

Remuneration policy for Management Board and Supervisory Board

The Remuneration committee has advised the Supervisory Board on the remuneration policy and structure for the Management Board. The Supervisory Board reviewed the remuneration policy. The annual general meeting of shareholders has approved the current remuneration policy. The remuneration policy is based on the following key principles:

- Overall remuneration levels need to be sufficient to attract, retain and motivate top management given the dynamic business environment in which we compete for talent;
- Base salaries should be broadly in line with average market levels, whereas short- and long-term incentive levels should reflect an upside potential in case of outstanding performance;
- To enhance the effectiveness of the short-term incentive, clearly measurable and challenging targets are set, which reflect our strategic focus in the short-term; and
- The long-term incentive plan should ensure a focus on longer-term strategic performance targets, which aim for shareholder alignment and motivation and retention of qualified executives.

Remuneration structure 2007

The Management Board members receive a fixed remuneration in the form of a base salary and variable remuneration in the form of a short-term incentive plan and a long-term incentive plan.

The incentive for the at target performance of the Chief Executive Officer amounts to 109% of base salary (75% short-term incentive and 34% long-term incentive) and for the Chief Financial Officer and Chief Scientific Officer a total target bonus of 86% of base salary is applicable (60% short-term incentive and 26% long-term incentive). This results for the Chief Executive Officer in 48% fixed and 52% variable compensation for at target performance. For the other two Management Board members, the balance equals 54% fixed and 46% variable compensation.

Base salary

In 2007, base salary levels of the Management Board have been increased by 3% in order to account for an inflation correction. Each consecutive year

the Supervisory Board considers whether base salary levels should be adjusted by taking account of our external and internal business environment.

Short-term incentive

At the annual general meeting of shareholders in 2005, our shareholders approved the short-term share-based incentive plans. The short-term incentive is linked to the achievement of predetermined collective milestones in combination with a budget hurdle and individual milestones. The collective milestones are based on pre-determined annual milestones for research, development, business development, finance, intellectual property and corporate legal affairs. The specific details of the milestones are not disclosed as these qualify as commercially sensitive information.

In addition, part of the short-term incentive award is based on individual milestones, assessed on the basis of predefined measurable milestones set for each executive. These milestones depend on the specific responsibilities of the individual and are approved by our Supervisory Board. All milestones linked to the short-term incentive plan are revised annually and approved by our Supervisory Board to ensure that they remain challenging but realistic.

The table below shows the relative weight of the collective and individual milestones:

Management Board	Collective milestones	Individual milestones
CEO, CFO, CSO	70%	30%

The target bonus of the Chief Executive Officer amounts to 75% of base salary and for the Chief Financial Officer and Chief Scientific Officer a target bonus of 60% of base salary is applicable. In the event performance exceeds expectations to a considerable extent, up to 125% of the target bonus could be rewarded as a maximum bonus.

The bonus is payable in restricted shares or cash, at the option of the participant. Our Management Board members are encouraged to opt for restricted shares to maximize alignment of shareholders' interest. Therefore when opted for cash, a penalty of up to 25% reduction will be applied.

Long-term incentive

At the annual general meeting of shareholders in 2005, our shareholders approved the long-term share-based incentive plan.

Target long-term incentive levels amount to 34% of base salary for the Chief Executive Officer and 26% for the Chief Scientific Officer and the Chief Financial Officer. When achieving maximum performance, a maximum of 200% of the target award can be awarded. Overall, no vesting takes place for below median performance.

The performance shares will be conditionally granted and vest if pre-set performance targets have been met at the end of a three-year performance period. The performance targets are based on a combination of absolute share price growth on the stock markets, and our Total Shareholder Return ('TSR'). The TSR reflects the return received by a shareholder, taking into account both the change in share price and dividends received, while assuming dividends are re-invested in us.

The absolute share price growth serves as a hurdle which must be overcome to qualify for any possible vesting of the shares. After the share price hurdle is met, the TSR performance measurement is twofold: relative to a peer group consisting of 26 constituents of the Goldman Sachs European Biotech Index and relative to the Nasdaq Biotech Index. Fifty percent of the conditionally awarded shares vest subject to our ranking within the Goldman Sachs European Biotech Index on the date of vesting. The table below shows the vesting scheme:

Goldman Sachs European Biotech Index Vesting Scheme

Ranking	Vesting as % of 50% of target award
1	200%
2	183%
3	167%
4	150%
5	133%
6	117%
7	100%
8	89%
9	79%
10	68%
11	57%
12	46%
13	36%
14	25%
15-27	0%

The remaining 50 percent of the conditionally granted performance shares vest based on the positive difference in percentage-points between Crucell's American Depositary Shares (ADS), TSR performance and the Nasdaq Biotech Index. The following table shows the vesting scheme:

Nasdaq Biotech Index Vesting Scheme

Positive difference in Crucell's TSR performance and the Nasdaq Biotech Index	Vesting as % of 50% of target award
≥ 50	200%
≥ 35 and < 50	150%
≥ 20 and < 35	100%
≥ 10 and < 20	50%
≥ 0 and < 10	25%
< 0	0%

In December 2005, 36,842 LTI Plan shares were granted to selected executives, of which 28,582 were granted to members of the Management Board. No LTI plan shares were granted in 2007 and 2006. There were no forfeitures of the LTI Plan grants through December 31, 2007. The conditionally granted shares vested on December 31, 2007 and were issued to the executives in the first quarter of 2008.

Pension

At the beginning of our 2005 fiscal year a new pension plan for our Management Board was introduced. The plan is a defined contribution plan, with a pensionable age of 65 years. The employee contribution is set at 7% of the pensionable salary (base pay minus an offset). The table below outlines the annual contribution rates, including the employee contribution. The risk premium for the survivor's pension is financed separately by the employer.

Total contribution rates for our Board members:

Age	Contribution rate
25 to 30	8.4%
30 to 35	10.2%
35 to 40	12.5%
40 to 45	15.2%
45 to 50	18.7%
50 to 55	23.0%
55 to 60	28.6%
60 to 65	36.1%

Remuneration Management Board and Supervisory Board

As of April 25, 2008 members of our Management Board and Supervisory Board held the following ordinary shares and options¹:

Name of Holder	Ordinary shares held par April 25, 2008	Options held par April 25, 2008	Year of expiration	Exercise price
Ronald Brus	154,202	250,000	2009	9.40
		200,000	2011	3.49
		90,000	2011	2.64
		125,000	2011	5.94
Jaap Goudsmit	159,276	85,000	2009	9.40
		125,000	2011	5.94
Leon Kruimer	28,194	85,000	2009	9.40
		30,000	2011	3.49
		125,000	2011	5.94
Totals	341,672	1,115,000		
Jan Oosterveld	9,500	10,000	2009	8.81
		10,000	2009	11.55
Seán Lance	–	10,000	2011	7.86
		10,000	2009	11.55
Phillip Satow	63,800	10,000	2009	11.55
		22,000	2011	3.49
		10,000	2011	6.48
Claes Wilhelmsson	7,500	10,000	2009	11.55
		10,000	2011	6.48
Arnold Hoevenaars	7,500	5,000	2009	8.81
		10,000	2009	11.55
Dominik Koechlin	7,591	–	–	–
Totals	95,891	117,000		

¹ During the period December 31, 2007 and April 25, 2008 a number of 60,000 options with an exercise price of €2.64 were exercised by Jaap Goudsmit. There were no other changes in the number of options held by members of the Management Board and Supervisory Board during this period.

For additional details on Management and Supervisory Board remuneration reference is made to note 5.23 'Related parties' in the financial statements.

Principal accountant fees and services

Deloitte audited the accompanying consolidated balance sheets of Crucell N.V. and subsidiaries (the 'Group') as of December 31, 2007 and 2006 and the related consolidated income statements, shareholders' equity, and cash flows for the years then ended. The consolidated income statement, changes in equity and cash flows of the Group for the period ended December 31, 2005 were audited by Ernst & Young Accountants.

The Sarbanes-Oxley Act of 2002 requires that Audit committees pre-approve all services provided by the Company's independent auditor. This process is critical to the auditor maintaining independence. Our process requires that all services provided by the independent auditor be pre-approved by the Audit committee.

During 2007 and 2006 we paid the following amounts to our auditors for audit services, audit related services and tax services.

Year ended December 31,	2007	2006
Audit fees	904	1,178
Audit related fees	64	58
Tax fees for services provided related to consultations on tax matters	–	–
Total	968	1,236

Audit fees include fees associated with the annual audit, interim reviews, required statutory audits and services that only the independent auditor can reasonably provide, such as services associated with documents issued in connection with securities offerings.

Audit-related fees include accounting consultations on financial and accounting reporting standards.

Controls and procedures

Internal risk management and control system

Crucell's Management Board is responsible for designing, implementing and operating the Company's internal risk management and control systems. The purpose of these systems is to manage in an effective and efficient manner the significant risks to which the Company is exposed. Crucell's internal and risk management and control systems with respect to financial reporting are in line with the guidance set forth in the COSO model, an integrated internal control framework established by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's internal risk management and control systems are designed to provide reasonable assurance that strategic objectives can be met. Such systems can never provide absolute assurance regarding achievement of Company objectives, nor can they provide an absolute assurance that material errors, losses, fraud, and the violation of laws or regulations will not occur. A summary of the risks that could prevent Crucell from realizing its objectives is included in the section 'Risk Factors' of this report.

Our internal risk management and control systems make use of various measures including:

- Annual strategic evaluations of our business;
- Periodical operational review meetings of the Management Board with the Management Committee;
- Quarterly financial planning meetings of the Management Board with the Supervisory Board;
- A planning and control cycle performed consisting of annual, quarterly and monthly procedures, including subsequent follow-up on achievements of targets set;