

Charter of the Audit Committee of Corbion N.V.

Adopted on 20 December 2023

1. Responsibilities and reporting

- 1.1 The Audit Committee advises the Supervisory Board in relation to its responsibilities and shall prepare the Supervisory Board's decision making in relation thereto.
- 1.2 The Audit Committee prepares the Supervisory Board's decision making regarding the supervision of the integrity and quality of Corbion's financial and sustainability reporting and the effectiveness of Corbion's internal risk management and control systems, as referred to in best practice provisions 1.2.1 to 1.2.3 inclusive of the Dutch Corporate Governance Code.
- 1.3 The Audit Committee focuses, among other things, on the supervision of the Board of Management with regard to:
 - a. relations with, and compliance with, recommendations and follow-up of comments by the internal and external auditors and any other external party involved in auditing the sustainability reporting;
 - b. the funding of Corbion;
 - c. Corbion's tax policy; and
 - d. the internal audit department having sufficient resources to execute the internal audit plan and having access to information that is important for the performance of its work.
- 1.4 The Audit Committee carries out the following responsibilities regarding the internal audit department:
 - a. approving the internal audit charter;
 - b. recommending persons to the Supervisory Board for the appointment and dismissal of the internal audit director by the Board of Management;
 - c. approving the annual audit plan including any major changes to such plan, and reviewing the internal audit department activity's performance relative to its plan;
 - d. reviewing the internal audit department budget, resource plan, activities, and organizational structure of the internal audit department together with the internal audit director;
 - e. annually forming a position on how the internal audit director fulfils its responsibility;
 - f. ensuring that the internal audit director has direct access to the Audit Committee;
 - g. reviewing the effectiveness of the internal audit department, including conformance with The Institute of Internal Auditors' the Definition of Internal

Auditing, Code of Ethics and the International Standards for Professional Practice of Internal Auditing; and

- h. meeting with the internal audit director as often as it considers necessary, but at least annually, without Board of Management members being present.

1.5 The Audit Committee carries out the following responsibilities regarding the External Auditor:

- a. reporting annually to the Supervisory Board on the functioning of, and the developments in, the relationship with the External Auditor;
- b. advising the Supervisory Board regarding the External Auditor's nomination for appointment/reappointment or dismissal and preparing the selection of the External Auditor, giving due consideration to the Board of Management's observations;
- c. submitting a proposal to the Supervisory Board for the External Auditor's engagement to audit the annual accounts, with a facilitating role for the Board of Management, giving attention to the scope of the audit, the materiality applied and remuneration for the audit;
- d. discussing annually with the External Auditor the scope and materiality of the audit plan and the principal risks of the annual reporting identified by the External Auditor in the audit plan, and the findings and outcomes of the audit work on the annual accounts and the management letter;
- e. determining whether and, if so, how the External Auditor is involved in the content and publication of financial reports other than the annual accounts;
- f. assessing and monitoring the independence of the External Auditor or the audit firm of Corbion, if applicable, specifically taking into account the extension of ancillary services to Corbion; and
- g. meeting with the External Auditor as often as it considers necessary, but at least annually, without Board of Management members being present. The Chief Financial Officer will be invited annually to share his views on the performance of the External Auditor.

1.6 The Audit Committee carries out the following responsibilities regarding annual accounts:

- a. review significant accounting and reporting matters, including complex or unusual transactions and financial statement items requiring judgment and estimation, and impact of recent developments in accounting standards;
- b. monitoring the financial and sustainability reporting process and if applicable drawing up proposals to safeguard the integrity of this process;
- c. monitoring the effectiveness of the internal risk management and control systems with regard to Corbion's financial and sustainability reporting; and

- d. monitoring the statutory audit of Corbion's annual accounts and the consolidated annual accounts.

1.7 The Audit Committee carries out the following responsibilities regarding compliance:

- a. reviewing the results of management's investigation and follow-up (including disciplinary action) of known significant instances of non-compliance of the Corbion Code of Business Conduct and underlying policies;
- b. reviewing the findings of examinations by regulatory agencies, and significant auditor observations;
- c. reviewing the process for communicating the Corbion Code of Business Conduct to personnel, and the process for monitoring compliance therewith; and
- d. obtaining regular updates from management and the Compliance Officer regarding compliance matters.

1.8 The Audit Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Audit Committee were carried out in the financial year, and also reports on the composition of the Audit Committee, the number of meetings of the Audit Committee and the main items discussed at those meetings.

1.9 In particular, the Audit Committee reports on the results of the annual statutory audit to the Supervisory Board. This report includes information on how the audit has contributed to the integrity and quality of the financial and sustainability reporting, and also reports on the role of the Audit Committee in the audit.

2. Composition and independence

2.1 The Supervisory Board determines the size of the Audit Committee, provided that the Audit Committee consists of at least three members.

2.2 Members of the Audit Committee are appointed by the Supervisory Board.

2.3 The Supervisory Board shall appoint one of its members as chair of the Audit Committee. The chair shall be primarily responsible for the proper functioning of the Audit Committee. He/she shall act as the spokesperson of the Audit Committee and shall be the main contact for the Supervisory Board.

2.4 The chair of the Supervisory Board or a former member of the Board of Management cannot serve as chair of the Audit Committee. The chair of the Audit Committee must be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.

- 2.5 More than half of the members of the Audit Committee must be independent within the meaning of best practice provision 2.1.8 of the Dutch Corporate Governance Code.
- 2.6 At least one member of the Audit Committee must have specific expertise in financial reporting and in the reviewing of financial reports.
The Audit Committee members as a whole must have competence relevant to the sector in which Corbion is operating.

3. Meetings and decision making

- 3.1 The Audit Committee meets regularly in accordance with a schedule of its own devising, and whenever one or more of its members request a meeting. The meetings are generally held at the offices of Corbion, but may also take place elsewhere.
At least a majority of the members of the Audit Committee must be present, in person, by telephone, videoconference or electronic communication, in order for an official, authorized act of the Audit Committee to be taken.
The Audit Committee shall take decisions by an absolute majority of the votes cast.
If the Audit Committee consists of an equal number of members and a vote is tied, the chair has a casting vote.
- 3.2 The Audit Committee may be assisted by a secretary who shall be appointed and may be dismissed at any time by the Audit Committee. The secretary shall not be a member of the Audit Committee. The secretary of the Audit Committee will keep minutes of each meeting of the Audit Committee. The minutes of each meeting shall be approved by the Audit Committee in its first meeting following the relevant meeting or, if circumstances so require, the (draft) minutes of a meeting may be certified by the chair of the Audit Committee and the secretary before the formal approval by the Audit Committee.
- 3.3 The Chief Financial Officer, the internal audit director and the External Auditor shall be invited to attend meetings of the Audit Committee. The chair of the Audit Committee or a majority of the members of the Audit Committee may invite certain officers/employees of Corbion and/or external advisors to attend meetings of the Audit Committee.
- 3.4 In principle no later than on the fifth day before any meeting of the Audit Committee, the agenda of the meeting will be sent by the secretary of the Audit Committee in consultation with the chair to the members together with the relevant documents. The chair, however, in his or her reasonable discretion if circumstances so require, may determine that the agenda, agenda-items and/or documents be submitted to the members of the Audit Committee after the day referred to in the previous sentence but prior to or at the meeting.

4. Involvement of experts and investigations

- 4.1 The Audit Committee may in its sole discretion involve independent counsel and other advisors, as it determines necessary to carry out its responsibilities and duties.
- 4.2 The Audit Committee may in its sole discretion carry out any investigation which it determines to be necessary or desirable to carry out its duties and may inspect or cause to be inspected any books and records (whether in written or electronic form) of Corbion.

5. Fees and expenses

- 5.1 The chair and the members of the Audit Committee shall receive a fee from Corbion for their services as chair and/or member of the Audit Committee as described in the Remuneration Policy for the Supervisory Board which is determined by the General Meeting.
- 5.2 Any and all expenses reasonably incurred by the Audit Committee, by any outside counsel or other advisors involved by the Audit Committee and any and all costs and expenses in connection with any investigation conducted by the Audit Committee shall be borne by Corbion.

6. Amendment of Charter and definitions

- 6.1 The Audit Committee is authorized to propose changes to this Charter. This Charter may be amended at any time by the Supervisory Board and any such amendment shall be effective as of such date determined by the Supervisory Board.
- 6.2 Capitalized terms used in this Charter have the meaning set forth in the list of definitions of the Rules of the Supervisory Board.