

Charter of the Remuneration Committee of Corbion N.V.

Adopted on 18 December 2017

1. Responsibilities and reporting

- 1.1 The Remuneration Committee advises the Supervisory Board in relation to its responsibilities and shall prepare decision-making by the Supervisory Board in relation thereto.
- 1.2 The Remuneration Committee prepares the Supervisory Board's decision-making regarding the determination of the remuneration of individual members of the Board of Management, including severance payments.
- 1.3 The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration of members of the Board of Management. The proposal is drawn up according to the remuneration policy that has been established and in any event covers:
 - a. the remuneration structure;
 - b. the amount of the fixed and variable remuneration components;
 - c. the performance criteria used;
 - d. the scenario analyses that are carried out; and
 - e. the pay ratios within the Company and its business.
- 1.4 The Remuneration Committee will take note of the individual members of the Board of Management own views with regard to the amount and structure of their own remuneration. The members of the Board of Management will be requested to pay attention to the aspects referred to under (a) through (e) of clause 1.3.
- 1.5 The responsibilities of the Remuneration Committee shall furthermore include:
 - a. preparing a proposal concerning the remuneration policy for the Board of Management to be adopted by the General Meeting;
 - b. preparing a proposal concerning the remuneration of the Supervisory Board to be adopted by the General Meeting; and
 - c. preparing the Supervisory Board's remuneration report to be included in the Annual Report.
- 1.6 The Remuneration Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Remuneration Committee were carried out in the financial year, and also reports on the composition of the Remuneration Committee, the number of meetings of the Remuneration Committee and the main items discussed at those meetings.

2. Composition and independence

- 2.1 The Supervisory Board determines the size of the Remuneration Committee, provided that the Remuneration Committee consists of at least two members.
- 2.2 Members of the Remuneration Committee are appointed by the Supervisory Board.
- 2.3 The Supervisory Board shall appoint one of the Remuneration Committee members as chairman. The chairman shall be primarily responsible for the proper functioning of the Remuneration Committee. He/she shall act as the spokesman of the Remuneration Committee and shall be the main contact for the Supervisory Board.
- 2.4 The chairman of the Supervisory Board or a former member of the Board of Management cannot serve as chairman of the Remuneration Committee.
- 2.5 All members of the Remuneration 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 Remuneration Committee will meet regularly in accordance with a schedule of its own devising, and whenever one or more of its members request 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 Remuneration Committee must be present, in person or by telephone, in order for an official, authorized act of the Remuneration Committee to be taken.
- The Remuneration Committee shall take decisions by an absolute majority of the votes cast.
- In case the Remuneration Committee consists of an equal number of members and a vote is tied, the chairman will have a casting vote.
- 3.2 The Remuneration Committee may be assisted by a secretary who shall be appointed and may be dismissed at any time by the Remuneration Committee. The secretary shall not be a member of the Remuneration Committee. The secretary of the Remuneration Committee will keep minutes of each meeting of the Remuneration Committee. The minutes of each meeting shall be approved by the Remuneration 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 Remuneration Committee and the secretary before the formal approval by the Remuneration Committee.

3.3 The chairman of the Remuneration Committee or a majority of the members of the Remuneration Committee may invite certain officers/employees of the Company and/or external advisors to attend meetings of the Remuneration Committee.

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

4. Appointment of experts

4.1 The Remuneration 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 Remuneration Committee shall receive a fee from the Company for their services as chairman and/or member of the Remuneration Committee which is determined by the General Shareholders Meeting.

5.2 Any and all expenses reasonably incurred by the Remuneration Committee, by any outside counsel or other advisors appointed by the Remuneration Committee and any and all costs and expenses in connection with any investigation conducted by the Remuneration Committee shall be borne by the Company.

6. Amendment of Charter and definitions

6.1 The Remuneration 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.