with What's Cooking Group NV in 2006. In 2019, Eddy was appointed as a director for four years, and his mandate was renewed in May

2023. In 2023, he also became a member of the audit committee.



PIET SANDERS (°1966) CEO - Leading for Growth BV

Piet Sanders holds a master's degree in law and management. More than 30 years of his career were spent in the food sector. Between 1999 and 2002, Piet was Global Sales Director Food at Amylum / Tate & Lyle, a leading producer of starches, cereal-based sweeten-

ers, and wheat proteins. After two years as Chief Sales & Marketing Officer at Reynaers Aluminium, he returned to the food sector in 2004. He joined Puratos, an international group providing innovative ingredients and services to the bakery, patisserie and chocolate sectors. He started there as Managing Director for Central and Eastern Europe, then went on to become Managing Director for Eastern Europe and Asia, later for Northern and Eastern Europe, and Global Sales & Channels Director from 2020. In October 2021, Pete became CEO of What's Cooking Group NV. A year later, he was appointed director for a four-year term. Piet has also been a Supervisory Director of Cefetra B.V., a Dutch feed & food ingredients company, since 2022.



ANN VEREECKE (°1963) Ann Vereecke BV

Ann Vereecke is a civil engineer and PhD in management. She is professor of operations & supply chain management at Vlerick Business School and Ghent University. She was also a board member and president of EurOMA (European Operations Management

Association) and board member of POMS (Production and Operations Management Society in the US) for some time. Ann currently sits on the boards of Tessenderlo Group, North Sea Port and bpost. In 2014, she joined the board of directors of What's Cooking Group NV as an independent director. Ann also chairs the remuneration and nomination committee and she became a member of our sustainability committee in 2023. At the general meeting in May 2022, her mandate as an independent director was renewed for another four years.



AART DUIJZER (°1963) IJzer Beheer BV

Aart Duijzer studied at Erasmus University. After studying Business Economics, he completed the Chartered Accountant course there. During the first years of his career, Aart worked at KPMG. He acquired the knowledge and experience in various positions at home and

abroad, especially managerial and financial-economic knowledge and has experience from 2000 to 2022 as CFO at the Dutch Group Refresco which was listed on the stock exchange until 2018. Mr. Duijzer is a member of the Supervisory Board of Sligro Food Group, Chairman of the Supervisory Board of Koninklijke Barenburg and Chairman of the Executive Board of SKG Gouda. Aart has been an independent director of What's Cooking Group NV and chairman of our audit committee since April 2023.



KURT COFFYN (°1968) C:Solutio BV

Kurt Coffyn graduated as an industrial engineer with specialisation in automation and electronics. He has 30 years of experience in operations and supply chain: first in various operational positions by General Electric in Belgium and Germany, then as COO at firms such

as Stanley Black&Decker, Ontex, Provimi, Cargill, Unilabs Switzerland and the Belgium Lineas, European market leader in private rail freight transport. Kurt has been an independent director at What's Cooking Group NV since 2017 and is also a member of our audit committee. At the May 2024 general meeting, his mandate as an independent director was renewed for four years.



INGE PLOCHAET (°1968) Tower Consulting BV

Inge Plochaet holds a master's degree in industrial sciences (chemistry), studied innovation management at IMD, and obtained an in-company MBA at IN-SEAD & Wharton. Inge started her career at Procter & Gamble as a packaging engineer and has more than

25 years of operational experience. Until 2015, she held various positions at AB InBev - from Innovation Director Western Europe to President of AB Inbev UK & Ireland. Today, she helps companies with strategic and operational advice. She is also chairman of the board of directors of B-Steel by and VBSC nv and a director of Groven+ nv, CSM nv, Colmar nv, Sligro Food Group NV and the Faber Group NV. Inge has held a four-year term as an independent director of What's Cooking Group NV since 2020 and she became a member of the sustainability committee in 2023. At the May 2024 general meeting, her mandate as an independent director was renewed for four years.



JOHAN PAUWELS (°1959) Hico NV

Johan Pauwels holds a degree in Industrial Engineering in automation & electronics complemented by business management, executive finance and global strategy at Vlerick, INSEAD and IMD.

He has a long career at ABB where he was active in var-

ious global and local functions, regions and divisions. The common thread of his career is on increasing productiveit through industrial automation and sustainably improving energy efficiency through electrification. From 2017 through 2023, he was managing director of ABB's Benelux companies and his last role before retirement was active, ad interim, as General Manager of the 'Global Solution Center for Autonomous Mobile Robots', ABB Robotics in Burgos, Spain. Johan has been a director of What's Cooking Group NV and a member of our audit committee since May 2023.



Composition and functioning of the board of directors and its committees

Board of directors

The table below shows the composition of the board of directors on 31 December 2024, listing meetings and attendance in 2024.

| Name | | End of | Committees** | Meetings 2024 (x = present) | | | | |
|-----------------------|-------|---------|--------------|-----------------------------|-------|-------|-------|-------|
| | Type* | mandate | | 22/02 | 18/04 | 13/06 | 22/08 | 21/11 |
| Dominique Coopman (6) | NE | 2026 | SC | X | X | Х | Х | X |
| Frank Coopman (2) | NE | 2028 | RNC | × | X | X | X | X |
| Eddy Van Der Pluym | NE | 2027 | AC | × | X | X | Х | × |
| Paul Van Oyen (7) | I | 2026 | RNC/SC | × | X | X | Х | × |
| Ann Vereecke (1) | I | 2026 | RNC/SC | × | X | X | Х | × |
| Kurt Coffyn (3) | I | 2028 | AC | × | X | X | X | Х |
| Inge Plochaet (4) | I | 2028 | SC | × | X | X | Х | Х |
| Piet Sanders (5) | E | 2026 | | × | X | X | Х | × |
| Aart Duijzer (8) | 1 | 2027 | AC | × | X | × | X | X |
| Johan Pauwels (9) | NE | 2027 | AC | X | X | X | X | × |

As permanent representative for:

(1) BV Ann Vereecke, (2) NV Holbigenetics, (3) BV C:Solutio, (4) BV Tower Consulting, (5) BV Leading for Growth, (6) NV Famcoo Invest, (7) BV PVO Advisory, (8) BV IJzer Beheer, (9) NV Hico

**

E = Executive AC = Audit Committee

NE = Non-executive RNC = Remuneration and Nomination Committee

ndependent SC = Sustainability Committee

To the extent necessary, What's Cooking Group NV confirms its compliance with recommendation 5.5 of the Belgian Corporate Governance Code 2020, which stipulates that non-executive directors should not hold more than five directorships in listed companies.

The Board of Directors' internal regulations describe the detailed functioning of the Board of Directors. The terms of reference are an integral part of the group's Corporate Governance Charter.

Among other things, the board of directors decided on the group's half-year results, annual results, budget and strategy, including various consultations on current M&A issues, mainly regarding the sale of SBU Savoury as a potential acquisition target in Ready Meals.

Diversity

Overall, we continue to build a diverse and inclusive environment across the organisation, encouraging non-discriminatory working practices. We have taken clear steps to engage our leadership teams on what it takes to be sustainable leaders, including recognising the important role equality and wellbeing plays in our organisation. We have taken a number of concrete steps both internally and externally towards corporate responsibility and continuous positive change in that regard.

As regards persons in charge of management viz. the members of the Ex-Com, and persons in charge of the daily management of the company we take into account the necessary complementarity of skills, experience, knowledge and diversity.

In the composition of the board of directors, following advice from the remuneration committee, we take into account the necessary complementarity of skills, experience, knowledge and diversity - including on the basis of gender in accordance with the provisions for listed companies. The Board of Directors complies with these gender provisions i.e. at least one-third of the members of the Board of Directors are of a different gender than the other members (whereby the required minimum number is rounded off to the nearest whole number). See also Article 1.2 of the internal regulations (see Annex 1 to the Corporate Governance Charter).

The review of board members shows that we will meet this by 31 December 2024.

Evaluation

156

The chairman of the board regularly organises a formal evaluation of the board and its functioning, including its interaction with executive management. The results of this evaluation are discussed in the board and, if necessary, improvement actions are prepared. A formal evaluation was completed (with the help of a consultant) in 2022 and will be carried out again in early 2025, based on a previous similar exercise (as was done for 2023), it will be conducted again for 2024 as well.

Appointments/reappointments in 2024

The board of directors confirms to the May 28, 2025 general meeting that there are no appointments/reappointments.

Committees within the board of directors

The board of directors had three active committees in 2024: the audit committee, the remuneration and nomination committee and the sustainability committee. The committees are composed in accordance with legislation and the requirements of the Belgian Corporate Governance Code 2020.

The committees work within a mandate from the board of directors. A description of that mandate can be found in the detailed regulations annexed to the Corporate Governance Charter.

Audit committee

All members of the audit committee are non-executive directors and have in-depth knowledge of financial management. The majority of the committee members are independent. The committee has the necessary collective expertise relating to the company's activities.

The committee met regularly in the presence of the auditor and always in the presence of the internal auditor.

| Name | Meetings 2024 (x = present) | | | | | |
|-------------------------------------|-----------------------------|-------|-------|-------|--|--|
| name | 19/02 | 18/04 | 19/08 | 21/11 | | |
| BV IJzer Beheer (Aart Duijzer) * | X | X | X | X | | |
| BV C:Solutio (Kurt Coffyn) | X | X | Х | X | | |
| Eddy Van der Pluym | X | X | X | Х | | |
| NV Hico (Johan Pauwels) | X | X | X | Х | | |

(*) Chair

The audit committee advised the board on, among other things:

- the 2023 annual results
- the 2024 half-year results
- internal control
- the group's risk management
- the internal and external audit
- the independence and remuneration of the auditor and companies associated with the auditor

The audit committee monitors the internal audit function it has established. It regularly reviews its own regulations and operation.

Remuneration and appointments committee

The table below shows the composition of the remuneration and nomination committee on 31 December 2024, with a summary of meetings and attendance in 2024.

| Name | Meetings 2024 (x = present) | | | | |
|-------------------------------------|-----------------------------|------|-------|--|--|
| Name | 16/2 | 20/4 | 23/11 | | |
| BV Ann Vereecke (Ann Vereecke)* | Х | Х | Х | | |
| BV PVO Advisory (Paul Van Oyen) | Х | X | Х | | |
| NV Holbigenetics (Frank Coopman) | Х | X | Х | | |

^{*} Chair

All members are non-executive directors and have in-depth knowledge of human resources management. The majority of the committee members are independent. The remuneration and appointments committee advises the board of directors on, among other things:

- the remuneration of the executive committee, the CEO and specifically designated persons
- · remuneration of the chairman and directors
- the general remuneration policy for the directors and executive management, as well as the remuneration report
- the principles of the variable remuneration system
- appointment and reappointment of directors
- the composition of committees within the board of directors
 the members and chairman of the executive committee
- · the managing director

The committee prepares the remuneration report, submits it to the board of directors and explains it at the general meeting. The committee regularly evaluates its own regulations and operation.

Sustainability Committee

The table below shows the composition of the sustainability committee on 31 December 2024, with a summary of meetings and attendance in 2024.

| Name | Meetings 2024 (x = present) | | | | |
|---|-----------------------------|------|-------|--|--|
| Name | 22/2 | 17/4 | 21/11 | | |
| BV PVO Advisory (Paul Van Oyen) * | Х | X | Х | | |
| NV Famcoo Invest (Dominique Coopman) | Х | X | Х | | |
| BV Ann Vereecke (Ann Vereecke) | X | × | Х | | |
| BV Tower Consulting (Inge Plochaet) | Х | X | Х | | |

All members are non-executive directors and have in-depth relevant knowledge of sustainability management. In addition, the sustainability committee invites ad hoc experts in the field to support the committee members and also in view of the rapid changes regarding the legislative framework in the field. The majority of the committee members are independent. The sustainability committee advises the board of directors on, among other things:

- strategy and policy
- · reputation and risk management
- Qualitative and quantitative ESG performance
- sustainability reporting and disclosure

The sustainability committee prepares the sustainability report, submits it to the board of directors and explains it at the general meeting. The committee regularly evaluates its own regulations and operation.

During 2024, committee members and, by extension, all members of the Board of Directors attended training at Cambridge University related to sustainability. (Cambridge Institute for Sustainability Leadership).



The Board of Directors during the training at Cambridge University, together with A. Westall and R. Calland.

What's Cooking? Annual report 2024 What's Cooking? Annual report 2024 157

Executive committee

Secretary

Ms Ann De Jaeger was the secretary to the board of directors as General Secretary - General Counsel & Corporate Affairs Director in 2024.

Executive committee and executive board

Following the introduction of the Companies and Associations Code, What's Cooking? opted for a one tier governance model in 2020, with a monistic board of directors, a managing director in charge of day-to-day management and an executive committee.

Composition executive committee

- Leading For Growth BV, permanently represented by Piet Sanders, Group Chief Executive Officer, Chairman of the Executive Committee and Managing Director
- Sagau Consulting BV, permanently represented by Christophe Bolsius, Group Chief Commercial Officer
- Esroh BV, permanently represented by Yves Regniers, Group Chief Financial Officer
- Leading Edge HR BV, permanently represented by Else Verstraete, Group Chief People Officer
- Creating Digital Value SRL, permanently represented by Peter Bal, Group Chief Information Officer
- Broersbank Advies & Management BV, permanently represented by Brecht Vanlerberghe, Group Chief Research & Development Officer

During 2024, Mr. Teun Haegens, SBU Director Savoury, and Mr. Eric Kamp, COO, were part of the executive committee. Following the divestment of the Savoury business, Teun left the What's Cooking executive committee and continues to lead the Savoury business under its new ownership. Mr. Eric Kamp left the company at the end of 2024.

Ms Ann De Jaeger (General Secretary - General Counsel & Corporate Affairs Director) was during 2024 attached to the executive committee and was secretary general of the company.

Operation

The executive committee met twice a month in 2024 and whenever necessary for operational reasons. The executive committee is responsible for management reporting to the board of directors. The detailed operation of the executive committee is described in the executive committee's internal regulations, which are an integral part of the group's Corporate Governance Charter.

Piet SANDERS (°1966) - Leading for Growth BV

CEO What's Cooking Group NV

Piet Sanders holds a master's degree in law and management. More than 30 years of his career were spent in the food sector. Between 1999 and 2002, Piet was Global Sales Director Food at Amylum / Tate & Lyle, a leading producer of starches, cereal-based sweeteners, and wheat proteins. After two years as Chief Sales & Marketing Officer at Reynaers Aluminium, he returned to the food sector in 2004. He joined Puratos, an international group providing innovative ingredients and services to the bakery, patisserie and chocolate sectors. He started there as Managing Director for Central and Eastern Europe, then went on to become Managing Director for Eastern Europe and Asia, later for Northern and Eastern Europe, and Global Sales & Channels Director from 2020. In October 2021, Pete became CEO of What's Cooking Group NV. A year later, he was appointed director for a four-year term. Piet has also been a Supervisory Director of Cefetra B.V., a Dutch feed & food ingredients company, since 2022.

Yves REGNIERS (°1978) - ESROH BV

CFO - CSO What's Cooking Group NV

Yves Regniers studied law at Ghent University and obtained an MBA from Warwick Business School. After a stint at PwC, he worked for thirteen years at what is now WestRock. There he held various financial positions in Belgium and abroad. In early 2017, he came on board at What's Cooking Group NV. Yves has been a member of the executive committee since January 2019 and was appointed CFO of the group in March 2020. Since 2023, he has also been responsible for sustainability within What's Cooking?.

Christophe BOLSIUS (°1969) - Sagau Consulting BV

CCO What's Cooking Group NV

Christophe Bolsius graduated in applied economics and international business administration from the University of Antwerp. He has worked in the food sector all his career, including in sales and marketing at Dr Oetker, Sara Lee Deli and Campina - both in Belgium and abroad - and as a member of the management of FrieslandCampina and Douwe Egberts. Since December 2014, Christophe held various positions within the group and is today Chief Commercial Officer for the group.



Else VERSTRAETE (°1967) - Leading Edge HR BV CPO What's Cooking Group NV

Else Verstraete obtained her master's degree in political and social sciences from the University of Antwerp. At Imtech Marine (Radio Holland) in Rotterdam and Aleris in Duffel, she gained experience in HR leadership roles. She then spent six years within 3M as HR Director for Benelux and HR Director EMEA for various business units. In May 2022, she started as our Chief People Officer and became a member of the executive committee of What's Cooking Group NV.

Brecht VANLERBERGHE (°1973) - Broersbank Advies & Management BV CR&IO What's Cooking Group NV

Brecht Vanlerberghe obtained his master's degree in bioengineering and industrial management from Ghent University. At several international agri-food companies, including AVEVE, Campina, FrieslandCampina and Tereos Syral, he was responsible for research, development and innovation. After seven years as Chief R&D Officer at Bio Base Europe Pilot Plant, Brecht went to work as Business Development & Relation Manager of VI-TO's Sustainable Chemistry Unit. Since December 2022, he has been our Chief Research and Development Officer and member of the executive committee

Peter BAL (°1964) - Creating Digital Value CIO What's Cooking Group NV

Peter Bal holds a master's degree in industrial engineering, a postgraduate degree in public administration and a Digital Transformation Certificate from Massachusetts Institute of Technology. He gained considerable experience in several international listed companies, including Nokia, Proximus and Swift. He then spent 15 years at what is now ZF - first as Chief Information Officer and Vice President Process Optimisation, and later as Managing Director of Transics, a digital services provider he founded within ZF. Peter started as Group Chief Information Officer at What's Cooking? in November 2022 and is now also a member of the executive committee.

Ann DE JAEGER (*1971) (associated with the executive committee) General Counsel & Corporate Affairs Director / General Secretary What's Cooking Group NV (until early March 2025)

Ann De Jaeger obtained a master's degree in commercial and corporate law from the University of Ghent and a master's degree in corporate law from the University of Antwerp. She also became a certified director. Ann started her career in a law firm and rose to General Counsel & Head of Corporate Affairs in international B2B and FMCG food companies such as Tate & Lyle, Tereos Syral, Alpro and Danone. Since April 2022, she was our General Counsel & Corporate Affairs Director. She was also General Secretary of the listed family-owned company and worked closely with the board of directors in this role.

Conflicts of interest

Board of Directors

In 2024, the board of directors did not receive any reports of a conflict of interest in terms of asset law within the meaning of the CGC. There were also no reports of related party transactions, as described in Annex 2 to the group's Corporate Governance Charter.

Executive Committee

No related party transactions within the meaning of Annex 2 of the aroup's Corporate Governance Charter were reported in 2024.

External audit

The general meeting of 30 May 2024 reappointed KPMG Bedrijfsrevisoren BV as auditor of What's Cooking Group NV and also charged it with the task of assuring the consolidated sustainability information. KPMG Bedrijfsrevisoren BV appointed Filip De Bock as permanent representative. The reappointment is for three years. Filip De Bock will be replaced at the general meeting as permanent representative by Melissa Carton. We consulted regularly with the auditor. For the half-yearly and annual reporting, we invited him to the meeting of the audit committee. The auditor is also invited to discuss the internal audit plan and internal controls. The auditor does not maintain any relationships with What's Cooking?

No relationships that could influence his judgement. Moreover, he confirmed his independence from the group. In 2024, we paid 95 thousand euros for the assurance of the consolidated sustainability information and 400 thousand euros for the audit of the financial reports, including the statutory reports. In 2024, non-audit services were provided for 14 thousand euros (for comparison in 2023: 20 thousand euros) with regard to waste declarations and for 105 thousand euros of due diligence work was carried out in 2024 (for comparison: nil in 2023). The companies with which the auditor has a partnership did not invoice additional fees to the group in 2023 and 2024.

Dealing Code to prevent abuse of inside information of What's Cooking Group NV

The Dealing Code of What's Cooking Group NV contains rules to prevent market abuse and insider trading (e.g. in transactions in securities of What's Cooking Group NV). The Dealing Code forms Annex 3 of the group's Corporate Governance Charter.

Directors, executives and insiders submit transactions to the compliance officer. In case of a negative opinion, the person concerned may not carry out the transaction, or must submit it to the board of directors.

The Dealing Code contains guidelines to preserve the confidentiality of inside information. For example, the Dealing Code stipulates closed and blackout periods. Directors and other relevant persons of What's Cooking? may not conduct transactions in securities of What's Cooking Group NV at such times.

We always inform new members of the board of directors, the executive committee and other persons who regularly have access to inside information about the Dealing Code.

The company also keeps a list of those with access to inside information.

Remuneration report

Remuneration procedure

The current remuneration policy 2023-2026 is available on the group's website. The remuneration report for 2024, prepared by the remuneration and nomination committee, will be explained and submitted for (advisory) vote at the general meeting of 28 May 2025, after prior communication to the works council.

The remuneration and appointments committee monitors the application of the policy and advises the board of directors in this respect.

The general meeting on 30 May 2024 approved the overall remuneration level for members of the board of directors in the 2024 financial year.

On the advice of the remuneration and nomination committee, the board of directors confirmed the remuneration for the CEO and members of the executive committee in the 2024 financial year.

Remuneration

The members of the board of directors and its committees were entitled to the following annual fixed remuneration (in EUR) in 2024:

| Chairman of the Board of Directors | €100,000.00 |
|--|-------------|
| Member of the Board of Directors | €30,000.00 |
| Chairman of the Audit Committee | €10,000.00 |
| Member of the Audit Committee | € 6,000.00 |
| Chairman of the Remuneration and Nomination Committee | €7,000.00 |
| Member of the Remuneration and Nomination Committee | € 5,000.00 |
| Chairman of the Sustainability Committee | €7,000.00 |
| Member of the Sustainability Committee | € 5,000.00 |
| | |

The members of the board of directors (with the exception of the managing director) are not entitled to any variable, performance-related or share-related remuneration, or to any other remuneration, other than fixed remuneration, for exercising their directorship.

The remuneration of the CEO and other members of the executive committee consists, in principle and in function of their social status, of a basic remuneration, an annual variable remuneration and a long-term variable remuneration (long-term incentive). These remunerations are supplemented, only for those with employee status, by a company car and fuel card and other remuneration components, such as pensions and insurance, all in line with the company's applicable policies.

Rasic fee

The basic allowance aims to compensate the manager for performing his or her duties in accordance with his or her specific competences and experience in the position.

Base remuneration is set on the basis of relevant benchmark exercises, with the company aiming for a level of remuneration in line with the median of the relevant market. The same policy is incidentally applied to all employees of the company.

As is the case for the (other) employees, the basic remuneration for the members of the executive committee with employee status is adjusted annually in line with life expectancy, in line with legally required indexations or indexations following individual or collective agreements.

Annual variable remuneration

The CEO and other members of the executive committee are granted an annual variable remuneration in cash, depending on the achievement of annually set targets, relating to the financial year for which the variable remuneration is due, according to the modalities below.

Approximately 75% of the annual targets set are linked to company performance (including financial performance). The remaining ca. 25% are targets linked to individual performance (including some ESG-related performance)

Financial targets are based on objective parameters and are closely linked to the group's results and the role played by the CEO and other members of the executive committee in achieving those results. The main parameters that can be used for this purpose are volume, revenue, FCF, (U)EBITDA, EBIT, EAT, (U)EBITDA/Net debt and ROCE.

Which of these parameters are used in a given year and what are the objectives to be achieved in relation to these parameters are evaluated annually by the remuneration and nomination committee and submitted to the board of directors for approval.

The recognition of both collective success and individual performance contribute to the long-term importance and sustainability of the company and the successful achievement of its strategy. The collective and individual performance targets establish a close link between the interests of the CEO and the members of the executive committee, on the one hand, and the interests of the company, and its shareholders.

The potential annual variable remuneration at 100% payout (at target) concerns an amount equal to 25% or less of the total remuneration, depending on the position and the classification of the position compared to the relevant benchmark. This share is contractually determined individually and aims at a market-based annual variable remuneration.

If less than the minimum target to be achieved is achieved in a given year, the right to the variable remuneration linked to that target for that year lapses. If the target to be achieved is exceeded, a maximum of up to 150% of the associated variable remuneration may be awarded.

In addition to the system of annual variable remuneration, the Board of Directors retains the prerogative, at the proposal of the Remuneration and Nomination Committee, to grant the CEO and/or the other members of the Executive Committee, or some of them, an (additional) bonus for specific performance or merit, without however exceeding the total budget for annual variable remuneration for the CEO and the other members of executive management for the financial year concerned. These modalities generally also apply to other employees of the group to whom an annual variable remuneration is granted. Such (additional) bonus shall not exceed 25% of the executive committee member's annual fixed remuneration.

Long-term variable remuneration (long-term incentive)

Additional provisions were made for 2024 in the framework of these LTI plans, in accordance with the overview enclosed in the figures on the remuneration of the CEO and the other members of the executive committee

The CEO and other members of the executive committee, as well as a limited number of other employees of the group, are granted long-term variable remuneration (a so-called long-term incentive) ("LTI") in cash, according to the modalities below.

The LTI aims at value creation - with a clear focus on making the company stronger for the future and executing the strategic plan - and retention.

The LTI is awarded according to financial targets (growth in equity value) (approx. 80%) and individual and measurable ESG targets (approx. 20%) over a reference period of at least three years in each case.

If less than the minimum target to be achieved is achieved in a given year, the right to the variable remuneration linked to that target for that year lapses. If the target to be achieved is exceeded, a maximum of up to 150% of the associated variable remuneration may be awarded.

The board of directors decides annually, on the proposal of the CEO and the remuneration and nomination committee, who is eligible to participate in an LTI plan. The board of directors may decide, on the proposal of the CEO, to make an LTI plan also applicable to other employees of the group.

At 100% payout (at target), the potential LTI amounts to an amount of at least 15% and at most 33% of the total remuneration, depending on the position and the ranking of the position compared to the relevant benchmark. This share is contractually determined individually and aims at a market-based LTI.

The LTI aims to align the interests of the CEO and other members of the executive committee with those of shareholders and stakeholders.

A first LTI payout (for some of the executive committee members) can only be obtained after the close of the 2024 financial year.

Project Incentive

The Board of Directors can decide to grant a project incentive in exceptional cases for the realization of an exceptional project and also as a retention mechanism. In addition to the short- and long-term variable remuneration, an agreement was made with a number of members of the executive committee regarding retention after the sale of the SBU Savoury. These payments were approved by the Board of Directors and will be acquired subject to compliance with the individually agreed conditions. These agreements are included in the description of the rights and obligations not included in the balance sheet in the financial report.

Remuneration of directors (in their capacity as members of the board of directors) (in EUR)

We summarise the remuneration of board members (both executive, non-executive and independent directors-overview see below) for their directorship in 2024 as follows:

| | Mandate of director | Mandate Remuneration and Nomination Committee | Mandate Audit Committee | Mandate Sustainability Committee | Total |
|--------------------------------------|------------------------|--|-------------------------------|--|------------|
| BV PVO Advisory (Paul Van Oyen) | 100,000.00 | 5,000.00 | | 7,000.00 | 112,000.00 |
| BV Leading for Growth (Piet Sanders) | 30,000.00 | | | | 30,000.00 |
| NV Holbigenetics (Frank Coopman) | 30,000.00 | 5,000.00 | | | 35,000.00 |
| NV Famcoo Invest (Dominique Coopman) | 30,000.00 | | | 5,000.00 | 35,000.00 |
| Eddy Van der Pluym | 30,000.00 | | 6,000.00 | | 36,000.00 |
| NV Hico (Johan Pauwels) | 30,000.00 | | 6,000.00 | | 36,000.00 |
| BV Ann Vereecke | 30,000.00 | 7,000.00 | | 5,000.00 | 42,000.00 |
| BVIJzer Beheer (Aart Duijzer) | 30,000.00 | | 10,000.00 | | 40,000.00 |
| BV C:Solutio (Kurt Coffyn) | 30,000.00 | | 6,000.00 | | 36,000.00 |
| BV Tower Consulting (Inge Plochaet) | 30,000.00 | | | 5,000.00 | 35,000.00 |
| Total mandates | | | | | 437,000.00 |

All amounts are in line with the remuneration policy, which contributes to the long-term performance of the group.

Remuneration of the CEO and other members of the executive management (in EUR)

The individual gross remuneration of the managing director / chairman of the executive committee / CEO (ie, Leading For Growth BV, permanently represented by Piet Sanders) and the joint gross remuneration of the other members of the executive committee: Esroh BV (permanently represented by Yves Regniers), Sagau Consulting BV (permanently represented by Christophe Bolsius), Eric Kamp, Leading Edge HR BV (permanently represented by Else Verstraete), Creating Digital Value SRL (permanently represented by Peter Bal), Broersbank Advies & Management BV (permanently represented by Brecht Vanlerberghe), are included in the table below:

| | CEO*** | Other members of the executive management |
|---|------------|---|
| Base pay | 659,684.04 | 2,251,438.67 |
| Variable pay (cash - on a yearly basis) | 179,761.94 | 289,135.94 |
| Pensions* | NA** | 16,305.36 |
| Other insurance (hospitalisation insurance) | NA** | 1,335.94 |
| Other benefits (company car) | NA** | 42,925.08 |
| Long Term Incentive provision 2023 | 240,000.00 | 419,333.00 |
| Serverence pay | | 347,750.00 |

^{*}The pension plan concerns defined contribution contracts

All amounts are in line with the remuneration policy, which contributes to the long-term performance of the group.

Share-based compensation

Members of the board of directors and executive committee do not have stock options, subscription rights or any other rights to acquire shares.

The company did not grant any shares, stock options or other rights to acquire What's Cooking Group shares in 2024. Not to members of the group's board of directors and not to members of the executive committee.

Historical information and ratio

Compensation for the members of the board of directors, the CEO and other members of the executive committee and key performance indicators evolved as follows during the period 2020-2024:

| | 2020 | 2021 | 2022 | 2023 | 2024 |
|--|-------------------|----------------|----------|-----------|-----------|
| Chairman of the Board of Directors | €75,000 | €75,000 | € 89,583 | €100,000 | €100,000 |
| Member of the Board of Directors | €20,000 | € 20,000 | €20,000 | €30,000 | € 30,000 |
| Chairman of the Audit Committee | €10,000 | €10,000 | €10,000 | €10,000 | €10,000 |
| Member of the Audit Committee | €6,000 | €6,000 | €6,000 | €6,000 | € 6,000 |
| Chairman of the Remuneration and Nomination Committee | €7,000 | €7,000 | €7,000 | €7,000 | €7,000 |
| Member of the Remuneration and Nomination Committee | €5,000 | €5,000 | € 5,000 | € 5,000 | € 5,000 |
| Chairman of the Sustainability Committee | | | | €7,000 | €7,000 |
| Member of the Sustainability Committee | | | | € 5,000 | € 5,000 |
| | | | | | |
| CEO - fixed renumeration - excl. board mandate renumeration | €466,194 | €500,000* | €529,692 | € 589,535 | € 659,684 |
| | | | | | |
| Turnover | 717.4 | 696.9 | 781.4 | 832.3 | 403.5 |
| EBITDA | 37.1 | 45.9 | 35.9 | 45.5 | 31.7 |
| EAT | -2.5 | 7.3 | 4.5 | 7.7 | 20.6 |
| | | | | | |
| The evolution of the average remuneration of employees in the grou | up can be present | ed as follows: | | | |
| | | | | | |
| | 2020 | 2020 | 2021 | 2022 | 2022 |
| Average gross salary for a full time equivalent in the group | 100.00 | 103.68 | 105.28 | 122.65 | 123.30 |
| | | | | | |

The ratio between the CEO's fixed remuneration (excluding his remuneration as a member of the board of directors) and the lowest gross remuneration of a group employee in Belgium (in full-time equivalent) is 17x for [the month of December] 2024.

^{**}NA = not applicable

^{***} Mandate of director What's Cooking Group NV excluded

Corporate governance

Contractual provisions concerning recruitment or severance payments

The group did not agree any recruitment arrangements with members of the executive committee or with executive directors that entitle them to severance pay of more than 12 months. The group also did not enter into any arrangements contrary to legal provisions, the Belgian Corporate Governance Code 2020 or market practice. The contractual notice periods for Sagau Consulting BV (Christophe Bolsius), Esroh BV (Yves Regniers) and Leading For Growth BV (Piet Sanders) are 12 months each. Eric Kamp's notice period was calculated in accordance with the statutory provisions applicable to his employment contract. The contractual notice period for Leading Edge HR BV (Else Verstraete), Creating Digital Value SRL (Peter Bal) and Broersbank Advies & Management BV (Brecht Vanlerberghe) is six months each.

Shareholder voting information

The general meeting 30 May 2024 approved the 2024 remuneration report with a majority of 99.51%.

The company encourages an open and constructive dialogue with its share-holders to discuss its approach to governance, including remuneration.

Information referred to in article 74, §7 of the Law of April 1, 2007 on takeover bids

Stichting Coopman reported on August 26, 2024 that on August 26, 2024 it (still), through Famcoo Invest NV and Stichting Administratiekantoor Coovan, holds more than 30% of the voting securities in What's Cooking Group NV.

Specifically, Stichting Coopman reported that as of August 26, 2024, Stichting Administratiekantoor Coovan held 1,230,022 (66.27%) voting securities in What's Cooking Group NV.

Stichting Administratiekantoor Coovan¹ is controlled by Famcoo Invest NV², which in turn is controlled by Stichting Coopman³. Stichting Coopman is no longer controlled.

- Basisweg 10, 1043 AP Amsterdam (The Netherlands), with company number KvK Amsterdam 34248201.
- ² Kere 103, 9950 Lievegem (Belgium), with enterprise number 0439.850.161 (RPR Ghent, Ghent division).
- ³ Hoogoorddreef 15, 1101 BA Amsterdam (The Netherlands), with company number KvK Amsterdam 41193935.



Key features of internal control and risk management systems

We attach great importance to high-performance internal control and risk management. We integrate these into our structure and operations as much as possible. To this end, we have implemented numerous internal controls according to the integrated COSO II or Enterprise Risk Management Framework®. We summarize the most important elements here.

On the proposal of the executive committee, the board of directors annually determines or confirms our mission, values and strategy, and thus the group's risk profile. We actively and repeatedly promote our values to all our employees. We do this at least at every semi-annual information meeting. Integrity is the most important value in risk management. We communicate to all our employees at the same time the outlines of the strategy and objectives for the Group and the segments.

We describe our Group's governance structure in detail in our Articles of Association, our Corporate Governance Charter and in the Corporate Governance Statement. This structure defines the distinct roles and responsibilities of each of our governing bodies. These are the board of , the audit committee, the remuneration and nomination committee, the executive committee and the managing director/CEO. The duties and responsibilities of these bodies are in line with the legal provisions and the provisions of the Corporate Governance Code 2020. We up coherent regulations for each of them. We evaluate them regularly. If necessary, we adapt it. In this way, powers and responsibilities are always clearly defined and verifiable.

We organize (and) our human resources through a job classification system in which all group employees are classified. We drew up detailed job descriptions for each position. These describe not only the study and skill requirements, but also the tasks, responsibilities and reporting lines. We adapt these job descriptions as the content of certain positions changes due to internal or external circumstances.

We ensure that we can evaluate all our non-production employees annually through an elaborated evaluation tool. We attach extra importance to values-compliant behavior. We also try to set concrete objectives together for our production employees and organize feed-back discussions. We also measure the commitment of our employees at regular intervals at all sites in order to respond even better to the needs of our people.

We established clear policies for training and compensation of our employees. We rigorously apply the legal provisions on conflicts of interest (see above). We introduced regulations for transactions with related parties that do not constitute a legal conflict of interest (Annex 2 to the Corporate Governance Charter). The internal auditor periodically conducts risk audits and audits of internal controls in all Group departments. With a view to 2025 and the internal audit activities, in view of the size of the group, partly internal and partly external via external partners with ad hoc intervention, these activities will be included in order to continue to provide sufficient risk management, periodic risk audits and audits of internal controls in all departments and a report will be made to the audit committee. Based on the findings of the internal auditor, and in consultation with the audit committee, we adjust the internal control environment.

The audit committee devotes two meetings a year to evaluating the risks we face (see above). Internal controls and risk management are also . The discussion is based on a formal and detailed risk assessment prepared by executive management. This reflects how we deal with identified risks. The audit committee reports on its work at the next board meeting.

We have a dealing code to prevent market abuse (Annex 3 to the Corporate Governance Charter). We have also appointed a compliance officer. He oversees proper compliance with the rules on market abuse (see above). We take out adequate insurance contracts for our main risks.

We employ a hedging policy to exchange rate risks.

In describing the main risks, we mention a of other risk management practices. These include our sustainability risks in terms of both impact materiality (our impact on the environment) and financial materiality (the impact of the changing environment on our business). See also the chapter 'non-financial information' for more information on this.

We have established the following control and risk management systems for the financial reporting process:

The internal regulations of the board of , audit committee and executive committee clearly describe who is responsible for what preparing and approving our group's financial statements.

The finance department reports monthly financial results of the group and divisions to the executive committee. The committee discusses these results and makes them available to the members of the board of directors

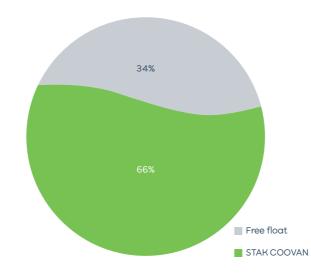
On a quarterly basis, the executive committee reports the group and divisional results to the board of directors. The executive committee first explains the first-half and annual results to the audit committee, which discusses them with the internal and external auditor. Then these results go to the board of for approval. They are published in the form required by law. We publish internally and externally a schedule summarizing our periodic reporting obligations to the financial market.

The Executive Committee also reports quarterly results on ESG initiatives (Environment, Social, Governance) to the Board of Directors (and the Sustainability Committee from 2023 onwards). In order to ensure the auditability of the sustainability information in the future, a software package was purchased that allows both KPI's (Key Performance Indicators) to be consulted per site and per period, as well as a good follow-up of the objectives and the inclusion of the audit information, in order to have a complete and traceable system for the entire company, both for internal and external control.

We implement clear timetables for financial and non-financial reporting at all levels in the company. This enables us to meet all legal obligations in a timely and correct manner. We have a clear policy for securing and providing access to financial data. There is also a high-performance system for backup and preservation of this data.

Other Legal Information

Shareholder structure on 31 December 2024



Transparency

We received no transparency statements in 2024.

We received a transparency declaration from STAK Coovan in 2017. We included this statement in the company's website. We disclosed the content according to the applicable rules. See also above.

Entries under Article 34 of the Royal Decree of 14 November 2007

On 13 December 2024, 1,856,180 shares represented the capital of What's Cooking Group NV. The company issued only ordinary shares with voting rights, entitled to an equal share of the profits and the liquidation balance

The shares are freely transferable.

There are no security holders with special control rights. By law or pursuant to Articles 8 and/or 10 of the Articles of Association, the exercise of the voting rights attached to the shares may be suspended (subject to conditions). The voting rights attached to the company's own shares that the group might hold are suspended pursuant to the applicable legal provisions.

The extraordinary general meeting may amend the company's bylaws. This requires a majority of three-fourths of the votes cast. Those present must represent at least half of the capital, as provided for in the WVV. An amendment to the object of the company requires a majority of four-fifths of the votes present.

At 31 December 2024, the group held no treasury shares (neither at 31 December 2023).

The procedure for appointment/replacement of directors is described in Article 4 of the Regulations of the Remuneration and Nomination Committee (Annex 5 to the Group's Corporate Governance Charter - Version 2023). The general meeting may appoint/replace directors. This requires a simple majority of the votes cast. In addition, when a director's seat becomes vacant, the remaining directors have the right to co-opt a new director. The next general meeting must confirm the mandate of the co-opted director; in the absence of confirmation, the mandate of the co-opted director terminates at the end of the general meeting, without prejudice to the regularity of the composition of the board of directors up to that time.

The extraordinary general meeting of shareholders of 21 April 2023 authorized the board of directors of What's Cooking Group NV, among other things, to increase the company's capital on one or more occasions by an (excluding issuance premium) equal to EUR 5,152,904.16, and this even after the time when the company receives the communication from the Financial Services and Markets Authority (FSMA) that it has been notified of a public takeover bid for the company's securities, in accordance with the relevant legal provisions. This authorization is valid with respect to public takeover bids whose company receives the aforementioned notice no more than three years after 21 April 2023.

The extraordinary general meeting of shareholders of 21 April 2023 authorized the board of directors, among other things, to acquire the company's own shares and certificates relating thereto when such acquisition or pledging, respectively, is necessary to prevent imminent serious harm to the company. Such a purchase of shares is only permitted to prevent an imminent serious disadvantage to the company.

This authorization was granted for a of 3 years from the publication of this authorization granted on 21 April 2023.

To the best of the Group's knowledge, there are no other significant elements that could have an effect in the event of a public takeover bid, nor any legal or statutory restrictions on share transfers.

Main risks to our operating activities What can happen if we don't make the right decisions?

How do we limit the risks in general and in 2024 in particular?

Operational risks

Food safety and product liability

Every day, thousands of people eat our processed meats and ready meals.

These products must be fresh and safe.

The end consumer is also entitled to clear information about the composition of the product and its nutritional value.

The safety and the confidence of consumers are vitally important to us.

Anything that can damage this confidence - either concerning our own products or the sector - will have a negative impact on our sales, our prospects and our reputation.

We have constant high demands for product safety and quality. All our raw materials are traceable. Our packaging clearly states product composition and nutritional values per 100 grammes and per serving. We go further than the statutory requirements with regards to the safety of our packaging. We have insurance to cover our product liability.

Competitive environment

The processed meats market is extremely mature and is dominated by the private labels of large discount and retail customers. The ready meals market is growing, but here competition is very fierce.

The competition enables customers to increase pressure on our margins. This may have an impact on our profits.

We distinguish ourselves from our competitors in terms of concepts and products. We work continuously on improving efficiency and cost control.

Technological developments

Product and production technologies evolve rapidly.

Not being abreast with the latest production technologies can have a negative impact on efficiency and cost control. Competitors may have access to alternative product technology that at some point may win over consumers.

Each year we invest considerable sums in tangible non-current assets to maintain and improve our level of technology. We maintain good contact with our suppliers so that we are always well informed of the most recent developments. We sound out consumer preferences. We work together with research institutes such as Flanders' FOOD.

Electronics and information systems

For efficient business operations we are becoming increasingly dependent on information systems and integrated control systems which are managed by a complex set of software applications.

If these systems do not work well, or if they were to become unavailable, this would have a negative impact on the production volume and on our reputation.

All systems are maintained appropriately.
All systems are upgraded when necessary.
Regular back-ups are made of all information.
A new ERP system has been implemented to structure and simplify our business processes.

War for talent

An organisation is only as strong as its employees. The knowledge and expertise is to be found in a group of employees who contribute to building the company and its brands.

If too many good employees are lured away by the competition and there is too little influx of young people, we run the risk that we will be unable to achieve our growth scenario.

In 2015, we established a management trainee programme: newly graduated young people receive an attractive training programme.

They experience four different positions within the company during two years.

We meanwhile have a number of in-house recruitment experts to attract new staff & started an employer branding program.

We continue to focus on employee engagement and the retention of existing staff $\,$

Main risks to our operating activities

What can happen if we don't make the right decisions?

How do we limit the risks in general and in 2024 in particular?

Market risks

Price fluctuations for raw materials and packaging

We work with natural raw materials. We must therefore take into account possible fluctuations in the quality and the price of our raw materials and packaging materials.

Price increases for raw materials and packaging can have a negative influence on the margins.

We enter into long-term contracts whenever possible. We work with volume arrangements on an annual basis.

Relationships with suppliers

For specific raw materials we are obliged to work with a limited number of suppliers.

If one or more of these suppliers cannot fulfil its contractual commitments and we are unable to secure alternative supplies in time, this could have a negative impact on our business operations.

We enter into long-term contracts whenever possible. We work with volume arrangements on an annual basis. We offer our suppliers fair payment for their added value. We work with preferential suppliers for sustainability.

Relationships with customers

We market our products via a network of discount and retail customers throughout Europe. The number of large customer groups is limited. The number or larger retail customers is small. If one of them terminates a contract, this may have a significant negative impact on our turnover and profit.

We diversify turnover in different products and contracts with other lead times; both with respect to our own brands as well as private labels of customers and in different countries.

Customer and consumer behaviour

Our sales are related to the eating habits and trends of the ultimate consumers, just as their spending habits.

If consumers no longer selected our products or their eating habits were to change, this would have a significant impact on our business activities. General economic conditions such as cyclical fluctuations, unemployment and interest rates can also affect the consumer spending patterns.

We regulary perform consumer & market research, to review eating habits of consumers in the various markets we operate. We surveyed the satisfaction of our consumers to anticipate and minimise this risk.

We ensure that our prices are in line with those of the market.

Main risks to our operating activities What can happen if we don't make the right decisions?

How do we limit the risks in general and in 2024 in particular?

Financial risks (see also explanatory note 26 in the annual accounts)

Credit risks

We have receivables outstanding from our clients and retail customers.

Receivables not collected on time have a negative impact on the cash flow.

We monitor customers and outstanding receivables in order to limit these potential risks. Most receivables relate to large European customers which limits the risk.

Exchange rate risks

As What's Cooking? operates in an international environment, we are exposed to an exchange rate risk on the sales, purchases and interest-bearing loans expressed in a currency other than the company's local currency.

Fluctuations in exchange rates can cause fluctuations in the value of financial instruments

We adhere to a consistent hedging policy. We do not use financial instruments for trading and we do not speculate.

Interest risk

The forms of financing with variable interest rates mainly arise from What's Cooking? Revolving Credit Facility Agreement.

The fair value or future cash flows of a financial instrument will fluctuate as a result of changes in the market interest rates.

We adhere to a consistent hedging policy. We do not use financial instruments for trading and we do not speculate.

Liquidity and cash flow risks

As with any business, What's Cooking? monitors liquidities and cash flow.

A shortage of cash and cash equivalents could put pressure on the relationships with certain parties.

We have a significant net cash flow with respect to the net financial debt position. We have centralised our treasury policy and we hedge against interest rate risks.

Legal risks (see also explanatory note 28 in the annual accounts)

Changes to legislation

Now and then the government changes and tightens legislation on the production and sale of foods.

Not meeting these conditions can expose us to the risk of fines or sanctions.

We invest significant amounts annually to satisfy new legislation, likewise relating to sustainability and the environment. Each year we organise training programmes to keep our employees up-to-date on new legislation and its impact.

Legal disputes

Occasionally we are involved in legal proceedings or disputes with customers, suppliers, consumers or the government.

Such litigation could have a negative impact on our financial situation.

We anticipate the potential impact of these disputes in our accounts as soon as a risk is judged as realistic under the applicable accounting rules.

Our ESG risks and opportunities have been included in the sustainability report. We've based our review on the double materiality matrix as explained in the sustainability report.

For more information on GOV 1, 2, 3 and 5, see earlier in the Corporate Governance section of this report

GOV-1 The role of the administrative, management and supervisory bodie

GOV-2 Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies

GOV-3 Integration of sustainability-related performance in incentive schemes

GOV-5 Risk management and internal controls over sustainability reporting

Other topics

Disclosure of how climate-related considerations are factored into remuneration of members of administrative, management and supervisory bodies

Percentage of remuneration recognised that is linked to climate related considerations

Explanation of climate-related considerations that are factored into remuneration of members of administrative, management and supervisory bodies

See Corporate Governance - Remuneration Report

