



**Compensation Committee Charter JBS N.V.**

**RECIPIENTS:** All employees of JBS N.V. and its subsidiaries.

**1. INTRODUCTION**

- 1.1. This charter is the charter (Compensation Committee Charter) of the compensation committee (Compensation Committee) of the board of directors (Board) of JBS N.V. (Company);
- 1.1. Capitalized terms used but not otherwise defined in this Compensation Committee Charter have the meaning set forth in the list of definitions included in the regulations of the Board (Regulations);
- 1.2. This Compensation Committee Charter was adopted by the Board on 2 June 2025, effective on 13 June 2025, and remains in full force and effect until amended or terminated (in whole or in part).

**2. GENERAL ROLE AND RESPONSIBILITIES**

- 2.1. Without prejudice to the Regulations, the Compensation Committee advises the Board in relation to its responsibilities and shall prepare resolutions of the Board in relation thereto;
- 2.2. The Compensation Committee shall in any event have the following duties:
  - (a) Determining the remuneration of the individual Directors, in accordance with the Company's policy on Director remuneration (Remuneration Policy);
  - (b) Proposing to the Board any amendments to the Remuneration Policy as the Compensation Committee deems necessary or appropriate, for proposal by the Board to the General Meeting;
  - (c) Overseeing the implementation of the Remuneration Policy;
  - (d) Overseeing compliance with all applicable laws affecting executive compensation, including all applicable compensation and clawback-related rules and regulations of the U.S. Securities and Exchange Commission (SEC) and the NYSE;
  - (e) Preparing the remuneration report (Remuneration Report) and any other required compensation disclosure pursuant to the law and the rules of the SEC or the NYSE; and
  - (f) Administering all equity incentive plans and deferred compensation benefits plans of the Company.
- 2.3. The following aspects shall in any event be taken into consideration when formulating the Remuneration Policy:
  - (a) The Company's objectives of the strategy for the implementation of sustainable long-term value creation;
  - (b) The scenario analyses carried out in advance;
  - (c) The pay ratios within the Company, its affiliated enterprise and its peers;
  - (d) The performance of the market price of the Shares;
  - (e) An appropriate balance between the variable and fixed remuneration components;
  - (f) If Shares are being awarded, the terms and conditions governing the Shares; and
  - (g) If share options are being awarded, the terms and conditions governing this and the terms and conditions subject to which the share options can be exercised.
- 2.4. When determining the remuneration of the Executive Directors, with due observance of the Remuneration Policy, the Compensation Committee shall, in any event, take into consideration the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analysis that are carried out and the pay ratios within the Company and its affiliated enterprise. When determining the remuneration of the Executive Directors, the Compensation Committee shall take note of



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individual Executive Directors' views with regard to the amount and structure of their own remuneration. The Compensation Committee shall ask the Executive Directors to pay attention to the aspects referred to in Article 2.3 of this Compensation Committee Charter;

- 2.5. The Remuneration Report shall describe, in a transparent manner, in addition to the matters required by law:
  - (a) How the Remuneration Policy has been implemented in the past financial year;
  - (b) How the implementation of the Remuneration Policy contributes to sustainable long-term value creation;
  - (c) That scenario analyses have been taken into consideration;
  - (d) The pay ratios within the Company and its affiliated enterprise and, if applicable, any changes in these ratios compared to at least five previous financial years;
  - (e) In the event that an Executive Director receives variable remuneration, how this remuneration contributes to sustainable long-term value creation, the measurable performance criteria determined in advance on which the variable remuneration depends, and the relationship between the remuneration and performance; and
  - (f) In the event that a current or former Executive Director receives a severance payment, the reason for this payment.
- 2.6. The Remuneration Report shall be made generally available and shall be published on the Company's website;
- 2.7. The Compensation Committee shall present all material findings and recommendations, and a report of each of its meetings, to the Board for consideration;
- 2.8. The Compensation Committee may delegate its authority to subcommittees established from time to time by the Compensation Committee. Subcommittees shall consist of one or more members of the Compensation Committee or other Non-Executive Directors and shall report to the Compensation Committee. The Compensation Committee shall not delegate any authority to a subcommittee required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.

**3. COMPOSITION AND SIZE OF THE COMPENSATION COMMITTEE**

- 3.1. The Compensation Committee shall consist of at least three members;
- 3.2. The Board shall appoint the members of the Compensation Committee. The Board may substitute the members of the Compensation Committee at any time;
- 3.3. The chairman of the Compensation Committee shall be designated by the Board;
- 3.4. Generally, the term of office of a member of the Compensation Committee will not be set in advance. It will, *inter alia*, depend on the composition of the Board as a whole and other Committees from time to time;
- 3.5. The composition of the Compensation Committee shall be mentioned in the Non-Executive Directors Report;
- 3.6. The Company Secretary shall act as the secretary to the Compensation Committee;



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- 3.7. The chairman of the Compensation Committee or one of the other Compensation Committee members shall use its best efforts to be available to answer questions about the Compensation Committee's activities at the annual General Meeting.

**4. MEETINGS OF THE COMPENSATION COMMITTEE**

- 4.1. The Compensation Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment, provided that all members of the Compensation Committee participating in the meeting can hear each other and none of them has objected to this way of decision-making. The quorum of any meeting shall be a majority of the members of the Compensation Committee;
- 4.2. The convocation notices of a Compensation Committee meeting shall be given in writing, at such time that all the members of the Compensation Committee are given opportunity to participate in and prepare themselves for the meeting ultimately eight days in advance. In urgent cases, the chairman of the Compensation Committee may determine that the meeting shall be convened upon shorter notice. Any notice of the Compensation Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision, shall be drawn up by the chairman of the Compensation Committee. The other information and decision material for the meeting shall be circulated as soon as possible before the meeting;
- 4.3. The secretary of the Compensation Committee shall take minutes of the meeting. If the Company Secretary is not present at the meeting, the meeting may designate another secretary. The minutes shall be adopted in the same meeting or in the next meeting of the Compensation Committee, and shall be signed by the chairman of the Compensation Committee and/or the Company Secretary. A copy of the minutes will be sent to the Board;
- 4.4. If and when required, the chairman of the Compensation Committee shall provide further information to the Board during its meetings on the results of the Compensation Committee's discussions;
- 4.5. The number of meetings of the Compensation Committee and the main items discussed shall be mentioned in the Board Report.

**5. OUTSIDE ADVISORS**

The Compensation Committee shall have the power, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to appoint, compensate and oversee the work of independent legal counsel, compensation consultants and other experts and consultants to assist the Compensation Committee in connection with its responsibilities.

**6. REVIEW**

The Compensation Committee shall from time to time review and assess the adequacy of this Compensation Committee Charter and recommend any proposed changes to the Board. In addition, the Compensation Committee shall annually review its own performance.



**INTERNAL REGULATIONS**

REGI-0016  
March 25, 2026  
Review: 01

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**7. AMENDMENT**

The Board may amend this Compensation Committee Charter and/or revoke any powers granted by it to the Compensation Committee.

**8. REGULATIONS *MUTATIS MUTANDIS* APPLICABLE**

The relevant terms of the Regulations shall apply *mutatis mutandis* to this Compensation Committee Charter.

**9. WEBSITE**

This Compensation Committee Charter, and any amendments thereto, shall be posted on the Company's website.

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