

AGENDA

2017

Annual General Shareholders Meeting of Corbion N.V.

Date 15 May 2017
Time 2.30 pm CET
Place Mövenpick Hotel Amsterdam City Centre
Piet Heinkade 11
1019 BR Amsterdam



Agenda 2017

1. Opening
2. Report of the Board of Management on financial year 2016/Report of the Supervisory Board
 - Presentation
 - Discussion of the Board of Management Report
 - Discussion of the Supervisory Board Report
3. Implementation of the remuneration policy in 2016
4. Financial Statements 2016
 - A. Adoption of the Financial Statements
 - B. Determination of the regular dividend
 - C. Determination of the additional dividend
5. Discharge of the members of the Board of Management in respect of their management duties
6. Discharge of the members of the Supervisory Board in respect of their supervisory duties
7. Composition of the Board of Management
 - A. Reappointment Mr. T. de Ruiter
8. Composition of the Supervisory Board
 - A. Reappointment Mr. M.F.J.P. Vrijzen
9. Authorization of the Board of Management to issue shares
 - A. Extension of the period during which the Board of Management is authorized to issue ordinary shares
 - B. Extension of the period during which the Board of Management is authorized to restrict or exclude the statutory pre-emptive rights when issuing ordinary shares
 - C. Extension of the period during which the Board of Management is authorized to issue financing preference shares
10. Authorization of the Board of Management to acquire shares in the share capital of the Company on behalf of the Company
11. Cancellation of repurchased shares to reduce the issued share capital
12. (Re)appointment of the External Auditor for the financial year 2018
13. Any other business
14. Close

For explanatory notes on the agenda, please see the following pages.

Note:

Items 4A, 4B, 4C, 5, 6, 7A, 8A, 9A, 9B, 9C, 10, 11, and 12 are voting items.

Record Date: monday 17 April 2017

(See www.corbion.com for the registration procedure)

Registration of Votes

In order to be able to correctly register the votes being cast during the meeting shareholders who wish to exercise their voting rights at the meeting are requested to register at the registration desk before the start of the meeting. After the close of the registration desk at 2.30 pm registration will no longer be possible.

NOTES TO ITEM 2

The report of the Board of Management and of the Supervisory Board will be presented. The chairman of the Board of Management will give a presentation on the performance of the Company in 2016. Shareholders will be invited to ask questions.

NOTES TO ITEM 3

Implementation of the Remuneration Policy in 2016

The implementation of the remuneration policy of the Company in 2016, as outlined in the chapter "Remuneration policy and report" of the Annual Report, will be discussed. Shareholders will be invited to ask questions with respect to the (implementation of the) remuneration policy of the Company in 2016.

NOTES TO ITEM 4

A. Adoption of the Financial Statements

It is proposed to adopt the Company's 2016 Financial Statements.

B. Determination of the regular dividend

The proposed dividend on financing preference shares: as indicated in the 2016 Financial Statements.

The proposed dividend on ordinary shares: € 0.56 per share in the form of a cash dividend. Payment of the dividend will take place from 22 May 2017.

Proposed timetable:

17 May 2017: Ex-date

18 May 2017: Record date

22 May 2017: Final dividend payable for 2016: payment cash dividend

C. Determination of the dividend

It is proposed to pay a special all-cash additional dividend of € 0.44 per share.

The proposed timetable for the special all-cash additional dividend distribution is as follows:

17 May 2017: Ex-date

18 May 2017: Record date

22 May 2017: Payment date

NOTES TO ITEM 5

It is proposed to discharge the members of the Board of Management in office in 2016 from liability in relation to the exercise of their duties in the financial year 2016, to the extent that such exercise is apparent from the 2016 Financial Statements or has been otherwise publicly disclosed prior to the adoption of the 2016 Financial Statements.

NOTES TO ITEM 6

It is proposed to discharge the members of the Supervisory Board in office in 2016 from liability in relation to the exercise of their duties in the financial year 2016, to the extent that such exercise is apparent from the 2016 Financial Statements or has been otherwise publicly disclosed prior to the adoption of the 2016 Financial Statements.

NOTES TO ITEM 7

The Supervisory Board submits a nomination in accordance with article 12 paragraph 3 of the Articles of Association for the re-appointment of Mr. T. de Ruiter as member of the Board of Management (with the title Chief Executive Officer).

The current term of office of Mr. De Ruiter ends in 2018. It is proposed to appoint Mr. De Ruiter for a term starting as of the date at which the Annual General Meeting of Shareholders will be held in 2018 and ending one day after the day at which the Annual General Meeting of Shareholders is held in 2020.

Details of the proposed candidate:

Name:	T. de Ruiter
Age:	57
Current position:	CEO at Corbion NV
Previous positions:	CEO and President of LS9, Inc CEO of the Genencor division of Danisco, and a member of the Danisco Executive Committee COO Cultures, Specialities and Flavours at Danisco Several management positions at Quest International
Supervisory Directorships:	Nu-Tek Food Science LLC, US
Shares in Corbion:	71,337

Further explanation for the re-appointment and an overview of the main elements of the contract of assignment of Mr. De Ruiter are attached as Annex 1. The decision to re-appoint Mr. De Ruiter also constitutes adoption of his remuneration package as outlined in Annex 1.

NOTES TO ITEM 8

Mr. M.F.P.J. Vrijzen will resign by rotation this year. Mr. Vrijzen has indicated that he will stand for reappointment. The Supervisory Board submits a nomination for this vacancy in accordance with article 14 paragraph 4 of the Articles of Association and proposes to reappoint Mr. Vrijzen.

Details of the proposed candidate:

Name:	M.F.J.P. Vrijzen
Age:	70
Previous positions:	Senior VP Global Operations and Engineering of E.I. du Pont de Nemours & Company (DuPont) and various other positions at DuPont, US
Supervisory directorship:	Broadview Holding; Fiets!, Belgium; Casco Phil, Belgium
Additional position:	Senior External Advisor McKinsey
Shares in Corbion:	None
Reasons for nomination:	During his first term, Mr. Vrijzen has made an important contribution to the Supervisory Board's work, amongst others as chairman of the Supervisory Board, chairman of the Selection & Appointment Committee, and member of the Remuneration and Science & Technology Committees. Mr. Vrijzen's broad knowledge of the (bio) chemical industry and his extensive experience acquired as Senior Vice President, responsible for Global Operations & Engineering, and member of the management team of a major international company are of great value to Corbion and contribute to a well-balanced composition of Corbion's Supervisory Board.

NOTES TO ITEM 9

- A. Proposal to extend the period during which the Board of Management is authorized to issue ordinary shares, including the granting of rights to acquire ordinary shares as provided for in article 6 of the Articles of Association, by a period of 18 months effective as of the date of this Shareholders Meeting (i.e. up to and including 15 November 2018) on the understanding that said authorization of the Board of Management – in conjunction with agenda item 9C – is limited to 10% of the issued share capital as at the date of the decision to issue shares. In the event of mergers, acquisitions and strategic alliances, aforementioned authorization of the Board of Management shall be limited to 20% of the issued share capital as at the date of the decision to issue shares. The current authorization was made on 12 May 2016 for the period up to and including 12 November 2017.

 - B. Proposal to extend the period during which the Board of Management is authorized to restrict or exclude the statutory pre-emptive rights in relation to the issue of ordinary shares, including the granting of rights to acquire ordinary shares, as described under agenda item 9A by a period of 18 months effective as of the date of this Shareholders Meeting (i.e. up to and including 15 November 2018). The current authorization was made on 12 May 2016 for the period up to and including 12 November 2017.

 - C. Proposal to extend the period during which the Board of Management is authorized to issue financing preference shares as provided for in article 6 of the Articles of Association, by a period of 18 months effective as of the date of this Shareholders Meeting (i.e. up to and including 15 November 2018) on the understanding that said authorization of the Board of Management – in conjunction with agenda item 9A – is limited to 10% of the issued share capital as at the date of the decision to issue shares. In the event of mergers, acquisitions and strategic alliances, aforementioned authorization of the Board of Management shall be limited to 20% of the issued share capital as at the date of the decision to issue shares. The current authorization was made on 12 May 2016 for the period up to and including 12 November 2017.
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NOTES TO ITEM 10

To grant an authorization to the Board of Management – subject to the approval of the Supervisory Board – to acquire, for a period of 18 months effective as of the date of this Shareholders Meeting (i.e. up to and including 15 November 2018), within the confines of the law and the Articles of Association and up to a maximum of 10% of the issued share capital as at the date of the decision to acquire shares:

1. paid-up ordinary shares in the share capital of the Company at a price which is at least €0.01 and which shall not be higher than the market price increased by 10%. The market price will be the average of the highest price per share as published in the Official Stock Exchange List (Officiële Prijscourant) of Euronext Amsterdam on each of the five trading days preceding the date of purchase.
2. paid-up financing preference shares in the share capital of the Company at a price which is equal to the amount to be paid upon cancellation of said shares in accordance with the Articles of Association which are in force at the time.

The current authorization was made on 12 May 2016, for the period up to and including 12 November 2017.

NOTES TO ITEM 11

It is proposed to cancel the ordinary and financing preference shares that have been and may be repurchased by the Company pursuant to an authorization granted to the Board of Management, whereby the Board of Management shall be authorized to implement the resolution to cancel shares and to determine (by way of resolution of the Board of Management) the number of shares to be cancelled.

The Board of Management will also be authorized to implement the resolution to cancel shares in one tranche or in several. In accordance with the statutory provisions, the cancellation of (a tranche of) shares that have been or may be repurchased will not come into effect before two months have elapsed since the resolution to cancel shares has been filed at the office of the Trade Register (each time indicating the relevant tranche, if applicable) and such filing has been announced in a national daily newspaper.

NOTES TO ITEM 12

Proposal to continue the appointment of KPMG Accountants N.V. as the external auditor responsible for auditing the financial statements of Corbion N.V. for the financial year 2018.
