

ESPERITE N.V. - POLICY FOR THE REMUNERATION OF EXECUTIVE DIRECTORS

Capitalised terms in this Policy shall have the meaning given thereto in the Articles of Association of Esperite N.V.¹ (the "Company"), unless the context states otherwise.

1. The goals of the Executive Directors' remuneration are to align individual and company performance and enhance long-term commitment to the Company.
2. Remuneration of the Executive Directors consists of three elements: a base salary, a variable bonus and share options.
3. The base salary of the Executive Directors is determined by the Non-Executive Directors upon the recommendation of the Selection, Appointment and Remuneration Committee.
4. The bonus is determined annually and varies according to performance. The bonus makes up a large portion of the Executive Directors' total compensation, reflecting the philosophy that their compensation is linked to shareholder value.
5. Upon termination of employment, an Executive Director shall receive an amount to be determined in accordance with Dutch law or, as the case may be, by the Dutch courts.
6. The share options serve as a long term incentive. They have a vesting period of three years and can be exercised upon vesting within ten years from the grant date. The granting of share options for Executive Directors shall be subject to approval by the Company's General Meeting.

¹ Until 3 July 2014 the Company was named Cryo-Save Group N.V.