

## REMUNERATION POLICY AND REPORT

The aim of the remuneration policy for the Board of Management is to create remuneration packages and employment conditions, which are competitive and linked to the strategy, with a strong emphasis on performance-related pay. This policy has been approved by the Annual General Shareholders' Meeting in 2010. Since then no changes have been presented or executed.

Following the divestment of the Bakery Supplies businesses in July 2013, Corbion has become a focused biobased products company. The new company operates in different segments, geographies, and industries. Consequently, it is our intention to review the remuneration policy in 2014 and present it to the shareholders in 2015.

The total remuneration package for the Board of Management is benchmarked against companies in the Netherlands of comparable size and complexity as Corbion. This benchmark is set at the median level of this group of comparable executives based on various sources of market data on the remuneration for corporate executives in the Netherlands.

As per the employment agreement of the current Directors their base salary is adjusted annually on 1 May on the basis of the consumer price index for family expenditure as published by Statistics Netherlands (CBS). The adjustment as at 1 May 2013 amounted to 2.9%.

### STIP (short-term employee benefits according to IAS 24.17)

Members of the Board of Management are entitled to a short-term "at-target" incentive. There are two target levels for this incentive. One applies to the CEO and the other to the CFO and if relevant to other Board members. The CEO is entitled to an at-target bonus incentive of 60% of his base salary in case of realization of the short-term targets. The CFO is entitled to an at-target bonus incentive of 50% of his base salary in case of realization of the short-term targets. Three financial targets – EBITA, organic growth and cash flow from operating activities – account for 75% of STIP, while 25% relates to personal targets. The extent to which these personal targets have been realized is determined by the Supervisory Board.

In case a target is exceeded members of the Board of Management are entitled to a higher STIP than the at-target incentive for that particular target. For the CEO a maximum STIP of 90% of his base salary may apply and for the CFO (and if relevant other Board members) a maximum STIP of 75% of his base salary may apply. Both the CEO and CFO can achieve the maximum bonus incentive in case all targets, financial and personal, are substantially exceeded (defined as 115% or more for each target). In case a target is not realized a smaller STIP than the at-target incentive will be paid out, with the understanding that no STIP will be awarded for substantially lower performance (defined as 85% or less for each target).

The Supervisory Board determines, at its full discretion, the STIP pay-out for the Board of Management. As a result of the fact that the financial targets for 2013 for the larger part have been achieved and the personal targets have been overachieved, the total short-term incentive is higher than the "at-target" level. In 2013 the short-term incentive payment was € 469,603 or 74% of base salary (2012: € 442,960) for the CEO and € 295,497 or 62% of base salary (2012: € 278,732) for the CFO.

### LTIP (long-term employee benefits and share-based payments according to IAS 24.17)

The long-term incentive for the Board of Management is based on the Long-Term Incentive Plan (LTIP) linked to relative Total Shareholder Return (TSR).

Each year members of the Board of Management are entitled to an conditional grant of Corbion shares. There are two target levels for this incentive. One applies to the CEO and the other to the CFO and if relevant to other Board members. The CEO is entitled to a conditional share grant value of 60% of his base salary. The CFO is entitled to a conditional share grant value of 50% of

his base salary. The total number of conditionally granted shares is determined by dividing the “at target” amount applicable for the respective Board member (as a percentage of base salary) by the (undiscounted) fair value average stock price over the month prior to the date of grant (April of any year). The performance criterion for the LTIP is Total Shareholder Return over a three-year performance period. After vesting and share delivery, the Board members according to the plan rules, are required to keep the shares in a blocked account for another two years. The total lock-up period therefore is five years.

Corbion's TSR is benchmarked against a peer group of ten comparable companies. Based on independent analysis the performance of Corbion versus this peer group is assessed at the end of the three-year performance period. According to the remuneration policy effective as of 2010, the target performance has been set at position 6 in the peer group based on detailed analysis. If Corbion delivers an outstanding performance (first or second in the peer group) over the three-year reference period the LTIP will amount to 175% of the at-target grant. If the performance is below the threshold (below position 6 in the peer group) the shares do not vest. The total number of shares to be delivered upon vesting can vary between zero and 175% of the initial grant, depending on the TSR performance. According to the LTIP plan regulations it is at the full discretion of the Supervisory Board to determine the pay-out based on the TSR result.

The Remuneration Committee evaluates the performance of Corbion in relation to the peer group, using data supplied by a leading bank in the Netherlands. Upon vesting the members of the Board of Management will receive a number of additional Corbion shares to cover the dividend value, which is equal to the gross dividend that would have been paid on the shares in the period of conditional allocation. At the time of vesting the members of the Board of Management may sell as many shares as necessary to pay the related income tax. The vested shares will be blocked for two more years.

The Supervisory Board periodically determines the peer group. If, for whatever reason, companies in the peer group change, the Supervisory Board may decide to make one or more adjustments to the composition of the group.

In light of the transformation of Corbion into a biobased products company, the Supervisory Board decided to adjust the peer group in 2012. The current TSR peer group consists of the following companies: Balchem (USA), Chr. Hansen (DK), DSM (NL), Du Pont (USA), Kerry Group (IR), Nutreco (NL), Novozymes (DK), Sensient (USA), Solazyme (USA), and Tate & Lyle (UK). The TSR performance for the 2011 LTIP series (vesting in 2014) is still based on the previous peer group.

The number of performance shares conditionally granted to Mr. Hoetmer in 2013 (vesting in 2016) is 21,502 representing a value of € 370,910. The number of performance shares conditionally granted to Mr. Kramer in 2013 (vesting in 2016) is 13,530 representing a value of € 233,393. These shares will be delivered into a blocked account upon vesting. The lock-up period will end per May 2018. The performance against the peer group will be measured to determine the percentage of shares that will actually vest for the members of the Board of Management.

The shares conditionally granted in 2010 vested in 2013. Corbion ranked ninth in the peer group consisting of Aryzta (CH), Flower Food (USA), General Mills (USA), Greencore (USA), Grupo Bimbo (MEX), Kerry Group (IR), Novozymes (DK), Nutreco (NL), Ralcorp (USA), and Wessanen (NL). This position implies that the vested grant of 2010 did not result in any payout.

In 2013 Corbion divested its Bakery Supplies businesses to Rhône Capital for €1.05 billion. Because of the complexity of the transaction, and at the same time, the need to focus on ongoing business, the Supervisory Board set a number of business- and transaction-related targets to optimize successful conclusion of the divestment. The Supervisory Board determined after the close of the transaction that these targets have been fully achieved and decided to grant shares to both members of the Board of Management for their achievement. In respect of this the Supervisory Board decided to grant shares to encourage further shareholder value creation.

The value of the grant and shares delivered was € 517,140 (33,087 shares; fair value € 15.63) for Mr. Hoetmer and € 294,334 (18,832 shares; fair value € 15.63) for Mr. Kramer. In 2013, as in previous years, the Board members did not use the option of selling any shares to compensate for income tax. The shares delivered are blocked for a minimum of two years.

There is no share option program in place for the Board of Management.

### Commitment Award (long-term employee benefits and share-based payments according to IAS 24.17)

The members of the Board of Management are entitled to an annual Commitment Award in the form of Corbion shares amounting to 10% of their respective base salaries. This award was put in place for the current Board members in 2006 to compensate for a loss of early-retirement pension entitlements at the time. The shares are blocked until the end of their employment with Corbion, with the understanding that as many shares as necessary may be sold to pay the related income tax. In 2013, as in previous years, the Board members did not use this option. An overview of the Commitment Award shares can be found in Note 30 to the financial statements.

### Pension (post-employment benefits according to IAS 24.17)

The pension plan for the members of the Board of Management is a defined contribution plan, the contributions being paid by Corbion. The plan is within the fiscal boundaries (Table 2, Witteveen franchise) using 65 as the retirement age. The members of the Board of Management are also insured for a disability pension and death-in-service. In 2013 the total payment for these benefits amounted to € 199,000 for Mr. Hoetmer and € 118,500 for Mr. Kramer.

### Other benefits and entitlements

Members of the Board of Management are provided with benefits in line with those applicable to other senior managers at Corbion (e.g. company car, expense allowance). The costs for these benefits provided in 2013 amounted to € 37,548 for Mr. Hoetmer and € 31,548 for Mr. Kramer.

Corbion does not grant loans to members of the Board of Management. Hence, there are no outstanding loans.

### Employment contract

Members of the Board of Management are appointed for a period of four years and may be reappointed with the approval of the General Shareholders' Meeting.

Messrs. G.J. Hoetmer and N.J.M. Kramer have an employment contract for an indefinite period of time, which expires at the retirement age or earlier if terminated by either party. The notice period for all members of the Board of Management is three months. Corbion, being the employer, is required to give six months' notice.

A severance pay arrangement is included in the employment agreement of the current members of the Board of Management. This contractual severance pay arrangement deviates from provision II.2.8 of the Dutch Corporate Governance Code. This deviation originates from the time of appointment of the Board members in 2005/2006, at which time this was customary practice for board members of Dutch listed companies. Severance entitlement for any future Board members will follow legislation and customary practice for board members of Dutch listed companies at the time of the appointment.

The agreed severance pay for the current Board members amounts to a maximum of 1.5 times the sum of the annual base salary and the most recently determined short-term incentive (STIP). In addition, contributions to the base pension plan and the Commitment Award will be continued for a further two years.

As indicated new appointments to the Board of Management will be handled in accordance with the practice of good governance and regulations in force at the time of the appointment.

The members of the Board of Management may accept a maximum of two paid or unpaid positions on an outside supervisory board or any other such (advisory) position, provided they obtain the prior approval of the Supervisory Board.

Currently, only Mr. G.J. Hoetmer has an external unpaid position with the "Spieren voor Spieren" foundation ([www.spierenvoorspieren.nl](http://www.spierenvoorspieren.nl)), a charity organization active for the benefit of children suffering from muscular diseases. He also serves as a non-executive director of Devro Plc.

### Remuneration for the Board of Management

Total annual remuneration for the Corbion Board of Management amounted to € 3.2 million in 2013 (2012: € 3.0 million). The higher balance is due to the higher STIP payment following better business results and the discretionary LTIP grant related to the divestment of the Bakery Supplies businesses.

### Breakdown remuneration Board of Management

Thousands of euros	IAS 24.7 category	Short-term employee benefits*		Share-based payments	Total	Post-employment benefits	Other long-term benefits	Termination benefits	Total
		Year	Base salary	STIP		LTIP	Pension benefits	Other benefits	
G.J. Hoetmer	2012	651	443	435	1,529	180			<b>1,709</b>
	2013	668	470	581	1,719	199			<b>1,918</b>
N.J.M. Kramer	2012	494	278	301	1,073	118			<b>1,191</b>
	2013	507	295	342	1,144	119			<b>1,263</b>

\* Excluded from short-term benefits is a criss levy of € 204 thousand for Mr. Hoetmer (2012: € 121 thousand) and € 129 thousand for Mr. Kramer (2012: € 79 thousand)

Considering the anticipated changes to the Board of Management that will take place, the company has provisioned for the costs relating to contractual commitments as existing per end of 2013. Details of these provisions are included in Note 30 to the consolidated financial statements.

### Remuneration for the Supervisory Board

Total remuneration for members of the Supervisory Board in 2013 amounted to € 0.3 million (2012: € 0.3 million). The table below provides details on the various committees.

Every Supervisory Board member receives an annual base fee of € 45,000; the Vice-Chairman receives € 50,000 and the Chairman € 60,000. For membership of the Audit Committee an additional fee of € 5,000 applies; and for the Chairman € 10,000. A member of the Nomination Committee and the Remuneration Committee receives € 2,500; the additional fee for the Chairman of these Committees amounts to € 5,000. In addition, members receive reimbursement of expenses.

**Breakdown remuneration Supervisory Board**

<i>Thousands of euros</i>	Year	Base fee	Committee fee	Total*
R.H.P. Markham, Chairman (chairman Nomination Committee/member Remuneration)	2012	55,000	7,500	<b>62,500</b>
	2013	60,000	7,500	<b>67,500</b>
M.P.M. de Raad, Vice-Chairman (chairman Remuneration Committee/member Nomination Committee)	2012	55,000	7,500	<b>62,500</b>
	2013	50,000	7,500	<b>57,500</b>
R. Pieterse (chairman Audit Committee)	2012	45,000	5,000	<b>50,000</b>
	2013	45,000	5,000	<b>50,000</b>
W. Spinner (member Audit Committee)	2012	45,000	5,000	<b>50,000</b>
	2013	45,000	5,000	<b>50,000</b>
J. P. de Kreij (member Audit Committee)	2012	45,000	5,000	<b>50,000</b>
	2013	45,000	5,000	<b>50,000</b>
M. Vrijssen (member Remuneration Committee/ Nomination Committee), appointed per May 2013	2012	0	0	<b>0</b>
	2013	30,000	3,333	<b>33,333</b>

\* Excluding expenses

No loans or advance payments or any guarantees to that effect have been granted to the members of the Supervisory Board. None of the members of the Supervisory Board has shares in the company or any option rights relating thereto (as at 24 February 2014).

*Diemen, the Netherlands, 24 February 2014*

On behalf of the Supervisory Board  
**R.H.P. Markham**