

Charter of the Audit Committee of CSM N.V.

September 1, 2009

This charter was adopted on article 7 of the charter of the Supervisory Board, and last amended as per September 1, 2009 by the Supervisory Board.

Article 1. Constitution and composition

- 1.1 The Supervisory Board shall have an Audit Committee.
The Audit Committee shall be an advisory committee to the Supervisory Board.
- 1.2 The Audit Committee in principle shall consist of three members and each member of the Audit Committee shall be a member of the Supervisory Board.
- 1.3 The members of the Audit Committee shall be appointed by the Supervisory Board in accordance with this charter and any other applicable requirements and, notwithstanding anything to the contrary in this charter, the membership of any member may be terminated at any time by the Supervisory Board.
- 1.4 Members of the Audit Committee shall serve until the earlier of (a) the end of the term for which they have been appointed, which term shall not be more than four years, but which may be renewed by the Supervisory Board, (b) the termination of their membership on the Supervisory Board, (c) the termination of their membership on the Audit Committee by the Supervisory Board or (d) their resignation from the Audit Committee.
- 1.5 The Supervisory Board shall appoint one of the members of the Audit Committee as the chairman of the Audit Committee.
The Chairman of the Supervisory Board and former members of the Board of Management may not be appointed Chairman of the Audit Committee.

Article 2. Independence and expertise

- 2.1 Each member of the Audit Committee shall not have any material relationship with CSM N.V. nor any of its affiliates (the "Company") and must be "independent" at the time of appointment, reappointment and at any time while serving as a member of the Audit Committee. In order to be considered independent, members of the Audit Committee can not:



- a. accept any consulting, advisory or other compensatory fee from the Company other than those fees described in article 6, either directly or indirectly, such as through a spouse or an entity in which the member of the Audit Committee is a partner, member or principal; and
- b. be "affiliated persons" of the Company, i.e. a person that directly or indirectly controls, or is controlled by, or is under common control with, the Company.

In addition, each member of the Audit Committee shall comply at the time of his appointment or reappointment to the Audit Committee and at any time while serving as a member of the Audit Committee with the requirements regarding independence set forth in applicable law or in the applicable rules of any stock exchange on which securities issued by the Company have been listed and/or traded with the permission of the Company.

- 2.2 In the event that a member of the Audit Committee is or becomes aware of any circumstance which may reasonably impair or affect his/her independence or the perception of his independence, he/she will inform the Audit Committee thereof promptly. The Audit Committee shall consult with the Supervisory Board in order to determine whether there is sufficient cause for resignation from, or termination of, the membership of the Audit Committee.
- 2.3 At least one member of the Audit Committee shall be a financial expert, in the sense that he/she has relevant knowledge and experience of financial administration and accounting for large and/or listed companies or other legal entities, i.e. a person who has all of the following attributes:
 - a. an understanding of financial statements and IFRS
 - b. an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves
 - c. an understanding of internal controls and procedures for financial reporting; and
 - d. an understanding of Audit Committee functions.
- 2.4 No member of the Audit Committee may serve on the Audit Committee of more than four other listed companies, unless the Supervisory Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and discloses such determination in its annual report.



- 2.5 Each member of the audit committee has at least a basic knowledge of relevant areas such as financial reporting and internal controls or will acquire these within a reasonable time after the appointment as member of the Audit Committee) and one member must have accounting or financial management expertise. The audit committee may conclude that any member that is an Audit Committee financial expert has the required accounting or financial management expertise referred to in the preceding sentence.
- 2.6 Each new member of the Audit Committee will be invited to an introduction programme, whereas for all members of the Audit Committee who reasonably require so, further education will be offered.

Article 3. Tasks and powers of the Audit Committee

- 3.1 The Audit Committee shall assist the Supervisory Board in fulfilling its oversight responsibilities for the integrity of the Company's financial statements, the financial reporting process, the system and operating effectiveness of internal business controls and risk management, the internal and external audit process, the internal and external auditor's qualifications, independence and performance, the follow-up of recommendations by internal and external auditors as well as the Company's process for monitoring compliance with laws, regulations and codes of conducts. In addition, the audit committee shall assist the Supervisory Board in its oversight responsibilities for the financing of the company and the application of its information- and communication technology. Furthermore, the Audit Committee shall review and discuss reports of rating agencies, the management's basis for and analysis of any projections or discussions of expected future results, significant operational risks and the supervision on tax planning. The Audit Committee shall report its findings to the Supervisory Board that bears the ultimate responsibility.
- 3.2 The Audit Committee shall review the Company's annual and interim financial statements to be disclosed, the statement of the Supervisory Board to shareholders to be inserted in the Company's annual accounts, and analyze the fairness and adequacy of the contents and presentation of such statements. The Audit Committee shall report its findings to the Supervisory Board before these documents are signed by the Supervisory Board or issued by the Company. In performing these reviews the Audit Committee shall devote specific attention to:
- a. any changes in accounting policies and practices;



- b. adjustments resulting from the internal or external audit, as the case may be, and any difficulties encountered during such audits;
- c. the going concern assumption;
- d. compliance with applicable accounting standards;
- e. compliance with statutory and legal requirements and regulations related to the content or presentation of financial information;
- f. detection of fraud and illegal acts;
- g. significant financial exposures in the area of treasury (such as currency risks, interest rate risks, derivatives and any other hedging strategies);
- h. significant areas of judgement or accounting policies;
- i. complex or unusual transactions or any "off balance sheet" arrangements, including certain guarantees, indemnification arrangements, or interests in unconsolidated or special purpose entities;
- j. significant deviations between actual performance and planned performance;
- k. the overall quality of the earnings;
- l. alternative accounting policies discussed with the external auditors;
- m. significant changes in financial statement presentation;
- n. development of relevant financial ratios and changes in the Company's presentation of certain financial information, and plans with regard to the financing of the Company.

3.3 The Audit Committee shall focus on supervising the activities of the Board of Management with respect to the operation of internal risk management and control systems, including the supervision and discussion of the "In Control Statement", including the underlying support of this statement, provided by the Board of Management, the supervision of the enforcement of the relevant legislation and regulations, and supervising the operation of codes of conduct.

3.4 The Audit Committee shall review non-financial information to be provided in the annual and semi-annual reports, including the "Report of the Board of Management" as part of the semi-annual and annual report, before release and consider the accuracy and completeness of the information in consultation with the Company's external auditor and advisors.

3.5 The Audit Committee shall discuss, as appropriate, analyses prepared by or correspondence between management and/or the external auditor setting forth significant (annual and semi-annual) financial reporting issues and judgements made in connection with the preparation of the financial statements.



- 3.6 The Audit Committee shall review all matters required to be communicated to the Supervisory Board and the Board of Management by the external auditor under applicable laws and regulations.
- 3.7 With regard to the internal audit, the Audit Committee shall:
- a. review the internal audit plan, audit scope and its coverage in relation to the scope of the external audit, staffing, independence and organizational structure of the internal audit function.
 - b. review and approve any significant subsequent changes in the audit plan;
 - c. ensure there are no unjustified restrictions or limitations on, and review and concur in the appointment, replacement or dismissal of, the internal auditor;
 - d. review the effectiveness of the internal audit function;
 - e. discuss with the internal auditor his quarterly reports and report to the Supervisory Board thereon.
- 3.8 With regard to the external audit and in preparation of decisions to be taken by the Supervisory Board, the Audit Committee shall:
- a. review the external auditor's proposed audit scope, approach and fees, including the co-ordination efforts with the internal audit;
 - b. formally evaluate the external auditor's independence, document its positions on this matter and address any changes to the Company's policy on auditor independence or situation as needed. The Audit Committee will annually obtain and review a report from the external auditor confirming its independence in writing. This confirmation should be duly substantiated;
 - c. evaluate the performance of the external auditor against measurable criteria laid down in a formal service level agreement and regularly advise the Supervisory Board on the (re)appointment of the external auditor and the rotation of the lead audit partner;
 - d. be informed of all non audit services provided by the external auditor;
 - e. discuss with the external auditor its year-end report and report on internal control and report to the Supervisory Board thereon.
- 3.9 The Audit Committee shall periodically discuss the Company's policy on business control and the Company's major areas of risk, with a special focus on the financial reporting risks, and methods of risk assessment and management with the Board of Management.



- 3.10 The Audit Committee will obtain regular updates from the Chief Financial Officer, the external and internal auditors and the Director Legal and General Affairs regarding compliance matters and the effectiveness of the compliance programs.
- 3.11 The Audit Committee discusses at least once a year the fraud prevention policy, and reviews the risks regarding fraud and integrity related issues within CSM (including reports of fraud), specifically when management is involved, as well as subsequent action undertaken by the Board of Management
- 3.12 The Audit Committee, in preparation of the resolutions to be taken by the Supervisory Board, shall provide all information and documents reasonably required by the Supervisory Board to fulfill its oversight responsibilities as referred to in this article, or as requested by the Supervisory Board.
- 3.13 The Audit Committee shall be delegated authority by the Supervisory Board only with respect to issues specifically specified in this charter or required by law and on any other issues as the Supervisory Board may specifically decide from time to time.
- 3.14 This charter is not intended to increase nor limit the liability or responsibility of the Company's Supervisory Board or any of its members. Neither this charter nor any activity of the Audit Committee shall release the Company's Board of Management and the external auditor from their duties and responsibilities. In carrying out its function, the Audit Committee is not providing any expert or special assurance as to the Company's financial statements or compliance with laws and regulations, or any professional certification as to the external auditor's work.
- 3.15 The Audit Committee will review its effectiveness on a periodically basis, by conducting a self-assessment and a 360-degree evaluation of all members. Focus points include expertise, independence, integrity, critical ability and a balanced composition of the Audit Committee.

Article 4. External auditor

- 4.1 The Audit Committee shall recommend to the Supervisory Board the external auditor to be proposed for shareholder approval in accordance with the articles of association of the Company. The Audit Committee shall further evaluate and, where appropriate, recommend the replacement of the external auditor. Pre-approval by the Audit



Committee shall be required with respect to the fees for all audit services to be performed by the external auditor as negotiated by the Board of Management.

- 4.2 The Audit Committee shall consider whether providing non-audit services by the external auditor is compatible with maintaining the external auditor independence.
- 4.3 The Audit Committee shall act as the principal contact for the external auditor if he/she discovers irregularities in the content of the financial reports.

Article 5. Meetings

- 5.1 The Audit Committee shall meet at least four times per year in accordance with a schedule determined before each year and such meetings shall be scheduled before the scheduled publication of the annual and semi-annual results of the Company. In addition, the Audit Committee shall meet at times that, in the judgement of the chairman of the Audit Committee or a majority of the members of the Audit Committee, a meeting is required or desirable. The chairman of the Supervisory Board, the chairman of the Board of Management, the Chief Financial Officer, the external auditor and the internal auditor may request the chairman of the Audit Committee to call a meeting of the Audit Committee. At least a majority of the members of the Audit Committee must be present, in person or by telephone, 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 votes.
- 5.2 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 chairman of the Audit Committee and the secretary before the formal approval by the Audit Committee.
- 5.3 No one other than the Audit Committee's chairman, members and secretary is entitled to be present at a meeting of the Audit Committee, unless otherwise decided by the chairman or a majority of the members of the Audit Committee. The Chief Financial Officer, the internal auditor and the external auditor shall be invited to attend meetings of the Audit Committee. To the extent that their attendance is, in the opinion of the



chairman of the Audit Committee or a majority of the members of the Audit Committee, required or appropriate for the performance of the task of the Audit Committee other persons may be invited to the meetings of the Audit Committee. The Audit Committee shall meet with the external auditor as often as it considers necessary, but at least once a year, without Board of Management members being present. Also at least once a year the Chief Financial Officer will be invited to share his views on the performance of the external auditor.

- 5.4 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 chairman of the Audit Committee to the members together with the relevant documents. The chairman, however, in his reasonable discretion if circumstances so require, may determine that the agenda, agenda-items and/or documents may 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.
- 5.5 The (draft) minutes of the Audit Committee will be sent to the members of the Supervisory Board after their approval by the Audit Committee or, if circumstances so require, their certification by the chairman and the secretary of the Audit Committee.

Article 6. Fees

- 6.1 The chairman and the members of the Audit Committee shall receive a fee from the Company for their services as chairman and/or member of the Audit Committee which is determined by the General Shareholders Meeting.

Article 7. Appointment of experts

The Audit Committee may in its sole discretion appoint independent counsel and other advisors, as it determines necessary to carry out its duties.

Article 8. Investigations

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 the Company.



Article 9. Expenses of the Audit Committee

Any and all expenses reasonably incurred by the Audit Committee, by any outside counsel or other advisors appointed 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 the Company.

Article 10. Amendment of Charter

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.

Article 11. Effective Date

This Charter shall take effect on 1 September 2009.