

## **Charter of the Science and Technology Committee of Corbion N.V.**

### **Adopted on 18 December 2017**

#### **1. Responsibilities and reporting**

- 1.1 The Science and Technology Committee shall advise the Supervisory Board in relation to its responsibilities and shall prepare decision making by the Supervisory Board in relation thereto.
- 1.2 The responsibilities of the Science and Technology Committee include:
- a. to review the Company's research and development strategy and capabilities;
  - b. to review the Company's research and development policies;
  - c. to review the Company's systems related to research and development;
  - d. to monitor the Company's major research and development projects; and
  - e. to review and monitor whether the Company's research and development activities reflect the Company's overall strategy.
- 1.3 The Science and Technology Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Science and Technology Committee were carried out in the financial year, and also reports on the composition of the Science and Technology Committee, the number of meetings of the Science and Technology Committee and the main items discussed at those meetings.

#### **2. Composition and independence**

- 2.1 The Supervisory Board determines the size of the Science and Technology Committee, provided that the Science and Technology Committee consists of at least two members.
- 2.2 Members of the Science and Technology Committee are appointed by the Supervisory Board.
- 2.3 The Supervisory Board shall appoint one of the Science and Technology Committee members as chairman. The chairman shall be primarily responsible for the proper functioning of the Science and Technology Committee. He/she shall act as the spokesman of the Science and Technology Committee and shall be the main contact for the Supervisory Board.

#### **3. Meetings and decision making**

- 3.1 The Science and Technology Committee will meet regularly in accordance with a schedule of its own devising, and whenever one or more of its members have requested

a meeting. The meetings are generally held at the offices of the Company, but may also take place elsewhere.

At least a majority of the members of the Science and Technology Committee must be present, in person or by telephone, in order for an official, authorized act of the Science and Technology Committee to be taken.

The Science and Technology Committee shall take decisions by an absolute majority of the votes cast.

In case the Science and Technology Committee consists of an equal number of members and a vote is tied, the chairman will have a casting vote.

- 3.2 The Science and Technology Committee may be assisted by a secretary who shall be appointed and may be dismissed at any time by the Science and Technology Committee. The secretary shall not be a member of the Science and Technology Committee. The secretary of the Science and Technology Committee will keep minutes of each meeting of the Science and Technology Committee. The minutes of each meeting shall be approved by the Science and Technology Committee in its first meeting following the relevant meeting or, if circumstances so require, the (draft) minutes of a meeting may be certified by the chairman of the Science and Technology Committee and the secretary before the formal approval by the Science and Technology Committee.
- 3.3 The chairman of the Science and Technology Committee or a majority of the members of the Science and Technology Committee may invite certain officers/employees of the Company and/or external advisors to attend meetings of the Science and Technology Committee.
- 3.4 In principle no later than on the fifth day before any meeting of the Science and Technology Committee, the agenda of the meeting will be sent by the secretary of the Science and Technology Committee in consultation with the chairman to the members together with the relevant documents. The chairman, however, in his reasonable discretion if circumstances so require, may determine that the agenda, agenda-items and/or documents may be submitted to the members of the Science and Technology Committee after the day referred to in the previous sentence but prior to or at the meeting.

#### **4. Fees and expenses**

- 4.1 The chairman and the members of the Science and Technology Committee shall receive a fee from the Company for their services as chairman and/or member of the Science and Technology Committee which is determined by the General Shareholders Meeting.
- 4.2 Any and all expenses reasonably incurred by the Science and Technology Committee, by any outside counsel or other advisors appointed by the Science and Technology Committee and any and all costs and expenses in connection with any investigation conducted by the Science and Technology Committee shall be borne by the Company.



**5. Amendment of Charter and definitions**

5.1 The Science and Technology Committee is authorized to propose changes to this Charter. This Charter may be amended at any time by the Supervisory Board and any such amendment shall be effective as of such date determined by the Supervisory Board.

5.2 Capitalized terms used in this Charter have the meaning set forth in the list of definitions of the Rules of the Supervisory Board.