

Annex 1 to the agenda for the Corbion AGM on 15 May 2017

Introduction

Under agenda item 7 the re-appointment of Mr. De Ruiter is proposed. For biographical details reference is made to page 4 of the agenda. The standard terms of his executive contract of assignment are fully in line with the existing remuneration policy of Corbion as outlined in the annual report on pages 51 to 53 and adopted by the Annual General Meeting of Shareholders (AGM) in 2015.

Extending the strategic horizon

Corbion is making good progress in executing its strategy “Disciplined Value Creation” that was presented by the Board of Management in the fall of 2014. This strategy is aimed at strengthening our core business in ingredients for food and biochemicals (Biobased Ingredients), while leveraging our technology to build new business platforms (Biobased Innovations).

Over the past years both EBITDA margin (excluding one-off items) and free cash flow improved and for 2017 top-line growth is expected, setting Corbion well on track to deliver on the strategic targets set for the 2015-2018 period. Moreover an update of the current strategy will be presented during the Capital Markets Day towards the end of 2017. Strengthened by the PLA joint venture with Total and in light of above, the Supervisory Board is committed to assuring and further strengthening the execution of the Corbion strategy to yield its full potential in the years to come.

Continuity in leadership

Towards the end of 2016 the Supervisory Board considered future succession in the Board of Management, given the fact that the term of appointment of both members of the Board of Management will expire in May 2018.

The Supervisory Board aims to accomplish two key goals:

- (i) to desynchronize the current CEO and CFO contract of assignment expiration dates to ensure leadership continuity; and
- (ii) to assure CEO leadership for a next period (by Mr. Tjerk de Ruiter) to further build and yield the full potential of the Corbion strategy including the strategically important PLA joint venture with Total.

Terms of engagement with Mr. De Ruiter

The current term of office of Mr. De Ruiter (CEO) ends in 2018. He is prepared to extend his contract of assignment for an additional period of two years (May 2018 – May 2020), provided agreement can be reached with respect to his (new) remuneration package for this period, subject to shareholder approval at the general meeting on 15 May 2017.

Mr. De Ruiter and the Supervisory Board agreed that it would be reasonable to maintain the current level and value of remuneration, including the special incentive (currently in the form of a performance share award). The latter was added to bridge part of the gap between Corbion’s remuneration policy level and the remuneration Mr. De Ruiter was entitled to in his previous positions in the United States – a situation that was known and also taken into account when he was appointed for his first term of office in 2014 and was granted a special (share) award.

The value of the special incentive will remain unchanged (EUR 500,000 per year). Mr. De Ruiter and the Supervisory Board agreed that payout of the special incentive being conditional on the achievement of specific short-term KPI's is unsuited for the mandate which Mr. De Ruiter will hold during the extended contract period. This mandate is aimed at continuity of Corbion in the longer term and, toward the end of the period, preparing for a smooth succession. Therefore, for the years 2018 and 2019 payout will be in cash, under the obligation to purchase Corbion shares for the full net amount and subject to a lock-up period ending one year after his board term ends, for whichever reason.

Key terms contract of assignment

The following key terms are included in the contract of assignment:

Name and role	:	Tjerk de Ruiter, Chief Executive Officer
Management fee	:	EUR 575,000 per year
Short-term incentive	:	Performance-based, at target award of 50% of management fee with a maximum of 75%, paid in cash annually
Long-term incentive	:	Performance-based, at target award of 100% of management fee with a maximum of 150%, paid in shares
Claw-back	:	In line with Dutch legislation
Change of control	:	In line with Dutch legislation
Benefits allowance	:	An annual allowance of EUR 200,000 for insurances, pension benefits, company car, and similar executive arrangements
Other compensation	:	Special cash award of EUR 500,000 for each of the calendar years 2018 and 2019 (see above for explanatory notes)
Severance	:	Twelve months management fee and benefits allowance with a notice period of six months
Term of contract	:	Contract of assignment for three years for the period May 2017 – May 2020, subject to the re-appointment at the AGM on 15 May 2017 for the period May 2018 – May 2020

For the sake of clarity, the one-off, time-restricted, performance share award remains valid during the first term of appointment of Mr. De Ruiter, i.e. up to May 2018.