

## **ADDENDUM TO EXPLANATORY NOTES TO THE AGENDA OF THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF KENDRION N.V.**

This is a further explanation relating to agenda item 7 of the 2019 annual General Meeting of Shareholders of Kendrion N.V., the reappointment of Mr J.A.J. van Beurden as member of the Executive Board (CEO). This further explanation is provided in response to questions from shareholders and to clarify that the proposed resolution to reappoint Joep van Beurden as member of the Executive Board does not also encompass a change to the existing remuneration policy for members of the Executive Board.

In the explanatory notes, an explanation is given on the reappointment of Joep van Beurden. Also in view of the progress and current stage of the “Simplify, Focus, Grow” strategy it is considered prudent to secure Joep van Beurden’s position for Kendrion and to reappoint him as member of the Executive Board for a second four-year term. In light of the above, the reappointment of Joep van Beurden is put on the agenda of the 2019 annual General Meeting of Shareholders well in advance of his second four-year term starting as of 1 December 2019.

Appendix 1 of the explanatory notes to the agenda of the 2019 annual General Meeting of Shareholders includes details of the most important elements of Joep van Beurden’s remuneration package that will apply upon his reappointment as member of the Executive Board and become effective as of 1 December 2019, including the following:

- (i) an increased annual gross base salary of EUR 550,000 (not subject to indexation during the four-year term);
- (ii) a short-term incentive for at-target performance of 60% of the annual gross base salary (STI);
- (iii) a long-term share based incentive for at-target performance of 60% of the annual gross base salary (LTI).

Upon his reappointment as member of the Executive Board, the remuneration package of Joep van Beurden remains otherwise unchanged.

The proposed resolution to reappoint Joep van Beurden as member of the Executive Board therefore also includes the resolutions on his remuneration package, viz. (i) the increased base salary and the STI and (ii) the LTI, as these elements are also set out in Appendix 1 of the explanatory notes and summarised above. These resolutions are intrinsically linked and therefore combined into one resolution and accordingly put on the agenda of the 2019 annual General Meeting of Shareholders as agenda item 7.

The reappointment resolution however does not also encompass a change to the existing remuneration policy. In this specific situation, the Supervisory Board wishes to propose to the General Meeting of Shareholders to grant the remuneration package (as described in Appendix 1 of the explanatory notes and as summarised above) to Joep van Beurden without making any changes to the remuneration policy. For future appointments to the Executive Board, the current remuneration policy is considered appropriate. The foregoing does not prejudice the statutory authority granted to the General Meeting of Shareholders to adopt a new or amended remuneration policy if and when so requested.

Zeist, 22 March 2019