



WE MAGNETISE THE WORLD



General Meeting of Shareholders Kendrion N.V. - Remuneration

Mrs M.E.P. Sanders  
Zeist, 11 April 2016

## Variabele belonging / variable remuneration

Element	Fixed	Variable	
	Base salary	Annual incentive	Long-term incentive
Way of payment	Cash	Performance related restricted shares	3-year performance related restricted shares
Performance measure	N.a.	<ul style="list-style-type: none"> <li>- Net profit</li> <li>- ROI</li> <li>- Free cash flow</li> <li>- ROS</li> <li>- Organic growth</li> </ul> <p style="text-align: right;">Total 60%</p> <ul style="list-style-type: none"> <li>- Non-financial individual performance criteria including sustainability</li> </ul> <p style="text-align: right;">Total 40%</p>	<ul style="list-style-type: none"> <li>- Relative Total Shareholders Return (compared to the average of the AScX and SDAX)</li> </ul> <p style="text-align: right;">Total 30%</p> <ul style="list-style-type: none"> <li>- Absolute Total Shareholders Return (dividend and share price)</li> </ul> <p style="text-align: right;">Total 30%</p> <ul style="list-style-type: none"> <li>- Sustainability (energy and CO<sub>2</sub> reduction, waste &amp; recycling, employee satisfaction and management development/succession planning)</li> </ul> <p style="text-align: right;">Total 40%</p>
Pay-out at minimum performance	100%	0%	0%
Target pay-out	100%	CEO: 40% as % of gross fixed remuneration CFO: 35% as % of gross fixed remuneration	CEO and CFO: 100% of number of shares awarded based on annual incentive (net)
Maximum pay-out	100%	CEO: 60% as % of gross fixed remuneration CFO: 50% as % of gross fixed remuneration	CEO and CFO: 100% of number of shares awarded based on annual incentive (net)



WE MAGNETISE THE WORLD

**WE MAGNETISE THE WORLD**

[www.kendrion.com](http://www.kendrion.com)