

Clariant is committed to international compliance standards, ensuring checks and balances between the Board and Management, as well as a sustainable approach to value creation.

Principles of corporate governance

In defining the management structure, organization, and processes of the Clariant Group, the corporate governance principles aim to provide stakeholder value and transparency to promote sustainable long-term success. The Group is committed to Swiss and international standards of corporate governance by following the respective statutory provisions, the rules issued by the SIX Swiss Exchange and by implementing the principles of the Swiss Code of Best Practices for Corporate Governance, revised in 2014. The principles and regulations on corporate governance are described in the Swiss Code of Obligations, the Directive on Information relating to Corporate Governance by SIX Swiss Exchange, the Ordinance Against Excessive Compensation in Listed Stock Corporations, the Articles of Association of Clariant Ltd, the Bylaws, the Organizational Group Regulations of the Clariant Group, and the Clariant Code of Conduct. The Board of Directors adapts the internal documents regularly. The Articles of Association, the Bylaws of the Board of Directors, and the Clariant Code of Conduct can be viewed on the internet at www.clariant.com/corporate-governance

Group structure and shareholders

Group structure

The registered address of Clariant Ltd is Rothausstrasse 61, 4132 Muttenz, Switzerland. The company's business operations are conducted through Clariant Group companies. Clariant Ltd, a holding company organized under Swiss law, directly or indirectly owns all

Clariant Group companies worldwide. With the exception of Clariant Chemicals (India) Ltd, these companies' shares are not publicly traded. Clariant owns 64.24% of the publicly traded company Clariant Chemicals (India) Ltd, based in Airoli, Navi Mumbai, India, and listed on the Bombay Stock Exchange (ISIN INE492A01029, symbol: CLARICHEM) and the National Stock Exchange of India (symbol: CLNINDIA).

The important subsidiaries of Clariant Ltd are listed in Note 34 of the »Notes to the consolidated financial statements of the Clariant Group« (pages 209 to 211).

The Group conducts its business through seven Business Units (Additives; Catalysts; Functional Minerals; Industrial & Consumer Specialties; Masterbatches; Oil & Mining Services and Pigments) and reports in the following four Business Areas: Care Chemicals; Catalysis; Natural Resources; Plastics & Coatings.

Significant shareholdings of 3% or more of total share capital

Based on the notifications received by Clariant and published by SIX Exchange Regulation, as at 31 December 2015 the following shareholders held more than 3% of voting rights in Clariant Ltd:

Shareholders	Voting rights
Group of former shareholders of Süd-Chemie AG ¹	13.89%
Thereof (as a separate sub-group): Blue Beteiligungsgesellschaft mbH, Am Holzmaierfeld, 82064 Grossdingharting (Germany) and Maple Beteiligungsgesellschaft mbH, Am Holzmaierfeld, 82064 Grossdingharting (Germany) ²	3.73%
APG Asset Management N.V., Amsterdam, Netherlands	5.01%
Cymbria, Canada	3.06%
EdgePoint Global Portfolio, Canada	
EdgePoint Canadian Growth and Income Portfolio, Canada	
EdgePoint Canadian Portfolio, Canada	
EdgePoint Global Growth and Income Portfolio, Canada	
St. James Place Global Equity Unit Trust, UK	
BlackRock Inc., New York	3.05%

¹The following former shareholders of Süd-Chemie AG form a group:

Wilhelm, Dr. Winterstein, Germany	Konstantin Alfred Winterstein, Germany
Dolf, Dr. Stockhausen, Switzerland	Max-Theodor, Dr. Schweighart, Germany
Axel, Dr. Schweighart, Germany	Peter, Dr. Schweighart, Germany
Rosemarie Schweighart, Germany	Moritz Ostenrieder, Germany
Dominique Kraus, Germany	Christian Ratjen, Germany
Karl, Dr. Wamsler, Germany	Bettina Wamsler, Germany
Irene W. Banning, USA	Pauline Joerger, USA
Susanne Wamsler-Singer, Austria	Marianne Kunisch, Germany
Caroline A., Dr. Wamsler, USA	Maximilian Ratjen, Germany
Amelie Ratjen, Germany	Julius Ratjen, Germany
Christof Ratjen, Germany	Elisabeth Prinzessin zu Sayn-Wittgenstein, Germany
Christopher Weithauer, Germany	Georg A. Weithauer, Germany
Johanna Bechtle, Germany	Charlotte Bechtle, Germany
Kaspar Bechtle, Germany	Clara Redetzki, Germany
Luisa Redetzki, Germany	Marie Redetzki, Germany
Karl T. Banning, USA	Sophia P. Joerger, USA
Schuyler H. Joerger, USA	

²According to a disclosure notification published on 18 January 2013, a group consisting of Konstantin Alfred Winterstein, 80333 München, Germany and Elisabeth Prinzessin zu Sayn-Wittgenstein, 80333 München, Germany holds 3.73% partially through Blue Beteiligungsgesellschaft mbH, Grossdingharting (Germany) and partially through Maple Beteiligungsgesellschaft mbH, Grossdingharting (Germany). The 3.73% held by this group are included in the 13.89% mentioned under footnote 1, but form a separate sub-group.

Disclosure notifications during the financial year 2015 reported to the Stock Exchange Disclosure Office pursuant to Art. 20 of the Stock Exchange Act¹ as well as further information in relation to disclosure notifications can be found on the SIX Swiss Exchange reporting platform: www.six-exchange-regulation.com/en/home/publications/significant-shareholders.html

As of 31 December 2015, former shareholders of Süd-Chemie AG, who had exchanged their shares against Clariant shares in April 2011, held a total of 13.89% of the share capital of Clariant Ltd. These shareholders are related to each other for family or other reasons (especially the Wamsler, Winterstein, Schweighart and Stockhausen families).

At 31 December 2015 Clariant AG itself held 9 195 810 shares in treasury, corresponding to 2.77% of the share capital.

Cross-shareholdings

There are no cross-shareholdings.

Capital structure

Capital

As of 31 December 2015, the fully paid nominal share capital of Clariant Ltd totaled CHF 1 228 175 036.30 and was divided into 331 939 199 registered shares, each with a par value of CHF 3.70. Clariant Ltd shares are listed on the SIX Swiss Exchange since 1995 (symbol: CLN, ISIN CH0012142631). Clariant Ltd does not issue non-voting equity securities (Genussscheine or Partizipationsscheine). Based on the closing price of the Clariant share of CHF 19.01 on 31 December 2015, the company's market capitalization at year-end amounted to CHF 6.3 billion.

¹ Art. 120 Financial Markets Infrastructure Act (FMIA) since 1 January 2016

Conditional capital

The company's share capital may be increased by no more than CHF 14 103 978.20 by issuing the remaining 3 811 886 registered shares each with a par value of CHF 3.70.

The details are set out in article 5 of the Articles of Association. The Articles of Association can be found on our website at www.clariant.com/en/Company/Corporate-Governance/Articles-of-Association

Distribution of capital reserves

In the 2015 calendar year a distribution of CHF 0.40 per share from capital reserves was decided by the Annual General Meeting. The total amount of CHF 128 813 118.40 was paid out on 8 April 2015. A table with additional information on the distribution of capital reserves can be found on page 179 (Note 15) of this Annual Report.

Transferability of shares

The transfer of registered shares requires the approval of the Board of Directors that may delegate this function. Approval is granted if the acquirer discloses his/her identity and confirms that the shares have been acquired in his/her own name and for his/her own account.

Nominee registrations and voting rights

Each registered share entitles the holder to one vote at the Annual General Meeting. Special rules according to Article 6 of the Articles of Association apply to nominees who fail to disclose the identity of the persons they represent and whose shareholding exceeds 2%.

Options

The Clariant option program for employees was terminated in 2013. Details of the option program can be found on page 203 (Note 29, »Employee Participation Plans«).

Further information on the Clariant share can be found on page 106 of this Annual Report.

The Board of Directors

The Board of Directors of Clariant Ltd comprises at least six and no more than twelve members pursuant to the Articles of Association of Clariant Ltd.

No member of the Board of Directors exceeds any of the maximum number of mandates as stipulated in Article 38 of the Articles of Association.

Members of the Board of Directors

Rudolf Wehrli, Swiss citizen

Function at Clariant: Chairman, non-executive member of the Board of Directors

Born: 1949

Year of first election: 2007

Professional career: Following studies at the Universities of Zurich and Basel, where he earned doctorates in Theology, Philosophy, and German Literature, Rudolf Wehrli began his career at McKinsey & Co. in 1979. In 1984 he joined the Schweizerische Kreditanstalt (now Credit Suisse) as a member of the company's Senior Management. In 1986 he became Marketing Manager and member of the Executive Committee of the Silent Gliss Group. Five years later he took over the management of the Group's German subsidiary. In 1995 he transferred to the Gurit-Heberlein Group as a member of the Executive Committee, and was promoted to Chief Operating Officer in 1998 and Chief Executive Officer in 2000.

He remained in this position until the company split up in 2006. A Member of the Board of Directors of Clariant Ltd since 2007, he became Chairman in 2012.

Other activities: Board of Directors/Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association: Mandates according to Article 38 para 1 lit. a) Berner Kantonalbank Mandates according to Article 38 para 1 lit. b) five: Kambly AG, Switzerland; Rheinische Kunststoff-Werke SE, Germany; Chairman of the Board of Directors of Sefar Holding AG, Switzerland; Wipf AG, Switzerland; HK Gerodur AG, Switzerland Mandates according to Article 38 para 1 lit. c) seven (including member of the Board of Trustees of Avenir Suisse and member of the Board of Clariant Foundation).

Günter von Au, German citizen

Function at Clariant: Vice Chairman, non-executive member of the Board of Directors

Born: 1951

Year of first election: 2011

Professional career: After studying Textile and Polymer Chemistry at Reutlingen University and Chemistry at the University of Tübingen, where he obtained a doctorate, Günter von Au began his career in 1980 in Burghausen at Wacker-Chemie AG. He held a number of different management positions at the company through 2001 in Germany, Brazil, and the United States – most recently as Head of Wacker's division for polymers, specialty chemistry, and basic chemistry in Munich. He was also CEO of Wacker Polymer Systems GmbH & Co. KG in Burghausen, Germany. He joined Süd-Chemie in 2001 as President and CEO of Süd-Chemie Inc. In 2004 he became CEO of the Management Board of Süd-Chemie AG in Munich and held this position until 31 March 2012. On 1 April 2012, Mr. von Au joined the Board of Directors at Clariant Ltd and has, since then, acted as Vice Chairman of the Board of Directors.

Other activities: Board of Directors/Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:

Mandates according to Article 38 para 1 lit. a) none.

Mandates according to Article 38 para 1 lit. b) four: Member of the Supervisory Board of Bayernwerk AG, Regensburg; Member of the Advisory Committee of Gebr. Röchling KG, Mannheim; Member of the Advisory Board of Tyczka GmbH, Geretsried; Chairman of the Board of CeramTec GmbH, Plochingen

Mandates according to Article 38 para 1 lit. c) two: Chairman of the Board of Directors of the Bavarian Chemical Industry Association, Munich; Vice President of the German Institute for Economic Research Cologne.

Hariolf Kottmann, German citizen

Function at Clariant: Chief Executive Officer (CEO) and executive member of the Board of Directors

Born: 1955

Year of first election: 2008

Professional career: Hariolf Kottmann earned his PhD in Organic Chemistry at the University of Stuttgart in 1984. In 1985 he launched his career at the former Hoechst AG in Frankfurt, where he held several key management positions across the company's chemical divisions and functions. In 1996 he was appointed Deputy Head of the Basic Chemicals Division at Hoechst AG and took responsibility for the Inorganic Chemicals BU. In 1998 he joined Celanese Ltd in New Jersey (United States) as member of the Executive Committee and Head of the Organic Chemicals BU. In April 2001, he was appointed as member of the Executive Committee of SGL Carbon AG, where he was responsible for the Graphite Specialties, Corrosion Protection and Advanced Materials Divisions as well as the Eastern Europe and Asia regions until 30 September 2008. He was also in charge of the SGL Excellence and Technology & Innovation corporate functions. He has been a member of the Board of Directors of Clariant Ltd since April 2008 and became CEO of Clariant on 1 October 2008.

Other activities: Board of Directors/Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:
 Mandates according to Article 38 para 1 lit. a) none
 Mandates according to Article 38 para 1 lit. b) Plansee Holding AG, Austria
 Mandates according to Article 38 para 1 lit. c) six: Member of the Board of Trustees of ETH Foundation Zurich; Member of the Board of Trustees of Aventis Foundation, Frankfurt; Member of the Executive Committee of Science Industries, Zurich; Member of the Board of CEFIC (European Chemical Industry Council) and Member of its Executive Committee and Chairman of the Product Stewardship Program Council; Member of the Board of ICCA (International Council of Chemical Associations); Chairman of the Board of Clariant Foundation.

Peter Chen, US and Swiss citizen

Function at Clariant: Non-executive member of the Board of Directors
 Born: 1960
 Year of first election: 2006

Professional career: Peter Chen studied chemistry at the University of Chicago and in 1987 received a doctorate from Yale University in New Haven, Connecticut. He then served as an assistant professor (1988 to 1991) and associate professor (1991 to 1994) at Harvard University in Cambridge, Massachusetts. Since September 1994 he has been a full Professor of Physical-Organic Chemistry at ETH Zurich. From 2007 to 2009 he was Vice President of Research and Corporate Relations at ETH Zurich.

Other activities: Board of Directors/Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:
 Mandates according to Article 38 para 1 lit. a) none
 Mandates according to Article 38 para 1 lit. b) none
 Mandates according to Article 38 para 1 lit. c) two: Consultant at Givaudan, Switzerland; Gesellschaft zur Förderung von Forschung und Ausbildung im Bereich der Chemie (Zurich).

Peter R. Isler, Swiss citizen

Function at Clariant: Non-executive member of the Board of Directors
 Born: 1946
 Year of first election: 2004

Professional career: Peter R. Isler studied Law at the University of Zurich, completing his studies with a doctorate. He then attended a master's program for a LL.M. at Harvard Law School. From 1974 onward he worked for two Swiss law firms and in 1981 became a partner at the Zurich law firm Niederer Kraft & Frey AG. He has been a lecturer in Corporate and Commercial Law at the University of Zurich since 1978 and a member of the Anwaltsprüfungskommission (Bar Examination Commission) of the canton of Zurich since 1984.

Other activities: Board of Directors/Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:
 Mandates according to Article 38 para 1 lit. a) none
 Mandates according to Article 38 para 1 lit. b) Schulthess Group AG, Switzerland
 Mandates according to Article 38 para 1 lit. c) nine (including Member of the Board of Trustees of the University of Zurich Foundation).

Dominik Koechlin, Swiss citizen

Function at Clariant: Non-executive member of the Board of Directors

Born: 1959

Year of first election: 2008

Dominik Koechlin passed away on 12 July 2015.

Professional career: Dominik Koechlin earned his doctorate in Law from the University of Berne and holds an MBA from INSEAD in Fontainebleau, France. He started his career in 1986 as a financial analyst at Bank Sarasin. In 1990 he founded Ellipson, a management consultancy firm. From 1996 to 2000 he was a member of the Executive Committee of Telecom PTT, which later became Swisscom AG, where he was responsible for corporate strategy and international operations. He was Chairman of the Board of Directors at Plant Health Care until April 2012. He was Chairman of the Board of Sunrise Communications AG and Chairman of the Board of Directors of the Sunrise Communications Group AG since January 2015.

Other activities: Board of Directors/Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:

Mandates according to Article 38 para 1 lit. a) Chairman of the Board of Sunrise Communications Group AG, Switzerland

Mandates according to Article 38 para 1 lit. b) two: Member of the Board of Trustees of LGT; Member of the Board of Avaloq Group AG, Switzerland

Mandates according to Article 38 para 1 lit. c) three (including Member of the Board of Economiesuisse).

Carlo G. Soave, British citizen

Function at Clariant: Non-executive member of the Board of Directors

Born: 1960

Year of first election: 2008

Professional career: Carlo G. Soave studied languages and Economics at Heriot-Watt University in Edinburgh, Scotland. He launched his career in 1982 at Oerlikon-Bührle in Switzerland, moving to Procter & Gamble in 1984. There he held various senior management positions, including Vice President of Global Purchasing for the Fabric and Home Care Division. In 2004 he founded Soave & Associates, a consulting company based in Brussels, Belgium. He is an Advisory Board member of MonoSol LLC, a company based in Indiana (United States) that belongs to the Kuraray Group (Japan).

Other activities: Board of Directors/Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:

Mandates according to Article 38 para 1 lit. a) none

Mandates according to Article 38 para 1 lit. b) Advisory Board MonoSol LLC

Mandates according to Article 38 para 1 lit. c) Managing Director of Soave & Associates, Belgium.

Dolf Stockhausen, Austrian citizen

Function at Clariant: Non-executive member of the Board of Directors

Born: 1945

Year of first election: 2011

Board member until 20th Annual General Meeting (31 March 2015)

Professional career: Dolf Stockhausen studied Business, Economics and Law at the Universities of Freiburg and Münster, before gaining his doctorate in Economics from the University of Münster. He began his career at Bayer AG and a number of its foreign subsidiaries. He then held various positions at Chemische Fabrik Stockhausen GmbH in Krefeld, Germany, where he was ultimately Managing Director and CEO. From 1996 to 2011 he was a member of the Supervisory Board of Süd-Chemie and from 2008 to 2011 Vice Chairman of the Supervisory Board. He is also Chairman of the Management

Committee of EAT GmbH, CEO of Dr. Dolf Stockhausen Beteiligungs s.à.r.l., Luxemburg (Luxemburg) and Chairman of the Board of Directors of Dr. Dolf Stockhausen Beteiligungs AG, Stans (Switzerland). Effective as of 19 November 2014 Dr. Dolf Stockhausen Beteiligungs s.à.r.l. was merged into Dr. Dolf Stockhausen Beteiligungs AG.

Other activities: Board of Directors / Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:
Mandates according to Article 38 para 1 lit. a) none
Mandates according to Article 38 para 1 lit. b) Chairman of Dr. Dolf Stockhausen Beteiligungs AG, Switzerland
Mandates according to Article 38 para 1 lit. c) Member of the Board of Directors of Lightwing AG, Stans.

Susanne Wamsler, US citizen

Function at Clariant: Non-executive member of the Board of Directors

Born: 1961

Year of first election: 2015

Professional career: Ms Susanne Wamsler studied at Princeton University in Princeton, New Jersey, USA, graduating with a degree in Political Economy. From 1984 to 1988 she held various positions with the Deutsche Bank AG in Munich and New York. In 1989 she received her MBA from INSEAD in Fontainebleau, France. Since then she has been a successful entrepreneur in different fields, including retail, real estate, telecommunications and wealth management. In addition, she completed various professional education courses between 2012 and 2014, receiving certificates in board membership training from the University of St. Gallen, Switzerland, the Centrum für Strategie und Höhere Führung, Cologne, Germany, and INSEAD, Fontainebleau, France.

Susanne Wamsler was a member of the Supervisory Board of the Stiftung Haus der Kunst gem GmbH, Munich, Germany, till 30 June 2015.

She has been a member of the Board of Directors of Clariant AG since March 2015.

Other activities: Board of Directors / Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association:
Mandates according to Article 38 para 1 lit. a) none
Mandates according to Article 38 para 1 lit. b) none
Mandates according to Article 38 para 1 lit. c) till 30 June 2015
Member of the Supervisory Board of the Stiftung Haus der Kunst gem GmbH, Munich, Germany.

Konstantin Winterstein, German citizen

Function at Clariant: Non-executive member of the Board of Directors

Born: 1969

Year of first election: 2011

Professional career: Konstantin Winterstein studied at the Technical Universities in Darmstadt and in Berlin, where he completed a degree in Production Engineering. In 2004 he received his MBA from INSEAD in Fontainebleau and Singapore. From 1997 to 2014 he has held various positions with the BMW Group. Since 2014 he is member of the executive board of Ringmetall AG (former H.P.I. Holding AG) in Munich. From 2006 to 2011 he served on the Supervisory Board of Süd-Chemie AG.

Other activities: Board of Directors / Supervisory Board mandates as stipulated in Article 38 para 1 of the Articles of Association: none.

Cross-involvement

There are no cross-involvements.

Elections

The Board of Directors will stand for election or reelection for one-year terms. The Chairman of the Board of Directors of Clariant Ltd as well as the members of the Compensation Committee will be elected individually for a term of one year by the Annual General Meeting. Only members of the Board of Directors are eligible.

Internal organizational structure

The Board of Directors and its committees

The Board of Directors consists of the Chairman, one or more Vice Chairpersons, and the other members. With the exception of Mr. Günter von Au, who was Chairman of the Board of Directors at Süd-Chemie AG until 31 March 2012, no non-executive member of the Board of Directors held a senior management position at Clariant Ltd or any current or former Clariant Group company

between 2011 and 2015 or has any significant business relationship with Clariant Ltd or any other Clariant Group company. The members of the Board of Directors constitute the following committees:

- Chairman's Committee
- Compensation Committee
- Audit Committee
- Technology and Innovation Committee

The **Board of Directors** appoints the members of the committees, except for the members of the Compensation Committee who are elected by the Annual General Meeting. The Board of Directors meets at least once a quarter. At the invitation of the Chairman, the CEO, the CFO, and other members of the Executive Committee and/or other employees and third parties attend the meetings of the Board of Directors for the purpose of reporting or imparting information. Each committee has a written charter outlining its du-

BOARD OF DIRECTORS - COMMITTEE RESPONSIBILITIES AND MEETINGS

Member of the Board of Directors	Chairman's Committee	Audit Committee ²	Compensation Committee ³	Technology and Innovation Committee
Number of meetings in 2015	3	¹ 7	¹ 4	¹ 4
Rudolf Wehrli	■ since 2012	3	■ since 2008	4
Peter Chen				■ since 2006
Peter R. Isler	■ since 2012	3	■ since 2012	7
Dominik Koechlin		■ since 2008 (until 12 July 2015)	4	■ since 2012 (until 12 July 2015)
Hariolf Kottmann				
Carlo G. Soave	■ since 2012	3	■ since 2012 ■ since 2015	4
Dolf Stockhausen				■ since 2012
Susanne Wamsler				■ since 2015
Konstantin Winterstein		■ since 2011	7	
Günter von Au	■ since 2012	3	■ since 2015	2

■ Chairman

■ Member

¹= Number of meetings attended in 2015

² Dominik Koechlin passed away on 12 July 2015; his position as a member of the Audit Committee was taken over by Günter von Au.

³ Dominik Koechlin passed away on 12 July 2015; his position as the Chairman of the Compensation Committee was taken over by Carlo G. Soave and Peter Isler was appointed as an interim member of the Compensation Committee.

ties and responsibilities. The committees' charters are published on Clariant's website (www.clariant.com/committees). The committees report on their activities and results to the Board of Directors. They prepare the business of the Board of Directors in their respective areas.

The **Chairman's Committee** (CC) comprises the Chairman, the Vice Chairman, and two other members of the Board of Directors. The CC prepares the meetings of the Board of Directors. The CC meets as needed. It makes decisions on financial and other matters delegated by the Board of Directors in accordance with the Bylaws of the Board of Directors. In addition, the CC passes resolutions for which the Board of Directors is responsible when matters cannot be postponed. The CC draws up principles for the selection of candidates for election and reelection to the Board of Directors and for the office of CEO, and prepares the corresponding recommendations. Furthermore, the CC considers and submits to the Board of Directors the CEO's proposals concerning candidates for Executive Committee positions.

www.clariant.com/committees

The **Compensation Committee** (CoC) comprises three members of the Board of Directors as elected by the Annual General Meeting. The majority of the members shall be non-executive members of the Board of Directors. The CoC meets at least twice a year. It reviews and proposes to the Board of Directors the compensation and benefits policies and programs, reviews the performance criteria relevant to compensation and determines individual executive compensation and benefits of the members of the Board of Directors and the Executive Committee, subject to the approvals of the total compensations by the Annual General Meeting. Furthermore, the CoC reviews fringe benefit regulations and dismissal regulations with the CEO, members of the EC, Heads of Global Functions and Global Business Units, and Region Heads always in accordance with the Articles of Association and Ordinance Against Excessive Compensation in Stock Listed Corporations.

www.clariant.com/committees

The **Audit Committee** (AC) comprises three members of the Board of Directors. The Chairman must be an independent, non-executive member of the Board of Directors. A majority of the members of the AC must have financial and accounting experience.

The AC reviews the activities of the external auditors, their collaboration with the internal auditors, and their organizational adequacy. It also reviews the performance, compensation, and independence of the external auditors as well as the performance of the internal auditors and reports back to the Board of Directors. Furthermore, the AC reviews the company's internal control and risk management systems, and reviews compliance with the law and internal regulations – in particular with the Code of Conduct. In collaboration with the Group's external and internal auditors and financial and accounting management, the AC reviews the appropriateness, effectiveness, and the compliance of accounting policies and financial controls with applicable accounting standards. The AC meets at least six times a year. The AC reviews and recommends the Group's financial statements for the first three quarters of each year, and the annual financial results to the Board of Directors for approval.

www.clariant.com/committees

The **Technology and Innovation Committee** (TIC) comprises four members of the Board of Directors with experience in research, innovation management, and technology. The TIC meets at least twice a year. The tasks of the TIC include assessing the company's innovative activities on behalf of the Board of Directors. The TIC also reviews measures to stimulate research and development, and optimize innovative potential, as well as submitting appropriate recommendations to the Board of Directors.

www.clariant.com/committees

Definition of Working Methods and Areas of Responsibility

In accordance with the law and the Articles of Association, the Board of Directors is the ultimate decision-making authority for Clariant Ltd in all matters except those decisions reserved by law or the Articles of Association for the shareholders. In accordance with and supplementary to Article 716a of the Swiss Code of Obligations and Article 22 of the Articles of Association (www.clariant.com/corporate-governance) the Board of Directors has sole authority, particularly for the following, non-transferable and inalienable duties of the Board of Directors:

- Providing the strategic direction of the Group;
- Approving the basic outline of the Group's organization and its corporate governance;
- Supervising the overall business operations;
- Evaluating the performance of the CEO and members of the Executive Committee;
- Appointing and dismissing the CEO and members of the Executive Committee, the Head of Corporate Auditing, and other key executives;
- Approving the basic accounting system and financial planning and control of the Group;
- Approving the Group's annual budget;
- Reviewing and approving the quarterly financial statements and results release for Clariant Ltd and the Group;
- Approving the Group's consolidated financial statements at the end of the fiscal year for submission to the Annual General Meeting;
- Approving major M&A transactions and financial transactions of considerable scope or those involving special risks, particularly capital market transactions and other financing transactions (e.g. large loans) as well as changes in conditions associated therewith;
- Ensuring a management and corporate culture that is appropriate for the company's objectives;

- Ensuring an internal control system and adequate risk and compliance management, particularly with regard to financial, corporate governance and citizenship, personnel, and environmental protection matters;
- Ensuring succession planning and management development;
- Convening the Annual General Meeting (AGM), determining the items on the agenda and the proposals to be made to the AGM.

Working methods

In 2015 the Board of Directors held seven meetings in person at the Corporate Center in Pratteln or at other locations, mainly in Switzerland, and also two meetings by phone. The company's strategy is reviewed and further developed once a year during a two-day meeting. Members of the Executive Committee are invited to attend the meetings of the Board of Directors. For the October meeting the Board of Directors met in Shanghai, China. The views of external and internal consultants are heard, if necessary, in the case of projects of considerable scope.

BOARD OF DIRECTORS MEETINGS

Number of meetings in 2015	
Board of Directors	
	9
Rudolf Wehrli	9
Peter Chen	8
Peter R. Isler	9
Dominik Koechlin ¹	4
Hariolf Kottmann	9
Carlo G. Soave	9
Dolf Stockhausen ²	1
Susanne Wamsler	8
Konstantin Winterstein	9
Günter von Au	9

¹ Dominik Koechlin passed away on 12 July 2015.

² Board member until 31 March 2015 (20th Annual General Meeting)

Management of the Group

The Board of Directors has delegated the executive management of the Clariant Group to the CEO and the other members of the Executive Committee. The Executive Committee is mainly responsible for implementing and monitoring the Group strategy, for the financial and operational management of the Group, and for the efficiency of the Group's structure and organization. The members of the Executive Committee are appointed by the Board of Directors on the recommendation of the Chairman's Committee. Subject to the responsibility of the Board of Directors and the Annual General Meeting the CEO and, under his supervision, the Executive Committee are responsible for:

- Drawing up strategic plans and policies for approval by the Board of Directors;
- Implementing Group strategies and policies as well as strategies and action programs for individual Business Units and subsidiaries;
- Managing the Business Units and functions to ensure efficient operations, including regularly assessing the achievement of goals;
- Regularly informing the Board of Directors and its committees of all matters of fundamental significance to the Group and its businesses;
- Ensuring compliance with legal requirements and internal regulations;
- Establishing a management and corporate culture in line with the company's objectives;
- Promoting an active internal and external communications policy;
- Appointing and dismissing senior management, including appropriate succession planning.

The Executive Committee is supported by the Corporate Center that defines Group-wide policies and guidelines. Whilst reporting in the four Business Areas Care Chemicals (BU ICS), Catalysis (BU Catalysts)¹, Natural Resources (BU Oil & Mining Services, BU Functional Minerals) and Plastics & Coatings (BU Additives, BU Masterbatches, BU Pigments) the seven Business Units are the

highest-level operating units within the Group. They have global responsibility for the activities assigned to them, particularly sales, marketing, product management, and production. The Business Units also have global responsibility for short- and long-term revenue and earnings generated from the operations and assets assigned to them. This includes fully exploiting existing business potential, identifying new business opportunities, and pursuing the active management of their products and services portfolio. The Business Units' activities are complemented and supported by global Group functions (e.g. Procurement, Finance, Information Technology, Legal, Human Resources, and Group Technology & Innovation), which are organized as service centers.

Information and control instruments vis-à-vis the Executive Committee

The Board of Directors ensures that it receives sufficient information from the Executive Committee to perform its supervisory duties and make decisions that are reserved for the Board of Directors. The Board of Directors obtains the information required to perform its duties in various ways:

- The CEO and the CFO inform all directors regularly about current developments, including through the regular submission of written reports, such as key performance indicators for each business;
- The minutes of the meetings of the Executive Committee are made available to the directors;
- Informal meetings and teleconferences are held, as required, between the CEO and the members of the Chairman's Committee;
- The members of the Executive Committee are invited to attend meetings of the Board of Directors to report on Business Units under their responsibility;
- The members of the Board of Directors are entitled to request information from members of the Executive Committee or any other Clariant senior manager.

¹ »Catalysis & Energy« was renamed »Catalysis« after the Energy Storage business was sold. The transaction closed on 28 February 2015.

Board committees

The Chairman's Committee meets regularly with members of the Executive Committee and other members of senior management to review the business, better understand applicable laws and policies affecting the Group, and support the Executive Committee in meeting the requirements and expectations of stakeholders. The Technology and Innovation Committee invites members of the Executive Committee and members of senior management as necessary to discuss selected aspects of innovative activities. The CFO and representatives of the external auditor are invited to Audit Committee meetings. Furthermore, the Heads of Corporate Auditing and Risk Management, the Group Compliance Officer, and Clariant's General

Counsel report on a regular basis to the Audit Committee. The Audit Committee reviews the financial reporting processes on behalf of the Board of Directors. For each quarterly and annual reporting of financial information an internal team reviews the information for accuracy and completeness of disclosures, reporting to the Audit Committee before publication. The Compensation Committee generally meets at least twice per year to adjust the development of the compensation structures to changing conditions, as necessary. In this context, the long-term incentive program for the Executive Committee and the senior management team is also aligned with current market and business developments and corresponding adjustments are made, if required.

BOARD OF DIRECTORS - COMMITTEES

	Number of meetings	Duration/h	Invited CEO/CFO	Other attendees
Board of Directors	9	6 – 8	Yes	Executive Committee
Chairman's Committee	3	3 – 4	Yes	
Audit Committee	7	3.5 – 4.5	CFO	Auditors, Risk Management, Internal Audit, General Counsel and Group Compliance Officer
Compensation Committee	4	1.5 – 2	Yes	Head of Group Human Resources
Technology and Innovation Committee	4	3 – 4	No	Executive Committee member, Head of Group Technology and Innovation

Internal audit (Corporate Auditing)

Corporate Auditing carries out operational and system audits in accordance with a plan adopted by the Audit Committee. By assisting organizational units in the accomplishment of objectives, it provides an independent approach for the evaluation, improvement, and effectiveness of the internal control framework. Corporate Auditing also prepares reports on the audits it has performed, and reports actual or suspected irregularities to the Audit Committee and the Chairman of the Board of Directors. The Audit Committee regularly reviews the scope, plans, and results of Corporate Auditing. The Group pursues a risk-oriented approach to auditing and coordinates internal audit activities with the external auditors on a regular basis. Detailed information on Clariant's risk management system can be found from page 128 of this report.

Group management

The Executive Committee

The Executive Committee consists of the CEO, the CFO, and two other members. The Executive Committee regularly holds meetings at the Corporate Center in Pratteln or at other Clariant sites worldwide. It uses such external meetings to discuss business performance with the management of the local companies in person.

The Executive Committee and their Responsibilities until 31 December 2015



— **MATHIAS LÜTGENDORF¹**

Responsibilities:
Additives, Pigments, Masterbatches, Functional Minerals, Group Procurement, Group Logistics, Operational Excellence, Supply Chain Excellence, and the regions Europe, Middle East & Africa, and Japan

¹ Member of the Executive Committee
till 31 December 2015

— **PATRICK JANY, CFO**

Responsibilities:
Group Finance Services, Corporate Accounting, Corporate Treasury, Corporate Tax, Corporate Controlling, Corporate Merger & Acquisitions, Group Information Technology, Group Compliance, and Group Internal Audit

— **HAROLF KOTTMANN, CEO**

Responsibilities:
Group Human Resources, Group Talent Management Review, Corporate Planning & Strategy, Group Communications, Investor Relations, Group Legal, and Clariant Excellence with a focus on People Excellence

— **CHRISTIAN KOHLPAINNER**

Responsibilities:
Industrial & Consumer Specialties, Catalysts, Oil & Mining Services, Group Sustainability & Regulatory Affairs, Group Technology & Innovation, Biofuels & Derivatives, Commercial Excellence, Innovation Excellence, and the regions North America, Latin America, Greater China, India, and South East Asia & Pacific

Members of the Executive Committee

At the end of 2015, the Executive Committee comprised the following members:

Hariolf Kottmann, German citizen

Chief Executive Officer (CEO)

Professional career: Hariolf Kottmann earned his PhD in Organic Chemistry at the University of Stuttgart in 1984. In 1985 he launched his career at the former Hoechst AG in Frankfurt where he held several key management positions across the company's chemical divisions and functions. In 1996 he was appointed Deputy Head of the Basic Chemicals Division at Hoechst AG and took responsibility for the Inorganic Chemicals BU. In 1998 he joined Celanese Ltd in New Jersey (United States) as member of the Executive Committee and Head of the Organic Chemicals BU. In April 2001 he was appointed member of the Executive Committee of SGL Carbon AG, where he was responsible for the Graphite Specialties, Corrosion Protection, and Advanced Materials Divisions as well as the Eastern Europe and Asia regions until 30 September 2008. He was also in charge of the SGL Excellence and Technology & Innovation corporate functions. He became CEO of Clariant on 1 October 2008.

Patrick Jany, German citizen

Chief Financial Officer (CFO)

Patrick Jany studied economics at the École Supérieure de Commerce de Paris. He has been Chief Financial Officer at Clariant since 1 January 2006. In 1990 he joined Sandoz – one of Clariant's predecessor companies. He held various positions in Finance and Controlling at Sandoz and Clariant, including Chief Financial Officer for the ASEAN region and Head of Controlling for the Pigments & Additives Division. From 2003 to 2004 he was Head of Country Organization for Clariant in Mexico. Prior to his appointment as CFO, he was Clariant's Head of Corporate Development with responsibility for Group strategy and mergers and acquisitions.

Christian Kohlpaintner, German citizen

Christian Kohlpaintner studied Chemistry at the Technical University of Munich and completed his PhD in 1992. Between 1993 and 1997 he worked in various research departments of Hoechst AG in Germany and the United States. In 1997 he joined Celanese Ltd and held a number of leadership roles at Celanese Chemicals Corporation. In 2002 he became Vice President, Innovation of Celanese Ltd and Executive Director of Celanese Ventures Corporation. From 2003 he was a member of the Executive Committee of Chemische Fabrik Budenheim. In 2005 he became CEO. On 1 October 2009 he was appointed a member of the Executive Committee of Clariant.

Mathias Lütgendorf, German citizen

Mathias Lütgendorf studied Chemistry at RWTH in Aachen, Germany, and earned his doctorate in 1984. In the same year he joined the Research and Development department of the Fine Chemicals and Dyes Division of Hoechst AG. From 1990 he was responsible for various, mainly operational fields at Hoechst AG. From 1995 until 2008 he worked at DyStar, the textile dyes joint venture of Bayer and Hoechst. BASF also integrated its textile dyes business into DyStar in 2000, becoming the third equal partner in the venture. Mathias Lütgendorf led the global operations of the Disperse Dyes business unit and later also the Special Dyes business unit. From 2000 he was responsible for purchasing, production, and Supply Chain Management at the company as Head of Global Operations. In 2004 he was appointed member of the DyStar management board. On 1 April 2009 he was appointed member of the Executive Committee of Clariant. Mathias Lütgendorf stepped down from the Executive Committee on 31 December 2015.

Other activities and functions

The members of the Executive Committee neither undertake other activities, nor hold consultancy functions or other offices, except for Hariolf Kottmann, who is a member of the Board of Directors of Clariant Ltd and whose other activities can be found on pages 114 and 115 and for Christian Kohlpaintner, who is chairman of the university foundation of the Technische Universität München (TUM) in Munich, Germany and member of the Senior Advisory Board of Equity Capital Management GmbH (ECM) in Frankfurt, Germany.

Management contracts with third parties

There are no management contracts with third parties.

Contractual arrangements for members of the Executive Committee

All members of the Executive Committee hold employment contracts with Clariant International Ltd, the Clariant Group's management company. The contractual provisions are governed exclusively by Swiss law. Contracts of the members of the Executive Committee are subject to a standard notice period of 12 months.

Compensation, shareholdings and loans

Please refer to the Compensation Report, beginning on page 130 and Note 14 (page 222) to the Financial Statements of Clariant Ltd.

Remuneration, shareholdings and loans

All information on the remuneration of the Board of Directors and the Executive Committee of Clariant Ltd can be found in the Compensation Report, beginning on page 130.

Shareholders' participation rights

Subject to Article 6 paragraph 2 of the Articles of Association, providing certain limitations on voting by nominees, each registered share entitles the holder to one vote at the Annual General Meeting. Shareholders have the right to receive dividends and such other rights as are granted by the Swiss Code of Obligations. However, only shareholders entered in the Clariant share register may exercise their voting rights.

Voting right restrictions and representation

A registered shareholder may be represented at the Annual General Meeting by another shareholder with the right to vote, a legal representative or by the independent proxy (unabhängiger Stimmrechtsvertreter). The shares held by any one shareholder may be represented by only one representative. There are no special rules for waiving any voting rights restrictions laid down in the Articles of Association. The Articles of Association also do not contain any rules on participation in the Annual General Meeting that differ from the standard terms proposed by law.

Statutory quorums

The quorums laid down in the Articles of Association correspond to those in Article 704 of the Swiss Code of Obligations.

Convocation of the Annual General Meeting

The Articles of Association do not contain any rules that differ from the standard terms proposed by law.

Proposal of agenda items for the 2017 Annual General Meeting

The Articles of Association do not contain any rules that differ from the standard terms proposed by law. Shareholders representing

shares with a total par value of CHF 1 million have the right to submit written requests that an item be included on the agenda, at least 45 days prior to the 22nd Annual General Meeting to be held on 20 March 2017. Items to be included on the agenda – with regard to the 2016 financial year – must be submitted no later than 3 February 2017. Such requests must specify the item(s) to be included on the agenda and must contain a proposal on which the shareholder requests a vote.

Entries in the share register

There are no statutory rules concerning deadlines for entry in the share register. However, for practical reasons, the share register will be closed to entries several days before a shareholder meeting.

With regard to the financial year 2016, this applies as of Wednesday, 15 March 2017. Shareholders who have been entered into the share register by Tuesday, 14 March 2017, may exercise their right to vote at the Annual General Meeting on 20 March 2017. There are no voting rights restrictions except those mentioned above.

Change of control and defense measures

The limit beyond which the duty to make an offer applies is the same as the statutory minimum, 33 1/3%. There are no clauses on changes of control in agreements with members of the Board of Directors and the Executive Committee as well as other management executives, other than:

a) with regard to the Performance Share Units (PSU): PSU unvested at the date of a change of control vest on a pro rata basis. The Board of Directors is authorized, at its discretion, to assess if the performance targets are met and to decide on settlement in shares or in cash;

b) with regard to the Matching Share Plan (MSP): The blocking period of the Investment Shares of the MSP terminates on the date of the change of control and entitles to receive Matching Shares on a pro rata basis;

c) those set forth in paragraph 4.8 of the Clariant Stock Option Plan (see remarks in Notes to the consolidated financial statements, Note 29 »Employee Participation Plans«, page 203 of the Annual Report). This authorizes the Board of Directors, at its discretion, to transfer granted options early to participating staff (»accelerated vesting«) or enable the early exercise of the options (»accelerated exercise«) in the case of a change of control.

Information policy

Notices are published, in accordance with Article 42 of the Articles of Association, in the Swiss Official Gazette of Commerce and in daily newspapers specified by the Board of Directors (currently Basler Zeitung, Neue Zürcher Zeitung). Clariant releases its annual financial results in the form of an annual report. In addition, detailed business figures for the first, second, and third quarters are published in April, July, and October, respectively. The Annual Report and quarterly results are published in printed and electronic form and announced in media conferences. Current publication dates can be found online in English on our website (www.clariant.com/UpcomingEvents). All information pertaining to media conferences, investor updates, and presentations at analyst and investor conferences can be obtained online (www.clariant.com) or from the following contact address:

Clariant International Ltd, Investor Relations, Hardstrasse 61, 4133 Pratteln, investor-relations@clariant.com, Phone + 41 61 469 63 73, Fax + 41 61 469 67 67.

The results for the 2016 financial year will be published as follows:

- Interim Report on the first quarter 28 April 2016
- Interim Report on the first half 28 July 2016
- Interim Report on the third quarter 27 October 2016

The Annual General Meeting for the 2016 financial year will take place on the following date:

20 March 2017

Weblinks:

Clariant website:

www.clariant.com

E-mail distribution list (push system):

www.clariant.com/SubscriptionForm

Adhoc messages (pull system):

www.clariant.com/AdHocNews

Financial reports:

www.clariant.com/Publications

Corporate calendar:

www.clariant.com/UpcomingEvents

Auditors

Duration of the mandate and term of office of the lead auditor

PricewaterhouseCoopers (PwC) has held the mandate since Clariant Ltd was established in 1995. The principle of rotation applies to the lead auditor, Dr. Daniel Suter, who was appointed in March 2011. The Audit Committee ensures that the position of lead auditor is changed at least every seven years.

Auditing fees

PricewaterhouseCoopers received a fee of CHF 4.9 million for auditing the 2015 financial statements (2014: CHF 5.2 million).

Additional fees

PricewaterhouseCoopers received a total fee of CHF 2.0 million for additional services (2014: CHF 3.9 million). These services comprise audit-related services of CHF 0.1 million, consulting services of CHF 0.4 million and tax services of CHF 1.5 million.

Supervisory and control instruments vis-à-vis the auditors

The Audit Committee of the Board of Directors is responsible for overseeing and evaluating the performance of the external auditors on behalf of the Board of Directors and recommends to the Board of Directors whether PwC should be proposed to the Annual General Meeting for reelection. Criteria applied for the performance assessment of PwC include technical and operational competence, independent and objective view, employment of sufficient resources, focus on areas of significant risk to Clariant, ability to provide effective and practical recommendations, and open and effective communication and coordination with the Audit Committee, Corporate Auditing, and management. In 2015 seven joint meetings were held with the external auditor's representatives. These meetings were attended by members of the Audit Committee, the partner and

senior manager of the audit firm, Clariant's CFO, the Group Accountant, the Head of Corporate Auditing, the Group Compliance Officer and the General Counsel. Depending on the topics to be discussed, the meetings were also attended by the Group Risk Manager. The auditors communicate audit plans and findings to the Audit Committee and issue reports to the Board of Directors in accordance with article 728b of the Swiss Code of Obligations. The Audit Committee's approval is required for all services provided by PwC exceeding a fee volume of CHF 0.2 million. These services may include audit and audit-related services, as well as tax and other services. PwC and the Executive Committee report to the Audit Committee on a regular basis regarding the extent of services provided in conjunction with this approval.

Enterprise risk management (ERM)

Under the Enterprise Risk Management Policy, based on the risk management standard of the Institute of Risk Managers, a tool is used to prepare risk assessments every year by Business Units, Service Units and Regions by assessing threats and opportunities that

will impact the objectives set for Clariant overall. These objectives are a result of the overall strategy of the company as set by the Board of Directors and implemented by the Executive Committee.

The Executive Committee is responsible for monitoring the risk management assessments for relevance and consistency.

Objective setting is finalized during the last quarter of the year. These objectives, considering the threats and opportunities, are subject to scrutiny by the Executive Committee during meetings with each Business Unit. Also reviewed and discussed are the measures proposed to maximize opportunities and reduce or contain threats. In this context, mitigation measures are defined and responsibilities are assigned.

The Group, the Service Units and the Regions are also required to make risk assessments based on the same criteria. All stakeholders are required to report significant changes to existing identified risks and new threats and opportunities as they arise.

Risk Registers are maintained using an assessment of the financial, operational and reputational impact and the likelihood to score and rank all identified risks. The assessment also addresses the measures in place to manage the risk identified with dates for completion of the measures. Effectiveness of the measures is also assessed.

Once threats have been identified and assessed, a qualified individual takes over responsibility for effective risk management. The nature of the risk classification requires different skills to be applied to risk management. The assessments are shared between the stakeholders on a regular basis.

A consolidated risk assessment is presented to the Executive Committee, the Audit Committee and the Board of Directors. In case of new or changed risks reporting is accelerated.

Summaries of risk assessments from the Business Units, Regions and Services are shared with senior managers of Clariant.

To support functional responsibility, certain functions have access to risk assessments to support them in their roles. Examples are Environment, Safety & Health Affairs (ESHA) to identify key sites for their property risk survey program, Internal Audit and Group Procurement.

Examples of identified risks included in the risk register:

Regulation & Compliance: Clariant is subject to many rules and regulations as well as compliance standards. These include chemical industry, country, government and customer requirements as well as the European Union's (EU) Regulations on Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH). Corporate Product Stewardship is responsible to manage this task. Specific matters are delegated to Legal, ESHA and Logistics functions.

Sites & Locations: This includes manufacturing plants and equipment that are important for the production of Clariant products for sale to customers. Also addressed are country and culture issues that could create threats and opportunities to business objectives. The objective is to maintain high quality production facilities. Risk management is delegated to ESHA and Regional Services.

Competitor Activity: A number of identified risks include the development of the competitive landscape including emerging players and consolidation activities that could affect the nature and extent of competition. Clariant is a leading participant in its industrial sectors and each sector is monitored to identify changes and consider and plan to deal with the consequences of changes to customers and competitors.