

**Charter of the Appointment and Governance Committee of Corbion  
N.V.  
Adopted on 18 December 2017**

**1. Responsibilities and reporting**

- 1.1 The Appointment and Governance 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 Appointment and Governance Committee include:
- a. the drawing up of selection criteria and appointment procedures for members of the Supervisory Board and of the Board of Management;
  - b. the periodical assessment of the size and composition of the Board of Management and the Supervisory Board, and preparing a proposal for a composition profile of the Supervisory Board;
  - c. the periodical assessment of the performance of individual members of the Supervisory Board and of the Board of Management and reporting this to the Supervisory Board;
  - d. the drawing up of a plan for the succession of members of the Supervisory Board and of the Board of Management;
  - e. the proposal for appointment and reappointment of members of the Supervisory Board and of the Board of Management;
  - f. the supervision of the policy of the Board of Management regarding the selection criteria and appointment procedures for senior management;
  - g. the governance within the Company; and
  - h. the drawing up of the Company's diversity policy for the composition of the Board of Management, the Supervisory Board and the Executive Committee.
- 1.3 The Appointment and Governance Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Appointment and Governance Committee were carried out in the financial year, and also reports on the composition of the Appointment and Governance Committee, the number of meetings of the Appointment and Governance Committee, and the main items discussed at those meetings.

**2. Composition and independence**

- 2.1 The Supervisory Board determines the size of the Appointment and Governance Committee, provided that the Appointment and Governance Committee consists of at least two members.
- 2.2 Members of the Appointment and Governance Committee are appointed by the Supervisory Board.
- 2.3 The Supervisory Board shall appoint one of the Appointment and Governance Committee members as chairman. The chairman shall be primarily responsible for the proper functioning of the Appointment and Governance Committee. He/she shall act as the spokesman of the Appointment and Governance Committee and shall be the main contact for the Supervisory Board.
- 2.4 All members of the Appointment and Governance Committee must be independent pursuant to best practice provision 2.1.8 of the Dutch Corporate Governance Code.

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

- 3.1 The Appointment and Governance 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 Appointment and Governance Committee must be present, in person or by telephone, in order for an official, authorized act of the Appointment and Governance Committee to be taken.

The Appointment and Governance Committee shall take decisions by an absolute majority of the votes cast.

In case the Appointment and Governance Committee consists of an equal number of members and a vote is tied, the chairman will have a casting vote.
- 3.2 The Appointment and Governance Committee may be assisted by a secretary who shall be appointed and may be dismissed at any time by the Appointment and Governance Committee. The secretary shall not be a member of the Appointment and Governance Committee. The secretary of the Appointment and Governance Committee will keep minutes of each meeting of the Appointment and Governance Committee. The minutes of each meeting shall be approved by the Appointment and Governance 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 Appointment and Governance Committee and the secretary before the formal approval by the Appointment and Governance Committee.
- 3.3 The chairman of the Appointment and Governance Committee or a majority of the members of the Appointment and Governance Committee may invite certain

officers/employees of the Company and/or external advisors to attend meetings of the Appointment and Governance Committee.

- 3.4 In principle no later than on the fifth day before any meeting of the Appointment and Governance Committee, the agenda of the meeting will be sent by the secretary of the Appointment and Governance 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 Appointment and Governance Committee after the day referred to in the previous sentence but prior to or at the meeting.

#### **4. Appointment of experts**

- 4.1 The Appointment and Governance Committee may in its sole discretion appoint independent counsel and other advisors, as it determines necessary to carry out its duties.

#### **5. Fees and expenses**

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

#### **6. Amendment of Charter and definitions**

- 6.1 The Appointment and Governance 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.
- 6.2 Capitalized terms used in this Charter have the meaning set forth in the list of definitions of the Rules of the Supervisory Board.