

Remuneration policy

Supervisory Board Koninklijke DSM N.V.

Adopted by the Annual General Meeting on 8 May 2019

## Remuneration policy Supervisory Board Koninklijke DSM N.V.

### Objectives

The remuneration of the Supervisory Board serves the following objectives:

- The policy should enable the Company to recruit and retain diverse Supervisory Board members with the right balance of personal skills, competences and experience required to oversee the (execution of the) Company's strategy and performance.
- The remuneration intends to incentivize respectively reward Supervisory Board members to utilize their skills and competences to the maximum extent possible to execute the tasks delegated to them including but not limited to tasks and responsibilities imposed by the Civil Code, Dutch Corporate Governance Code and the Articles of Association.
- The remuneration reflects the responsibilities of the role and the time spent.
- Given the nature of the responsibilities of the Supervisory Board, the remuneration is not tied to the performance of the Company and therefore includes fixed compensation only. In line with the Dutch Corporate Governance Code, Supervisory Board members will not be rewarded in equity-based compensation.
- As a reference, the remuneration of the Supervisory Board is benchmarked to market practice, predominantly against AEX companies given the Company's country of domicile. As a guiding principle, the total fixed remuneration of the Supervisory Board should approach the median of the market reference.

### Policy

#### *Denomination*

The Supervisory Board remuneration is denominated and delivered in EURO; currency conversion risks are not covered by the Company.

#### *Fixed fee*

Fee structure as of 2019.

Chair Supervisory Board	Deputy Chair Supervisory Board	Member Supervisory Board	Chair Audit Committee	Member Audit Committee	Chair Other Committees	Member Other Committees
€105,000	€75,000	€70,000	€18,500	€12,000	€14,000	€8,500

#### *Intercontinental travel fee*

For each meeting that requires intercontinental travel outside the continent of residence, a fixed fee of €5,000 will be paid, to reflect the additional time commitment.

#### *Expenses*

All reasonable expenses incurred by the Supervisory Board members in the course of performing their duties are considered business expenses and are reimbursed. The reimbursement of business expenses is partially covered by a fixed representation allowance of €1,250 per annum.

#### *Shareholding*

In line with the position paper "Board member shareholdings in the company" members of the Supervisory Board are encouraged to hold (privately acquired) ordinary DSM shares. These shares should be held as a long-term investment.

#### *Benefits and loans*

Members of the Supervisory Board shall not be eligible to participate in any benefits program offered by the Company to its employees, nor shall the Company provide loans.

#### Deployment of the policy

A new Supervisory Board member will be entitled to a remuneration in accordance with this policy, no additional remuneration (“sign-on”) is paid upon recruitment.

Chair and membership fees will be considered should a new committee be established.

#### Contractual arrangements

Supervisory Board members are (re-)appointed in accordance with legal and regulatory requirements. The terms and conditions of the appointment aligned to the tenure for which respective Supervisory Board members are (re-)appointed are confirmed in a contract of appointment. The engagement does not include any severance, claw-back or change in control provisions.

#### Disclosure

The disclosure regarding application of the policy shall be aligned with applicable regulatory requirements and shall provide clarity on fixed fees (board- and committee fees) and other costs.

#### Policy Review

In preparation of this policy, the Supervisory Board has considered the external environment in which the Company operates, legislation and best practice recommendations of the Dutch Corporate Governance Code, new requirements under the EU Shareholders’ Rights Directive, competitive market practice and the guidance issued by organizations representing institutional shareholders. The Company’s major investors have been consulted on remuneration matters.

In reviewing the policy, the Company’s remuneration policy for the Managing Board has been taken into account.

In principle the Supervisory Board remuneration will be reviewed every three years. Only in extraordinary circumstances an intermediate adjustment might be considered. It is the Company’s policy to seek input from major shareholders when significant changes to remuneration arrangements are proposed.