CAMBREX CORP
Form DEF 14A
March 16, 2012

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant ý
Filed by a party other than the Registrant o
Check the appropriate box:

o	Preliminary Proxy Statement
o	Confidential, For Use of the Commission Only (as permitted by Rule 14a—6(e)(2))
ý	Definitive Proxy Statement
o	Definitive additional materials
¨	Soliciting material under Rule 14a-12

Cambrex Corporation
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý	No fee required.
¨	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1)	Title of each class of securities to which transaction applies:
(2)	Aggregate number of securities to which transactions applies:
(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
(4)	Proposed maximum aggregate value of transaction:
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¨	Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1)	Amount previously paid:
(2)	Form, Schedule or Registration Statement No.:
(3)	Filing Party:
(4)	Date Filed:

CAMBREX CORPORATION

March 20, 2012

Dear Stockholder,

You are cordially invited to attend the Annual Meeting of Stockholders of Cambrex Corporation. This year's meeting will be held on April 26, 2012, at 1:00 P.M. at the Metropolitan Center, One Meadowlands Plaza, East Rutherford, New Jersey 07073. Your Board of Directors and management look forward to greeting personally those stockholders who are able to attend.

At this year's meeting, you will be asked (1) to elect eight directors; (2) to hold an advisory, non-binding vote on the compensation of executives as disclosed in the Proxy Statement ("Say on Pay Vote"); (3) to consider and act upon the approval of the Amended and Restated Certificate of Incorporation of the Corporation (a) to fix the board size at three to eleven members and (b) to limit the Corporation's mandatory indemnification obligations to cover directors and officers only; (4) to consider and act upon the approval of an Executive Cash Incentive Plan; (5) to consider and act upon the approval of an Equity Incentive Plan for Non-Employee Directors; and (6) to ratify the selection of BDO USA, LLP ("BDO") as the Company's independent registered public accountants for the fiscal year ending December 31, 2012.

Your vote is important. Whether you plan to attend the meeting or not, please complete the enclosed proxy card and return it as promptly as possible. The enclosed proxy card contains instructions regarding voting. If you attend the meeting, you may continue to have your shares voted as instructed in the proxy, or you may withdraw your proxy at the meeting and vote your shares in person.

Sincerely,

/s/ John R. Miller
John R. Miller
Non-Executive Chairman

CAMBREX CORPORATION
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD APRIL 26, 2012

Notice Is Hereby Given that the 2012 Annual Meeting of Stockholders of Cambrex Corporation ("Company") will be held at the Metropolitan Center, One Meadowlands Plaza, East Rutherford, New Jersey 07073 on April 26, 2012, at 1:00 P.M. for the following purposes:

1. To elect eight (8) directors to hold office until the 2013 Annual Meeting of Stockholders and until their successors shall be elected and qualified;

2. To hold an advisory non-binding vote on the compensation of Named Executive Officers as disclosed in the Proxy Statement ("Say on Pay Vote");

3. To consider and act upon the approval of the Amended and Restated Certificate of Incorporation of the Corporation in substantially the form attached hereto as Exhibit 1 (a) to fix the board size at three to eleven members and (b) to limit the Corporation's mandatory indemnification obligations to cover directors and officers only;

4. To consider and act upon the approval of an Executive Cash Incentive Plan;

5. To consider and act upon the approval of the 2012 Equity Incentive Plan for Non-Employee Directors;

6. To consider and act upon the ratification of the appointment of BDO as independent registered public accountants for the fiscal year ending December 31, 2012; and

7. To transact such other business as may properly come before the meeting or any adjournment thereof.

Only stockholders of record of Common Stock of the Company at the close of business on March 15, 2012, will be entitled to vote at the meeting. The list of such stockholders will be available for inspection by stockholders during the ten days prior to the meeting in accordance with Section 219 of the Delaware General Corporation Law at One Meadowlands Plaza, East Rutherford, New Jersey 07073 and will also be available at the Annual Meeting. Stockholders may make arrangements for such inspection by contacting William M. Haskel, Senior Vice President, General Counsel and Corporate Secretary, Cambrex Corporation, One Meadowlands Plaza, East Rutherford, New Jersey 07073.

By order of the Board of Directors,

/s/ William M. Haskel
William M. Haskel,
Secretary

March 20, 2012

THE VOTE OF EACH STOCKHOLDER IS IMPORTANT.
PLEASE DATE AND SIGN THE ACCOMPANYING PROXY CARD AND PROMPTLY RETURN IT IN THE POSTAGE PAID ENVELOPE PROVIDED.

CAMBREX CORPORATION

2012 ANNUAL MEETING OF
STOCKHOLDERS
PROXY STATEMENT

PROXY SOLICITATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors ("Board") of Cambrex Corporation ("Cambrex" or the "Company") for use at the 2012 Annual Meeting of Stockholders to be held on April 26, 2012, and at any adjournment of the meeting. The address of the Company's principal executive office is One Meadowlands Plaza, East Rutherford, New Jersey 07073. This Proxy Statement and the form of proxy are being mailed to stockholders commencing on or about March 20, 2012.

The costs of soliciting proxies will be borne by the Company. Brokerage houses, banks, custodians, nominees and fiduciaries are being requested to forward the proxy material to beneficial owners, and their reasonable expenses relating thereto will be reimbursed by the Company. Solicitation will be made by mail and also may be made personally, by telephone or electronic mail by the Company's officers, directors and employees without special compensation for such activities.

VOTING OF PROXY AND REVOCABILITY

Shareholder of Record. If your shares are registered directly in your name with the Company's transfer agent, you are considered the stockholder of record with respect to those shares, and this Proxy Statement was sent directly to you by the Company. As a record stockholder, there are two ways to vote: (1) in person at the Annual Meeting, where you can present your proxy card or the Company will give you a ballot, or (2) by mail, by filling out the proxy card and sending it back in the envelope provided. Properly executed proxies received by the Company will be voted in accordance with the instructions indicated thereon, and if no instructions are indicated, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this Proxy Statement (and as proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting).

Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a brokerage firm, bank, broker dealer, or other similar organization, then you are the beneficial owner of shares held in "street name," and this Proxy Statement was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account. As a beneficial stockholder, there are four ways to vote: (1) in person at the Annual Meeting, by obtaining a legal proxy from the organization that holds your shares (please contact that organization for instructions regarding obtaining a legal proxy), (2) via the Internet, by visiting www.proxyvote.com and entering the control number found on the proxy card, (3) by telephone, by calling the toll free number found on the vote instruction form, and (4) by mail, by filling out the vote instruction form and sending it back in the envelope provided. Properly executed proxies received by the Company will be voted in accordance with the instructions indicated thereon. However, if as a beneficial owner, you do not provide the organization that holds your shares with specific voting instructions, under applicable New York Stock Exchange ("NYSE") rules, that organization may generally vote on "routine" matters but cannot vote on "non-routine" matters. If that organization does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares may inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares, which is generally referred to as a "broker non-vote." At this Annual Meeting, only the ratification of the appointment of BDO as the Company's independent registered public accountants for the fiscal year ending December 31, 2012, is a matter considered routine, which means that a broker or other nominee may generally vote on this matter and no broker non-votes are expected to exist in connection with this routine matter. Otherwise, the proposals regarding the election of directors, the advisory non-binding vote on the compensation of Named Executive Officers ("Say on Pay Vote"), the approval of the Amended and Restated Certificate of Incorporation of the Corporation (a and b), the approval of the Corporation's Executive Cash Incentive Plan and the approval of the 2012 Equity Incentive Plan for Non-Employee Directors are non-routine matters, which means that a broker or other nominee cannot vote without your instructions, and therefore there may be broker non-votes on these proposals.

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting by giving another proxy bearing a later date or by notifying the Company in writing of such revocation or by a vote in person at the Annual Meeting. If you are a beneficial owner you may vote again on a later date via the Internet, by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted), by signing and returning a new proxy card or vote instruction form with a later date, or by attending the Annual Meeting and voting in person. The execution of a proxy will not affect a stockholder's right to attend the Annual Meeting and vote in person, but attendance at the Annual Meeting will not, by itself, revoke a proxy.

The Company knows of no reason why any of the nominees named herein would be unable to serve for the terms indicated. In the event, however, that any such nominee should, prior to the election, become unable to serve as a director, unless the Board decides to decrease the size of the Board, the proxy will be voted for such substitute nominee as the Board of Directors shall propose.

The Board knows of no matters to be presented at the meeting other than those set forth in the foregoing Notice of Annual Meeting. The Proxy Card conveys discretionary authority to vote on any other matter not presently known by management that may properly come before the Annual Meeting. If other matters properly come before the meeting, the persons named in the accompanying form of proxy intend to vote the shares subject to such proxies in accordance with their best judgment.

RECORD DATE, QUORUM AND VOTING RIGHTS

The Company has only one class of voting securities, which is the Common Stock, par value $0.10 ("Common Stock"). Only holders of Common Stock of the Company of record at the close of business on March 15, 2012, will be entitled to vote at the meeting. On such record date there were outstanding and entitled to vote 29,616,079 shares of Common Stock and each such share is entitled to one vote.

The holders of a majority of the shares entitled to vote at the Annual Meeting, present in person or by proxy, shall constitute a quorum. Broker non-votes and abstentions are counted for purposes of determining whether a quorum is present.

Please see each proposal for a detailed description of the votes required as well as the treatment of abstentions and broker non-votes, as applicable.

PRINCIPAL STOCKHOLDERS

The following sets forth information with respect to the only persons of which the Company is aware as of February 15, 2012, who may be deemed to beneficially own more than 5% of the outstanding Common Stock of the Company:

Name and Address	Number of Shares Beneficially Owned	Percent of Class(1)
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	2,560,335(2)	8.65%
Heartland Advisors, Inc. 789 North Water Street Milwaukee, WI 53202	2,000,000(3)	6.75%

Royce & Associates, LLC 745 Fifth Avenue New York, NY 10151	1,873,584(4)	6.33%
Neuberger Berman Group LLC Neuberger Berman, LLC 605 Third Avenue New York, NY 10158	1,742,996(5)	5.89%

(1) For the purpose of this table, the percent of issued and outstanding shares of Common Stock of the Company held by each beneficial owner has been calculated on the basis of 29,610,079 shares of Common Stock issued and outstanding (excluding treasury shares) on February 15, 2012.

(2) Based on information as of December 31, 2011, obtained from a Schedule 13G filed with the SEC on February 10, 2012, by BlackRock, Inc. (“BlackRock”). The foregoing information has been included solely in reliance upon and without independent investigation of the disclosures contained in BlackRock’s Schedule 13G.

(3) Based on information as of December 31, 2011, obtained from a Schedule 13G filed with the SEC on February 10, 2012, by Heartland Advisors, Inc. (“Heartland”). The foregoing information has been included solely in reliance upon and without independent investigation of the disclosures contained in Heartland’s Schedule 13G.

(4) Based on information as of December 31, 2011, obtained from a Schedule 13G filed with the SEC on January 9, 2012, by Royce & Associates, LLC (“Royce”). The foregoing information has been included solely in reliance upon and without independent investigation of the disclosures contained in Royce’s Schedule 13G.

(5) Based on information as of December 31, 2011, obtained from a Schedule 13G filed with the SEC on February 14, 2012, by Neuberger Berman Group LLC and Neuberger Berman, LLC (“Neuberger”). The foregoing information has been included solely in reliance upon and without independent investigation of the disclosures contained in Neuberger’s Schedule 13G.

COMMON STOCK OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS

The following table gives information concerning the beneficial ownership of the Company’s Common Stock on February 15, 2012, by (i) each nominee for election as a director, (ii) each of the “Named Executive Officers” set forth in the Summary Compensation Table (below) and (iii) all directors and executive officers of the Company as a group.

Beneficial Owners	Shares Beneficially Owned(1)	Percent of Class(2)
David R. Bethune	25,116(3)	*
Rosina B. Dixon, M.D.	45,780(4)	*
Kathryn R. Harrigan	44,804(5)	*
Leon J. Hendrix, Jr.	108,162(6)	*
Ilan Kaufthal	150,724(7)	*
Steven M. Klosk	377,237(8)	1.27%
William B. Korb	87,456(9)	*
John R. Miller	31,389(10)	*
Peter G.Tombros	59,186(11)	*
Shawn Cavanagh	18,750(12)	*
Aldo Magnini	56,408(13)	*
Paolo Russolo	139,085(14)	*
Gregory P. Sargen	142,320(15)	*
All Directors and Executive Officers as a Group (14 Persons)	1,286,417(16)	4.35%

* Beneficial Ownership is less than 1% of the Common Stock outstanding.

(1) Except as otherwise noted, reported share ownership is as of February 15, 2012. Unless otherwise stated, each person has sole voting and investment power with respect to the shares of Common Stock he or she beneficially owns.

(2) For the purpose of this table, the percent of issued and outstanding shares of Common Stock of the Company held by each beneficial owner has been calculated on the basis of (i) 29,610,079 shares of Common Stock issued and outstanding (excluding treasury shares) on February 15, 2012, and (ii) all shares of Common Stock subject to stock

options which are held by such beneficial owner and are exercisable within 60 days of February 15, 2012.

(3) The number of shares reported includes 6,000 shares issuable upon exercise of options granted under the Company's 1998 and 2004 stock option plans.

(4) The number of shares reported includes 6,000 shares issuable upon exercise of options granted under the Company's 1998 and 2001 stock option plans.

(5) The number of shares reported includes 4,000 shares issuable upon exercise of options granted under the Company's 1998 and 2001 stock option plans.

(6) The number of shares reported includes 6,000 shares issuable upon exercise of options granted under the Company's 1998, 2001 and 2004 stock option plans and 75,546 share equivalents held at February 15, 2012, in the Company's recently terminated Directors' Deferred Compensation Plan.

(7) The number of shares reported includes 6,000 shares issuable upon exercise of options granted under the Company's 1998 and 2001 stock option plans.

(8) The number of shares reported includes 168,500 shares issuable upon exercise of options granted under the Company's stock option plans, 9,959 restricted stock units and 49,121 share equivalents held at February 15, 2012, in the Company's Deferred Compensation Plan.
(9) The number of shares reported includes 6,000 shares issuable upon exercise of options granted under the Company's 1998, 2001 and 2004 stock option plans, 1,000 shares held by a family member for which beneficial ownership of such shares is disclaimed, and 61,340 share equivalents held at February 15, 2012, in the Company's recently terminated Directors' Deferred Compensation Plan.
(10) The number of shares reported includes 6,000 shares issuable upon exercise of options granted under the Company's 1998 and 2001 stock option plans.
(11) The number of shares reported includes 8,000 shares issuable upon exercise of options granted under the Company's 1998, 2001 and 2004 stock option plans, and 31,070 share equivalents held at February 15, 2012, in the Company's recently terminated Directors' Deferred Compensation Plan.
(12) The number of shares reported includes 18,750 shares issuable upon exercise of options granted under the Company's stock option plans.
(13) The number of shares reported includes 41,000 shares issuable upon exercise of options granted under the Company's stock option plans and 5,400 restricted stock units.
(14) The number of shares reported includes 72,000 shares issuable upon exercise of options granted under the Company's stock option plans and 6,530 restricted stock units.
(15) The number of shares reported includes 98,500 shares issuable upon exercise of options granted under the Company's stock option plans and 7,562 restricted stock units.
(16) The number of shares reported includes 446,750 shares issuable upon exercise of options that are currently exercisable or will become exercisable within 60 days, 29,451 restricted stock units, 167,956 share equivalents held at February 15, 2012 in the recently terminated Director's Deferred Compensation Plan and 49,121 share equivalents held at February 15, 2012 in the Company's Deferred Compensation Plan. Shares held by immediate family members are included and beneficial ownership of such shares is disclaimed.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

Directors elected at this Annual Meeting shall hold office until the first annual meeting of stockholders following their election and until a successor shall have been elected and qualified or until the director's prior death, resignation or removal. That being the case, at this Annual Meeting eight (8) directors will be elected to hold office until the 2013 Annual Meeting and until their successors shall be elected and qualified. Each of the nominees has consented to serve as a director if elected. To be elected, each nominee for director requires a majority of the votes cast.

For purposes of electing directors, a "majority of the votes cast" means that the number of votes cast "for" a director exceeds the number of votes cast "against" that director. The Governance Committee has established procedures under which any director who is not elected (because the number of votes cast against such director's candidacy exceeds the number of votes cast in favor of that candidacy) shall offer to tender his or her resignation to the Board. In such case, the Governance Committee will make a recommendation to the Board on whether to accept or reject the offer to resign, or whether other action should be taken. The Board will act on the Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results.

An uncontested election of directors is no longer considered a "routine" item under the NYSE rules. As a result, brokers holding shares beneficially owned by their clients will no longer have the ability to cast votes with respect to the election of directors unless they have received instructions from the beneficial owner of the shares. It is therefore important that you provide instructions to your broker if your shares are held by a broker so that your vote with respect to directors is counted. Abstentions and broker non-votes will not be counted in connection with the election of directors. The following sets forth with respect to the eight persons who have been nominated by the Board for election at this Annual Meeting certain information concerning their positions with the Company and principal outside occupations and other directorships held. Except as otherwise disclosed herein, none of the corporations or organizations listed below is a parent, subsidiary or other affiliate of the Company.

The Board recommends a vote FOR the election of the eight (8) Nominees named below.

Nominees for Election to Serve as Directors Serving
until the 2013 Annual Meeting

The Company's Corporate Governance Guidelines establish criteria for membership on the Board. Under these criteria, the Governance Committee seeks to identify a diverse group of candidates for the Board. These candidates should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of the stockholders. While neither the Board nor the Governance Committee has a formal policy regarding diversity in evaluating candidates, the Committee seeks to select nominees with a broad diversity of experience, professions, skills, geographic representations and backgrounds. The skills and backgrounds of the nominees should include, among other things, experience in making decisions, a track record of competent judgment, the ability to function rationally and objectively, and experience in different businesses and professions. The Committee does not assign specific weight to particular criteria and not all criteria apply to every candidate. The Board believes that as a group the Board consists of a sufficiently diverse group in terms of experience, knowledge and abilities to allow the Board to fulfill its responsibilities to the stockholders and the Company. Based on the experiences, attributes and skills of each of the Board's nominees set forth below, which exemplify the sought-after characteristics described above, the Board has concluded that each nominee possesses the appropriate qualifications to serve as a director of the Company.

Rosina B. Dixon, M.D. (age 69). Director since 1995. Chairperson of the Compensation Committee and Member of the Regulatory Affairs Committee of the Board. Dr. Dixon has been Medical Director, Advance Biofactures Corp., a pharmaceuticals company in Lynbrook, NY, since January 2012. Prior to that she was Senior Director, Global Pharmacovigilance and Epidemiology at Sanofi-Aventis, a global biopharmaceuticals company, Bridgewater, NJ from 2006 to 2011. From May 1986 to September 2006 she was a consultant to the pharmaceutical industry. Dr. Dixon previously served as Vice President and Secretary of Medical Market Specialties Incorporated, as well as a member of its Board of Directors. She was also previously Medical Director, Schering Laboratories, Schering-Plough Corporation. Prior to that, Dr. Dixon was Executive Director Biodevelopment, Pharmaceuticals Division, CIBA-GEIGY Corporation. Dr. Dixon has been a member of the Board of Directors of Church & Dwight Co., Inc. since 1979.

As Medical Director at Advance Biofactures Corp., Dr. Dixon provides insight into clinical development issues at small pharmaceutical companies. From her previous experience as Senior Director, Global Pharmacovigilance and Epidemiology at Sanofi-Aventis, she has a unique perspective to offer the Company on a variety of issues relating to worldwide utilization, development, and production of APIs. Dr. Dixon has also gained a wealth of knowledge regarding drug compounds and the pharmaceuticals business during her years as a consultant in the industry and while employed by Schering-Plough Corporation and CIBA-GEIGY. With over 30 years of service on the Board of Directors of Church & Dwight Co., Inc., Dr. Dixon has valuable experience with the issues facing a Board of Directors.

Kathryn R. Harrigan (age 61). Director since 1994. Member of the Audit and Regulatory Affairs Committees of the Board. In 1993, Dr. Harrigan became the first Henry R. Kravis Professor of Business Leadership at Columbia University Business School. Dr. Harrigan was previously Professor, Management Division of the Columbia University Business School and Academic Director of the Jerome A. Chazen Institute for International Business at Columbia University. Dr. Harrigan is a founding member of the Strategic Management Society. She has taught in several executive development programs for Columbia Business School, for Management Centre Europe (London and Brussels), Frost & Sullivan (London and Frankfurt), and Business Week Executive Programs (Amsterdam and several U.S. cities). She has taught in the Executive MBA Programs of Seoul National University, Ben Gurion University, St. Gallen University (Switzerland), and the Indian Institute of Planning and Management (India). In 1989, Dr. Harrigan was elected a Fellow of the Academy of Management and has served on its Board of Governors as well as the Advisory Board of Ronin Development Corporation. She has written for and has served on the Board of Editors of various journals including the Strategic Management Journal, Academy of Management Review (Consulting Editor), Academy of Management Journal, Columbia Journal of World Business, Academy of Management Executive, Journal of Business Strategy, and Journal of Engineering and Technology Management.

Dr. Harrigan’s significant academic experiences include educating graduate level students in international and domestic business at top tier business schools and teaching executive development programs in several U.S. cities, the UK, Germany, Switzerland, and India, and earned her the distinction of being named the first Henry R. Kravis Professor of Business Leadership at Columbia University Business School. The depth and breadth of Dr. Harrigan’s exposure to complex business issues worldwide makes her a skilled advisor.

Leon J. Hendrix, Jr. (age 70). Director since 1995. Chairman of the Governance Committee and Member of the Compensation Committee of the Board. Mr. Hendrix retired as Chairman of Remington Arms Co. in May 2007. He was Chairman of Remington Arms Co. from December 1997. From December 1997 until April 1999 he was also Chief Executive Officer. From 1993 to 2000, Mr. Hendrix was a Principal of Clayton, Dubilier & Rice, Inc., a private investment firm. Prior thereto, Mr. Hendrix was with Reliance Electric Company, a manufacturer and seller of industrial and telecommunications equipment and services. Since 1973, he held a series of executive level positions with Reliance Electric Company, most recently as Chief Operating Officer and was a member of the Board of Directors since 1992. Mr. Hendrix was a member of the Board of Directors of Keithley Instruments, Inc. from 1990 to

2010 and NACCO Industries from 1995 to 2006. He is a Member and Past Chairman of the Clemson University Board of Trustees.

Having been the Chief Executive Officer of Remington Arms Co. and holding a series of executive level positions including Chief Operating Officer at Reliance Electric Company, Mr. Hendrix has extensive business experience. In addition, Mr. Hendrix's position as a Principal of Clayton, Dubilier & Rice, Inc. has provided him significant experience in dealing with financial matters and his positions on the Boards of Reliance, Keithley Instruments, Inc., NACCO Industries and the Clemson University Board of Trustees have provided him valuable insight into the role of the Board of Directors.

Ilan Kaufthal (age 64). Director since formation of the Company in 1983. Member of the Audit and Compensation Committees of the Board. Mr. Kaufthal is currently Senior Advisor at Irving Place Capital, a private equity firm. He is also Chairman of East Wind Advisors, a broker dealer. Mr. Kaufthal currently serves as a member of the Boards of Directors of Tronox, Inc., a publicly traded producer of titanium dioxide pigment based in Oklahoma City, Oklahoma, Blyth, Inc., a leading designer and marketer of candles, accessories for the home and wellness products, located in Greenwich, Connecticut and Edmunds.com, a private company. He was Vice Chairman of Investment Banking at Bear, Stearns & Co. Inc. from May 2000 until June 2008. Prior to joining Bear, Stearns & Co. Inc., Mr. Kaufthal was with Schroder & Co. Incorporated as Vice Chairman and head of mergers and acquisitions for thirteen years. Prior thereto, he was with NL Industries, Inc., a firm in the chemicals and petroleum services businesses, as its Senior Vice President and Chief Financial Officer.

With his extensive background in the investment banking community coupled with his business experience as the Chief Financial Officer of NL Industries, Mr. Kaufthal brings a unique perspective to the Board. Mr. Kaufthal’s extensive investment banking experience makes him an invaluable advisor particularly in the context of merger and acquisition activities.

Steven M. Klosk (age 55). Director since 2008. Mr. Klosk joined Cambrex in 1992 and was elected President and Chief Executive Officer of Cambrex and became a member of the Board in May 2008. In 2007 he was appointed Executive Vice President and Chief Operating Officer of Cambrex and assumed the responsibility of the Pharmaceutical business. Between 2005 and 2007, Mr. Klosk served as Executive Vice President and Chief Operating Officer of the Pharma and BioPharmaceutical Business Unit. Between 1992 and 2005, he held positions of increasing responsibility including Executive Vice President-Administration. Mr. Klosk currently serves on the Board of Directors of NPS, a privately held packaging company, and the Foundation Board for St. Joseph’s Hospital in Paterson, New Jersey.

Having served in a variety of increasingly senior positions, including President and Chief Executive Officer at the Company, Executive Vice President-Administration and Chief Operating Officer, Mr. Klosk has a unique perspective on the day-to-day operations and strategic development of Cambrex. In these positions, Mr. Klosk has been responsible for both the operations of the Company and the overall human resources decisions giving him insight into the talent management process as well as the business and operational functions of the organization.

William B. Korb (age 71). Director since 1999. Member of the Audit Committee and Chairman of the Regulatory Affairs Committee of the Board. From 1987 until his retirement on March 1, 2001, Mr. Korb was Director, President and Chief Executive Officer of Marconi Commerce Systems, Inc., formerly Gilbarco Inc., the world’s leading gasoline pump and dispenser manufacturing company. Prior to joining Gilbarco, he was an Operating Vice President of Reliance Electric Company, a position he held from 1979 to 1987. Mr. Korb served on the Board of Premier Farnell plc from February 2003 to June 2010.

Mr. Korb has extensive business experience including seven and half years as a Director of Premier Farnell plc, over a year as Director, President and Chief Executive Officer of Marconi Commerce Systems, Inc., fourteen years as Director, President and Chief Executive Officer of Gilbarco and twenty-five years in management positions with increasing responsibility at Reliance Electric Company. This experience provides him with a strong background in dealing with financial and operational issues at large corporations.

John R. Miller (age 74). Director since 1998. Non-Executive Chairman of the Board and Member of the Compensation and Governance Committees of the Board. Since August 2006 to the present, Mr. Miller has also served as Non-Executive Chairman of the Board of Graphic Packaging Holding Company, a global paperboard and packaging company. Mr. Miller was a Director of Eaton Corporation, a global diversified industrial manufacturer. In addition, he served as Non-Executive Chairman of SIRVA, Inc., a provider of moving and relocation services, from

2006 to 2008. He is also a past Director and Chairman of the Federal Reserve Bank of Cleveland and he served with The Standard Oil Company as a Director, President and Chief Operating Officer from 1980 until 1986.

With his many years of experience serving on the Boards of Directors of a number of public and private companies combined with his experience on the Board of the Federal Reserve Bank of Cleveland and as a senior officer at The Standard Oil Company, Mr. Miller is a seasoned executive with extensive leadership and Board-level background. In addition, Mr. Miller serves as the Non-Executive Chairman of Graphic Packaging Holding Company and has served as the Non-Executive Chairman of SIRVA, Inc., experience that positions him well to act as our Non-Executive Chairman.

Peter G. Tombros (age 69). Director since 2002. Chairman of the Audit Committee and Member of the Governance Committee of the Board. Since 2006, Mr. Tombros has been Professor, Distinguished Executive in Residence, Eberly College of Science BS/MBA Program, Pennsylvania State University. From 2001 until 2005, he was former Chairman of the Board and Chief Executive Officer of VivoQuest, a private biopharmaceutical company. From 1994 to 2001, he served as President and Chief Executive Officer of Enzon Pharmaceuticals. Before joining Enzon Pharmaceuticals, Mr. Tombros spent 25 years with Pfizer, Inc. as Vice President of Marketing, Vice President Corporate Strategic Planning, Senior Vice President and General Manager and as Executive Vice President of Pfizer Pharmaceuticals, Inc. Mr. Tombros is Director and Non-Executive Chairman of the Board of Directors of NPS Pharmaceuticals.

Mr. Tombros has broad operating and board experience in the pharmaceutical industry including big pharma, biotechnology, specialty pharma, generic pharma and clinical research organizations. Mr. Tombros has served on eight different public company boards. He has been both a member and chair of many board committees including audit, compensation, governance and special committees among others. He has also served as Non-Executive Chairman of three of those public company boards. This unique combination of executive operating experience, public board experience, and academic perspective make him a tremendous asset in assessing financial and strategic issues facing the company and providing valued advice to the Company, the Board and its committees.

Company Policies and Procedures related to Review, Approval and Ratification of Transactions with Related Persons

Pursuant to the Company's Corporate Governance Guidelines, the Board expects Cambrex directors, officers and employees to act ethically at all times and to adhere to the Company's Code of Business Conduct and Ethics, including the Company's policies on Business Conduct and Ethics and Conflicts of Interest. A "conflict of interest" occurs when an individual's personal interests interfere in any way (or even appear to interfere) with the interests of the Company. A conflict situation can arise when a director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when a director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

A potential conflict of interest with respect to a proposed transaction is required to be reported to the Company's General Counsel and Chief Executive Officer and the Board's Governance Committee. The Governance Committee will evaluate the circumstances surrounding the potential conflict of interest and recommend action to the full Board, which will consider any such recommendation. The Board is responsible for the ultimate determination as to whether the transaction giving rise to the potential conflict of interest can proceed.

In addition, the Audit Committee is responsible for the review and approval of related-person transactions that are required to be disclosed under Item 404 of Regulation S-K.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers, and persons who own more than ten percent of the Common Stock, to file reports of ownership and transactions in the Company's securities with the SEC and the NYSE. Such directors, executive officers and ten percent stockholders are also required to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on a review of the copies of such forms received by it, and on written representation from certain of the Company's directors and executive officers that no other reports were required, the Company believes that all Section 16(a) filing requirements applicable to its directors, executive officers and ten percent stockholders were complied with during the 2011 fiscal year with the exception of one Section 16(a) filing relating to one transaction for Aldo Magnini filed after the required period. All required Section 16(a) filings for Mr. Magnini have currently been filed.

CORPORATE GOVERNANCE

The Board is responsible for directing the management of the business and affairs of the Company. The Board holds regular meetings five times each year and holds additional special meetings as necessary. During 2011 the Board held five meetings. Pursuant to Cambrex's Corporate Governance Guidelines, directors are expected to attend board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Board recognizes that occasional meetings may need to be scheduled on short notice when the participation of a director is not possible and that conflicts may arise that may prevent a director from attending a regularly scheduled meeting. The Board expects, however, that each director will make every reasonable effort to keep absences to a minimum. Although participation by telephone conference or other communications equipment is allowed, personal attendance is encouraged. In 2011, each of our incumbent directors attended all Board meetings and all meetings of Board committees on which they served. All nine directors attended the Company's annual meeting of stockholders in April of 2011.

Our Board has affirmatively determined, after considering all of the relevant facts and circumstances, that all of the directors, other than Steven M. Klosk, are independent from our management under the standards set forth in the Company's Independence Standards for Directors, which was adopted by the Board in 2004 and is available on the Company's website (www.cambrex.com). This means that none of the independent directors have any direct or indirect material relationship with the Company, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company. As a result, the Company has a majority of independent directors on our Board as required by the listing standards of the NYSE. The Board has also adopted the Code of Business Conduct and Ethics, which is applicable to all directors, officers and employees of the Company, including the Chief Executive Officer, the Chief Financial Officer and the principal accounting officer. This policy can also be found on the Company's website (www.cambrex.com).

Independent directors have regularly scheduled executive sessions in which they meet without the presence of members of management. These executive sessions occur before or after each regularly scheduled meeting of our Board and may also occur in conjunction with special meetings. John R. Miller leads these executive sessions as Non-Executive Chairman of the Board.

Board Leadership Structure

From formation of the Company in 1983 until 2008, the positions of Chairman of the Board and Chief Executive Officer were held by the same person. In 2008, the Board reassessed its structure upon a change in the Chief Executive Officer of the Company. Consequently, on May 14, 2008, the Board resolved to separate the role of Chairman and Chief Executive Officer in order to enhance independent Board leadership and overall corporate governance at the Company. Since July 1, 2008, John R. Miller has held the title of Non-Executive Chairman of the Board.

Risk Oversight

The role of the Board in managing risk at the Company is to have ultimate oversight for the risk management process. Management has day-to-day responsibility for the identification and control of risk facing the Company including timely identifying, monitoring, mitigating and managing those risks that could have a material impact on the Company. Further, management has the responsibility to report these risks as they arise to the Board and its committees and the Company's auditors. The Board has delegated certain risk assessment responsibilities to the Audit Committee, the Compensation Committee, the Governance Committee and the Regulatory Affairs Committee. In particular, the Audit Committee focuses on financial risk, including internal controls covering the safeguarding of assets and the accuracy and completeness of financial reporting. The Compensation Committee sets compensation programs for management that take into consideration alignment of management compensation with building shareholder value while avoiding compensation policies that reward excessive risk taking. On July 28, 2011, the Audit Committee appointed William M. Haskel, the Company's Senior Vice President, General Counsel and Corporate Secretary as Chief Compliance Officer. In that capacity Mr. Haskel is responsible for implementing the Company's compliance and ethics initiatives including providing the Audit Committee with quarterly and annual reviews of the effectiveness of the compliance and ethics program. The Governance Committee oversees the annual Board self-evaluation and director nomination process in order to ensure a diverse and well balanced Board and provides input to the Board related to the make-up of the Company's senior management team. Finally, the Regulatory Affairs Committee manages risk related to regulatory compliance and provides oversight with regard to the Company's compliance with regulatory requirements including Food and Drug Administration and Drug Enforcement Agency requirements, environmental, safety and health requirements at all of its manufacturing facilities as well as regulatory public policy issues facing the Company. These Committees meet regularly and report their findings to the Board throughout the year. The Company also maintains insurance policies that would reimburse the Company for a wide range of potential losses that the Company could incur in due course. The Company regularly reviews the levels, terms and conditions of this coverage to ensure they are prudent given the nature and size of the Company operations. Management periodically reports to the Audit and Regulatory Affairs Committees regarding the review of the Company's insurance coverage.

Shareholder Communications with our Board

The Company is committed to providing stockholders and other interested persons with an open line of communication for bringing issues of concern to the Company's non-management directors. In January 2004, the Board approved the following process by which such communications may be made and for handling any such communications received by the Company:

Any stockholder or interested person may communicate with the Company's non-management directors as a group by sending a communication to the Board, c/o Corporate Secretary, Cambrex Corporation, One Meadowlands Plaza, 15th Floor, East Rutherford, New Jersey 07073. All communications will be reviewed by the Company's Corporate Secretary who will send such communications to the non-management directors unless the Corporate Secretary determines that the communication does not relate to the business or affairs of the Company or the function of the Board or its committees, or relates to insignificant matters that do not warrant the non-management directors' attention or is not otherwise appropriate for delivery to the non-management directors.

The non-management directors who receive such communication will have discretion to determine the handling of such communication, and if appropriate, respond to the person sending the communication, as well as disclosure, which shall be consistent with the Company's policies and procedures and applicable law regarding the disclosure of information.

The Board has established four standing committees: the Regulatory Affairs Committee, the Governance Committee, the Audit Committee and the Compensation Committee. Each committee has a charter that has been adopted by such committee and approved by the Board. Printable versions of the charters of such Committees as well as the Corporate Governance Guidelines and Code of Business Conduct and Ethics are available on our website (www.cambrex.com), under the "Governance" link of the "Investors" section. The Company will also provide any of the foregoing information in print without charge upon written request to the Corporate Secretary, Cambrex Corporation, One Meadowlands Plaza, 15th Floor, East Rutherford, New Jersey 07073.

REGULATORY AFFAIRS COMMITTEE
William B. Korb, Chairperson
Rosina B. Dixon, M.D.
Kathryn R. Harrigan

Regulatory Affairs Committee

The Regulatory Affairs Committee, comprised of three independent directors, oversees the Company's compliance with various Food and Drug Administration and Drug Enforcement Agency regulatory requirements and environmental, health and safety affairs. Each year the Regulatory Affairs Committee develops a calendar-year annual schedule for the coming year. The Chair reports the Regulatory Affairs Committee's actions and recommendations to the full Board following each Regulatory Affairs Committee meeting. The Regulatory Affairs Committee held four meetings during 2011.

GOVERNANCE COMMITTEE
Leon J. Hendrix, Jr., Chairperson
David R. Bethune
John R. Miller
Peter G. Tombros

Governance Committee

The Governance Committee, comprised of four independent directors as defined by the rules and regulations of the Securities and Exchange Commission ("SEC"), the listing standards of the NYSE and the Company's Independence Standards for Directors, is responsible for, among other things, (i) reviewing the composition of the Board to assure that the proper skills and experience are represented on the Board, (ii) identifying candidates qualified to become Board members, and recommending to the Board the nominees to stand for election as directors to the Board at Annual Stockholder Meetings and candidates for newly created directorships and vacancies on the Board, (iii) overseeing the annual evaluation of the Board and management and (iv) developing and reviewing corporate governance principles and recommending changes as necessary. The Charter of the Governance Committee has been adopted by the Committee and approved by the Board. Each year the Governance Committee develops a calendar-year annual schedule for the coming year. The Chair reports the Governance Committee's actions and recommendations to the full Board following each Governance Committee meeting. The Governance Committee held three meetings in 2011.

Consideration of Director Nominees

Director Qualifications

The Company's Corporate Governance Guidelines set forth Board membership criteria. As described above, under these criteria, the Committee seeks to identify a diverse group of candidates for the Board who possess the highest personal and professional ethics, integrity and values and are committed to representing the long-term interests of the stockholders. The Committee conducts an annual review of the Corporate Governance Guidelines and a self-assessment of the Board. As part of such review, if necessary, the Committee has the discretion to recommend to the Board a modification to the Board membership criteria and make up.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serve on the Board for an extended period of time. Directors should not serve on more than four other boards of public companies in addition to the Cambrex Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Cambrex Board.

Identifying and Evaluating Nominees for Directors

The Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director. The Governance Committee regularly assesses the appropriate size of the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, and the Governance Committee concludes that the vacancy should be filled, it will consider various candidates for the vacancy. Candidates may come to the attention of the Governance Committee through current Board members, professional search firms, stockholders or other persons. These candidates are evaluated at regular or special meetings of the Governance Committee, and may be considered at any point during the year. The Governance Committee also considers properly submitted stockholder nominations for candidates for the Board. In addition to the standards and qualifications set out in the Company's Corporate Governance Guidelines, the Governance Committee also considers such other relevant factors as it deems appropriate, including the current composition of the Board, experience with the Company, the balance of management and independent directors, the need for Audit Committee or other expertise and the evaluations of other prospective nominees. There are no differences in the manner in which the Governance Committee evaluates nominees for director based on whether or not the nominee is recommended by a stockholder.

Stockholder Nominees

The Governance Committee will consider nominees recommended by stockholders. Such recommendations for the 2013 Annual Meeting should be sent to the Corporate Secretary of the Company in accordance with the procedures described under the heading "Stockholder Proposals for 2013." Nominees recommended by stockholders receive the same consideration as any other proposed nominees.

AUDIT COMMITTEE
Peter G. Tombros, Chairperson
David R. Bethune
Kathryn R. Harrigan
Ilan Kaufthal
William B. Korb

Audit Committee

The Audit Committee consists of five independent directors. The Board has determined that each member of the Audit Committee (i) is independent within the meaning of the rules and regulations of the SEC, the NYSE listing standards and the Company's Independence Standards for Directors; and (ii) satisfies the financial literacy requirements of the NYSE listing standards. Further, the Board has determined that at least one member of the Audit Committee satisfies the financial expertise requirements of the NYSE listing standards. The Board has also determined that Mr. Peter Tombros, Audit Committee Chairperson, is an Audit Committee Financial Expert, as that term is defined by current SEC rules.

The role of the Audit Committee is to assist the Board in fulfilling its responsibility to oversee (i) the integrity of the Company's financial reporting process; (ii) the Company's systems of internal accounting and financial controls; (iii) the annual independent audit of the Company's financial statements; (iv) the independent registered public accountant's qualifications and independence; and (v) the Company's compliance with legal and regulatory requirements. The Audit Committee's role is one of oversight and it recognizes that the Company's Management is responsible for preparing the Company's financial statements and that the Company's independent registered public accountants are responsible for auditing those financial statements.

Each year the Audit Committee develops a calendar-year annual schedule for the coming year. The Chair reports the Audit Committee's actions and recommendations to the full Board following each Audit Committee meeting. The Audit Committee met four times in 2011. The Audit Committee met individually with Management, with BDO, the Company's independent registered public accountants, and with the Company's outsourced internal auditors, as appropriate.

The Audit Committee reviewed and had discussions with Company Management and BDO regarding the quarterly and annual financial statements, including a discussion of accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee also reviewed and had discussions with BDO regarding the matters required to be discussed by Statement of Auditing Standards No. 61. Further, the Audit Committee received the written disclosures and the letter from BDO required by Public Company Accounting Oversight Board Rule 3526 (Independence Discussions with Audit Committees) and has discussed such disclosures and letter with representatives of BDO regarding its independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

COMPENSATION COMMITTEE
Rosina B. Dixon, M.D., Chairperson
Leon J. Hendrix, Jr.
Ilan Kaufthal
John R. Miller

Compensation Committee

The Compensation Committee, comprised of four independent directors, conducts reviews of the Company's general and executive compensation policies and strategies and oversees and evaluates the Company's overall compensation structure and programs. The Board has determined that each member of the Compensation Committee is (i) independent within the meaning of the rules and regulations of the SEC, NYSE listing standards and the Company's Independence Standards for Directors; and (ii) is a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934 and satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended ("the Code"). Each year the Compensation Committee develops a calendar-year annual schedule for the coming year. The Chair reports the Compensation Committee's actions and recommendations to the full Board following each Compensation Committee meeting. The Compensation Committee held five meetings during 2011.

The Compensation Committee's role is to work with executive management in developing a compensation philosophy. The Compensation Committee determines compensation for the President and Chief Executive Officer and reviews and approves compensation and bonus programs for all senior executives. Compensation recommendations for senior executives other than the President and Chief Executive Officer are initiated by the President and Chief Executive Officer for discussion and decision by the Committee. The Compensation Committee also oversees the Company's general employee benefit programs, including the Company's employee equity plans. The Compensation Committee also annually conducts a self-evaluation of its own performance for the prior year in order to encourage continuous improvement. For its self-evaluation the Compensation Committee referred to materials provided by the Governance Committee. The Compensation Committee conducts these reviews and the self-evaluation annually.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee during 2011 were Rosina B. Dixon, Leon J. Hendrix, Jr., Ilan Kaufthal and John R. Miller, each of whom is a non-employee independent director. No member of the Compensation Committee had any direct or indirect material interest in a transaction of Company or a business relationship with Company, in each case that would require disclosure under Item 407 of Regulation S-K or any other rules or regulations of the SEC.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the following Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

This Report is provided by the following independent and outside directors who comprise the Compensation Committee:

Rosina B. Dixon, M.D., Chairperson
Leon J. Hendrix, Jr.
Ilan Kaufthal
John R. Miller

COMPENSATION DISCUSSION AND ANALYSIS

The following is a discussion of our executive compensation program and compensation decisions made for the fiscal year ended 2011. This discussion relates to the executive officers named in the Summary Compensation Table on page 17. We refer to these officers as the “Named Executive Officers.”

The following discussion includes statements regarding performance targets with respect to our executive compensation program. These targets and goals are disclosed in the limited context of Cambrex’s compensation programs and should not be interpreted to be statements of management’s expectations or estimates of results or other guidance. Cambrex specifically cautions investors not to apply these statements to other contexts.

Objectives of our Executive Compensation Program

The objectives of our executive compensation program are as follows:

Competitive Compensation Package. In order to attract, motivate and retain high-quality executives with the requisite skills and abilities to enable the Company to achieve superior results, we seek to provide a total compensation package, including base salary, cash incentives and long-term equity-based awards, that is competitive for the markets in which Cambrex participates.

Reward performance. We place a strong emphasis on results, and therefore a significant portion of our executives’ compensation package is performance-based compensation, including cash incentives and long-term equity-based awards, which is designed to reward executives for the Company’s achievement of its financial goals, as well as the executives’ contributions to the achievement of those goals.

Align the interests of our executives with those of our shareholders. A significant portion of our compensation program is in the form of long-term equity-based awards, which serve to align the interests of our executives with those of our shareholders by rewarding executives for increasing shareholder value.

Compensation Process

The Compensation Committee determines the compensation of our President and Chief Executive Officer, as well as the compensation of our other Named Executive Officers. Our President and Chief Executive Officer provides recommendations to the Compensation Committee on the compensation of the Named Executive Officers (other than for himself), and consults with the Compensation Committee regarding such recommendations. Also, particularly in relation to the determination of the key elements of our compensation program, our Chief Financial Officer and our human resources department assist our President and Chief Executive Officer in preparing recommendations to the Compensation Committee. Further, the human resources department assembles compensation information regarding the Named Executive Officers for the Compensation Committee’s consideration. Also, as discussed in more detail below, the Compensation Committee periodically has engaged an independent compensation consultant to provide the Compensation Committee with market compensation data.

In determining or otherwise assessing recommendations for compensation, the Compensation Committee reviews the total compensation package. Elements considered include salaries, target annual and long-term incentives, retirement benefits, severance arrangements and change of control arrangements, to ensure their appropriateness in light of the Company’s strategic goals, the Named Executive Officer’s contributions to the Company, benchmarking data, and economic and market conditions. In setting the parameters of the compensation, the Compensation Committee may increase or decrease awards and may alter the balance between the cash and equity portions of certain awards.

As part of establishing compensation policies and making compensation determinations, the Compensation Committee also considers feedback received from our shareholders, which includes the results of the advisory votes at our most recent annual meeting. The Compensation Committee considered the favorable results of the 2010 shareholder advisory vote on executive compensation as one of several factors in maintaining the overall design of our executive compensation program for 2011. In addition, at our 2011 annual meeting of stockholders, a majority of our shareholders supported a proposal to hold an annual vote on our executive compensation program. In response, the Board has determined to hold this vote annually until the next frequency vote, rather than the triennial voting it had originally recommended.

Compensation Consultants and Peer Group Comparison Data

In 2010, the Compensation Committee retained James F. Reda & Associates, LLC (“Reda”), an independent compensation consultant, to aid in analyzing our executive compensation program, including, more particularly, helping us compile and review benchmark data to ensure that our executive compensation program is competitive and in line with market practice. In 2011, the Compensation Committee did not retain an independent compensation consultant. The Company’s human resources department updated the 2010 data prepared by Reda to reflect the latest available information for the Compensation Committee’s review, which was then used by the Compensation Committee to make decisions regarding our executive compensation program in 2011.

After considering a variety of factors, including the information provided in 2010 by Reda (as updated as set forth above), as well as with input from the President and Chief Executive Officer, the Compensation Committee determined the applicable 2011 benchmarking targets. For 2011, the Compensation Committee concluded that for each of our Named Executive Officers it was appropriate to target total compensation (i.e., salary, annual cash incentives and long-term equity-based compensation) at the median level of compensation of similarly situated executives at companies within a specified peer group. The peer group for 2011 consisted of the following 13 publicly-traded life sciences companies that are similar in size, as determined by revenues, to Cambrex:

American Vanguard Corp.
AMRI
Balchem Corp.
Dionex Corp.
Gen-Probe Inc.
Illumina Inc.
Nutraceutical Intl Corp
Par Pharmaceutical Companies, Inc.
Prestige Brands Holdings
QLT Inc.
Reliv International Inc.
Techne Corp.
ViroPharma Inc.

The composition of the peer group in 2011 was unchanged from 2010, except that the group no longer included Martek Biosciences Corp. and Chattem Chemicals, Inc. Both companies were acquired during 2010 and thus 2011 compensation information was not publicly available. Dionex Corp. was also acquired during 2011 but it remained part of the 2011 peer group because its 2011 compensation data was publicly available.

Elements of Compensation

The following summarizes the various elements of the total compensation package of our executives, including the Named Executive Officers:

Base Salary

As a necessary tool to attract and retain highly qualified executives, the Compensation Committee reviews base salaries of our Named Executive Officers annually to ensure they are competitive and fairly compensate the Named Executive Officers for their roles with the Company. The Compensation Committee generally targets a base salary level for each Named Executive Officer at or near the median base salary of similarly situated executives of our peer group of companies, but also considers, on a subjective basis, the Named Executive Officer’s effectiveness in his role, the overall nature, level and complexity of his responsibilities, and his tenure in the role. The Compensation Committee also considers the recommendations of the Chief Executive Officer (other than for his own base salary).

On January 27, 2011, the Compensation Committee approved a base salary increase for Mr. Sargen from $341,676 to $365,000 and for Mr. Magnini from €215,000 to €240,000. In addition, the Compensation Committee approved a base salary increase for Mr. Klosk from $450,000 to $500,000 on October 18, 2011, Mr. Klosk’s first increase since 2008.

Performance-Based Compensation

Annual performance-based compensation and long-term equity or equity-based incentive awards comprise a significant portion of the compensation we pay to our Named Executive Officers. These compensation components are essential to our pay-for-performance philosophy, which seeks to vary compensation depending on (i) the level of achievement of the Company’s strategic and financial goals (as well as a Named Executive Officer’s contributions towards the achievement of those goals), and (ii) the creation of shareholder value over the long-term.

Annual Cash Incentive Awards

Each year the Compensation Committee, in consultation with the President and Chief Executive Officer and the Chief Financial Officer, sets goals and objectives for the Company's Named Executive Officers. At year end, the attainment of results, measured against the Named Executive Officers' goals and objectives, is reviewed by the Compensation Committee subsequent to review and recommendation by the President and Chief Executive Officer.

The following table reflects the minimum, target and maximum levels for the various Company-based performance metrics used in calculating 2011 incentive awards for Messrs. Klosk, Cavanagh, Sargen, Russolo and Magnini:

($ in millions)

Performance Metric	Minimum	Target	Maximum	Weight
Revenue	$ 244.2	$ 248.7	$ 253.2	20 %
EBITDA	$ 43.0	$ 46.0	$ 49.0	50 %
Net Debt	$ 81.4	$ 77.4	$ 73.4	30 %

The Revenue metrics set forth in the table above were based on the Company's 2010 revenue amount, applying growth rates of 3% at the "Minimum" level, 5% at the "Target" level and 7% at the "Maximum" level for 2011, excluding, in each case, the impact of changes in foreign exchange rates. For purposes of applicable targets, "EBITDA" is defined as operating profit from continuing operations plus depreciation and amortization plus 51% of operating profit plus depreciation and amortization for Zenera Pharma, an unconsolidated entity in which Cambrex owns a 51% stake, and "Net Debt" is defined as debt less cash and cash equivalents and reflects the average of the net debt balance at the end of each calendar quarter within 2011. All metrics exclude any restructuring costs and the impact of acquired or divested companies during the year and transaction costs.

The amount of each Named Executive Officer's annual cash incentive compensation is based on a percentage of the Named Executive Officer's base salary, prorated for the weight accorded to each metric. For performance below the minimum threshold, no incentive award would be paid. If minimum threshold performance is achieved, up to 50% of each Named Executive Officer's base salary would generally be payable as an annual cash incentive award; up to 60% of base salary would generally be payable if performance met the target threshold; and up to 200% of base salary would generally be payable if performance met or exceeded the maximum threshold. For performance levels between thresholds, the potential award percentage for each metric is interpolated on a straight line basis. The Compensation Committee retains negative discretion to adjust the payout under the annual cash incentive plan based on its subjective assessment of the Company's and/or the individual Named Executive Officer's performance for the year. The Compensation Committee does not establish formal goals or objectives for the Named Executive Officers with regard to individual performance. For 2011 the Compensation Committee did not make any discretionary adjustments to the annual cash incentive awards.

For 2011, Revenue, EBITDA and Net Debt performance against goals yielded an annual cash incentive award of 143% of base salary for the following Named Executive Officers in the amounts shown: Mr. Klosk – $715,217, Mr. Cavanagh – $536,413, Mr. Sargen – $522,108, Mr. Russolo – $517,579 and Mr. Magnini – $477,765.

Long-Term Incentive Awards

The Compensation Committee views long-term incentive awards as an integral component of our compensation program, promoting executive retention and creation of long-term shareholder value by aligning the interests of Named Executive Officers with those of our shareholders. The Compensation Committee uses the median of long-term incentive awards granted by the peer group as a reference point when evaluating long-term incentive awards as part of the Named Executive Officers' overall compensation. While the peer group data for the Named Executive Officer's position is the key factor in determining the amount of long-term incentive awards, the Compensation Committee also considers such factors as the Named Executive Officer's effectiveness in his role, the amounts of prior awards, the overall nature, level and complexity of his responsibilities, his tenure in the role, and to the extent that it is a limiting factor, the number of shares available to be granted under shareholder approved equity incentive plans.

Messrs. Klosk, Cavanagh, Sargen and Magnini received long-term equity and equity-based incentive awards in 2011. These awards consisted of stock options and cash-settled performance share units (“PSUs”) granted under the Company’s 2009 Long-Term Incentive Plan and, with respect to Mr. Cavanagh’s stock options, under the 2001, 2003, 2004 and 2009 plans, respectively. The Compensation Committee chose to grant (and historically has chosen to grant) stock options to provide the Named Executive Officers with an incentive to drive long-term appreciation in the value of the Company’s stock for the benefit of shareholders. The Company considers stock options to be performance-based incentives because they provide value to the recipient only if the price of the Company’s Common Stock increases above the option’s exercise price, which is set at the fair market value of the Common Stock on the date of the grant. The Compensation Committee chose to grant (and has historically chosen to grant) PSUs to reward the Named Executive Officers for relative performance compared to publicly-traded life sciences companies competing in the same industry as the Company. Typically, our PSUs are based on three-year performance measures and are not paid out until after the third anniversary of the grant date. Our stock options generally vest in equal increments over a four-year period at each annual anniversary of the grant date. Both stock options and PSUs are subject to a Named Executive Officer’s continued employment as of an applicable vesting date, but may sooner vest in whole (in the case of stock options) or in part (in the case of PSUs) upon a change of control or, in the case of PSUs, in the event of certain terminations of the grantee’s employment.

On January 27, 2011, Mr. Cavanagh received a grant of 75,000 stock options with an exercise price set at $5.12 in connection with the commencement of his employment with the Company. On October 18, 2011, Messrs. Klosk, Cavanagh, Sargen, and Magnini received grants of 100,000 stock options, 35,000 stock options, 25,000 stock options, and 20,000 stock options, respectively, each with an exercise price set at $5.72. The Company sets exercise prices for each option grant at the mean price between the daily high and low trading prices for its Common Stock on the option’s grant date.

PSU awards provide the Named Executive Officer the right to receive the cash value of a certain number of shares of the Company’s Common Stock in the future, which number depends on the Company’s level of achievement of revenue growth and EBITDA growth as compared to the relative revenue growth and EBITDA growth of the members of a specified peer group of companies over a specified performance period. For purposes of the PSU awards made to Named Executive Officers in 2011, the peer group against which Cambrex’s performance will be measured generally consists of those companies with 2010 revenues between ten percent (10%) and seven hundred and fifty percent (750%) of the Company’s 2010 revenues that are contained in GICS Code 352030, Life Sciences Tools and Services, as of the first day of the month in which an award was granted. The Compensation Committee determined that this group of companies was appropriate for the PSU awards because it consists of small capitalization U.S. public life sciences companies like Cambrex.

In 2011, the Company granted PSU awards with a cash value of up to a maximum of the following number of shares of our Common Stock to the following Named Executive Officers: Mr. Klosk – 100,000 shares; Mr. Cavanagh – 110,000 shares; and Mr. Sargen – 50,000 shares. Mr. Cavanagh’s PSUs were granted as part of two separate awards: an award in April 2011 relating to his commencement of employment with Cambrex with a cash value of up to a maximum of 50,000 shares, and an award in October 2011 with a cash value of up to a maximum of 60,000 shares. In October 2011, Messrs. Klosk and Sargen each received a single award of PSUs. The period for measuring performance for the PSUs is generally the three-year period beginning on the first day of the month in which an award was granted and ending three years later. Revenue and EBITDA growth goals are weighted equally in each award. The grantee will earn up to 25% of the maximum value of the award if the Company performs at the 25th percentile of the peer companies over the three-year period, up to 50% of the maximum value of the award if the Company performs at the 50th percentile and up to 100% of the maximum value of the award if it performs at the 75th percentile. For performance levels between thresholds, the amount payable under the award is determined by interpolating on a straight line basis between the higher and lower thresholds. If the Company’s performance falls below the 25th percentile for revenue growth or EBITDA growth over the three-year period, as the case may be, the grantee will receive no payment under the award in respect of such metric. The maximum value of the award would be payable in the event that the Company performed at or above the 75th percentile for both metrics over the three-year period.

Severance and Change of Control Agreements

Cambrex has entered into employment and change of control agreements with certain Named Executive Officers, which are discussed in detail below in the section entitled "Potential Payments Upon Termination or Change of Control." Also detailed in that section are the potential payouts for each of the Named Executive Officers under a variety of potential termination scenarios covered by the agreements. Those potential payouts are part of the total compensation package for each Named Executive Officer reviewed by the Compensation Committee each year. Employment agreements for Named Executive Officers are used by the Company to establish key elements of the agreement between the Company and the Named Executive Officer, including certain agreements as to compensation that differ from the compensation provided under the Company's standard plans and programs. The agreements also facilitate the establishment of restrictive covenants, including non-competition agreements, that bind Named Executive Officers and which may not otherwise be part of the employment relationship.

Upon his hire in January 2011, the Company entered into a change of control agreement with Mr. Cavanagh. The Company did not amend any existing change of control agreements with other Named Executive Officers in 2011.

Deferred Compensation Plan

The Company had established the Non-qualified Deferred Compensation Plan for Key Executives ("Deferred Plan"), which was indefinitely suspended by the Board in December 2011. Prior to the Board's action, under the Deferred Plan, officers and other key employees, including the Named Executive Officers, could elect to defer all or a portion of their pre-tax annual bonus and/or annual base salary in excess of an amount equal to the Social Security wage base plus $10,000. The Deferred Plan is generally not funded by the Company. Mr. Klosk, the only Named Executive Officer who participates in the Deferred Plan, did not elect to defer any amount under the Deferred Plan in 2011.

Savings Plan

The Company maintains the Cambrex Corporation Savings Plan (the "Savings Plan"), which is a defined contribution retirement savings plan intended to be qualified under Section 401(a) of the Code. Cambrex's U.S.-based employees are able to defer up to the lesser of 50% of their annual salary or the limit prescribed by the Code to the Savings Plan on a pre-tax basis. The Company matches 100% of the first 3% of a participant's pay that he or she defers into the Savings Plan and 50% of the next 3% of a participant's pay that he or she defers. All employee deferrals into the Savings Plan are fully vested upon contribution, the Company's matching contributions vest in 20% increments over the first five years of a participant's employment with the Company. Messrs. Klosk, Sargen and Cavanagh each participate in the Savings Plan.

Tax Considerations

Tax considerations influence the Compensation Committee's decisions with respect to the Company's compensation and benefit plans. In particular, the Compensation Committee considers Section 162(m) of the Code, which generally limits to $1 million the amount of non-performance-based compensation that Cambrex may deduct in any calendar year for its President and Chief Executive Officer and the three highest paid Named Executive Officers other than the Chief Financial Officer. In determining awards as part of our compensation program, we intend to take into account the availability of a tax deduction for the awards along with other considerations but may grant awards that do not qualify for an exemption from the deduction limitations under Section 162(m) of the Code or that may otherwise be limited as to tax deductibility.

COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table

The following table shows for fiscal years 2011, 2010 and 2009 the compensation awarded, paid to, or earned by the Named Executive Officers.

Name and Principal Position	Year	Salary[1] ($)	Stock Awards[2] ($)	Option Awards[3] ($)	Non-Equity Incentive Plan Compensation[4] ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings[5] ($)	All Other Compensation[6] ($)	Total Compensation
Steven M. Klosk President and Chief	2011	$ 460,032	$ 286,000	$ 328,770	$ 715,217	$ 78,555	$ 11,025	$ 1,879,599
Executive Officer	2010	$ 450,000	$ 384,513	$ 367,335	$ 237,354	$ 59,835	$ 11,025	$ 1,510,062
	2009	$ 450,000	$ 0	$ 0	$ 386,190	$ 58,616	$ 11,025	$ 905,831
Shawn P. Cavanagh Executive Vice President and Chief Operating Officer	2011	$ 359,375	$ 300,100	$ 333,432	$ 536,413	$ 25,039	$ 8,575	$ 1,562,934
Gregory P. Sargen Executive Vice President and Chief	2011	$ 363,056	$ 143,000	$ 82,193	$ 522,108	$ 0	$ 11,025	$ 1,121,382
Financial Officer	2010	$ 341,676	$ 253,977	$ 122,445	$ 180,218	$ 0	$ 11,025	$ 909,341
	2009	$ 341,676	$ 0	$ 0	$ 293,226	$ 0	$ 25,115	$ 660,017
Paolo Russolo[7] President, Cambrex	2011	$ 361,842	$ 0	$ 0	$ 517,579	$ 0	$ 108,155	$ 987,576
Profarmaco	2010	$ 344,968	$ 108,523	$ 0	$ 181,955	$ 0	$ 198,222	$ 833,668
	2009	$ 362,284	$ 0	$ 118,650	$ 253,599	$ 0	$ 265,402	$ 999,935
Aldo Magnini[7] Managing Director,	2011	$ 334,008	$ 0	$ 65,754	$ 477,765	$ 0	$ 32,261	$ 909,788
Cambrex Profarmaco	2010	$ 285,262	$ 89,742	$ 0	$ 150,463	$ 0	$ 114,805	$ 640,272
	2009	$ 299,581	$ 0	$ 84,750	$ 209,707	$ 0	$ 139,948	$ 733,986

1 Salary. Cambrex's fiscal year ends December 31. Effective October 19, 2011 Mr. Klosk received a salary increase in the amount of $50,000. Effective February 1, 2011 Mr. Sargen received a salary increase in the amount of $23,324 and Mr. Magnini received a salary increase of €25,000.

2 Stock Awards. Amounts reflect the aggregate grant date fair value of the awards computed in accordance with FASB Topic 718. For 2011, amounts for Messrs. Klosk, Cavanagh and Sargen include the grant date fair value of cash-settled performance share awards which they have the opportunity to earn based on the Company achieving median performance for Sales and EBITDA growth over a three year period as measured against a peer group. The

value of Mr. Klosk's 2011 performance share award represents the grant date value of 50,000 shares. The value of Mr. Cavanagh's 2011 performance share awards represents the grant date value of two grants, the first for 25,000 shares and the second for 30,000 shares. The 2011 performance share award for Mr. Sargen represents the grant date value of 25,000 shares. The Long Term Incentive Awards section within the Compensation Discussion and Analysis section of this document includes further explanation of PSUs and refers to the number of units that can be earned at the 75th percentile level, the Maximum, while amounts reflected above are at the 50th percentile, or Median level of performance.

3 Option Awards. Amounts reflect the aggregate grant date fair value of the awards computed in accordance with FASB Topic 718. The award values are calculated as of the grant date based on the number of options granted using a Black Scholes calculation of fair value that the Company uses to calculate compensation expense. The assumptions for the valuation are set forth in Note 15 of the Company's financial statements included in the Form 10-K filed with the SEC on February 7, 2012.

4 Non-Equity Incentive Plan Compensation. The 2011 amounts reflect the entire annual cash incentive plan awards paid in February 2012 for fiscal year 2011 performance.

5 Change in Pension Value and Non-Qualified Deferred Compensation Earnings. This column shows the aggregate change in the actuarial present value of Mr. Klosk's and Mr. Cavanagh's accumulated benefits under all of our defined benefit pension plans (i.e., the Qualified Plan, the Deferred Plan, and the SERP for Mr. Klosk, the Qualified Plan only for Mr. Cavanagh). Benefits earned under Cambrex's Qualified Plan and SERP were frozen in 2007 for all participants, and as such, amounts included within this column represent only the change in discounted present values of benefits due to changes in long term interest rates or other actuarial assumptions. Mr. Cavanagh has accumulated benefits under the Qualified Plan based on his tenure with the Company prior to 2007 (when the Qaulified Plan was frozed as to new accruals). For more information regarding accrued benefits under our pension plans, see the "Pension Benefits" table on page 21.

6 All Other Compensation. For 2011, the amounts shown include the following benefits provided to the Named Executive Officers: For Mr. Klosk, includes savings plan match of $11,025. For Mr. Sargen, includes savings plan match of $11,025. For Mr. Cavanagh, includes savings plan match of $8,575. For Mr. Russolo, includes insurance premiums of €6,487 ($9,028), automobile allowance of €16,999 ($23,657), and €54,228 ($75,469) paid pursuant to an employment arrangement assumed by the Company as part of its acquisition of Cambrex Profarmaco Milano S.r.l. For Mr. Magnini, includes insurance premiums of €8,061 ($11,218), and automobile allowance of €15.120 ($21,042).

7 Messrs. Magnini's and Russolo's base salaries were €240,000 and €260,000 respectively. Messrs. Magnini's and Russolo's non-equity incentive awards were €343,296 and €371,904 respectively. For purposes of computing base salary and non-equity incentive awards we used an average exchange rate of 1.3917 dollars per euro for calendar year 2011, 1.3268 for calendar year 2010, and 1.3934 for calendar year 2009.

Grant of Plan-Based Awards Table

The following table contains information concerning each grant of an award made to each of the Named Executive Officers for 2011 under any plan.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards1			Estimated Future Payouts Under Equity Incentive Plan Awards2			All other Stock Awards: Number of Shares of Stock or Units	All other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards3	Gran Dat Closi Pric of Shar Underly Awa
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($/Sh)	($/Sl
Steven M. Klosk		$250,000	$300,000	$1,000,000							
PSU	10/18/11				25,000	50,000	100,000				
Stock Options	10/18/11								100,000	$5.72	$5.6
Shawn P. Cavanagh		$187,500	$225,000	$750,000							
Stock Options	01/27/11								75,000	$5.12	$5.0
PSU	04/27/11				12,500	25,000	50,000				
PSU	10/18/11				15,000	30,000	60,000				
Stock Options	10/18/11								35,000	$5.72	$5.6
Gregory P. Sargen		$182,500	$219,000	$730,000							
PSU	10/18/11				12,500	25,000	50,000				
Stock Options	10/18/11								25,000	$5.72	$5.6
Paolo Russolo		$180,921	$217,105	$723,684							
Aldo Magnini		$167,004	$200,405	$668,016							
Stock Options	10/18/11								20,000	$5.72	$5.6

1 Non-Equity Incentive Plan amounts reflect threshold, target and maximum award amounts established for fiscal year 2011. The actual amounts earned for 2011 performance and paid in February of 2012 are reported on the Summary Compensation Table. Information on the performance metrics applicable to these awards under our annual cash incentive plan is included in the "Annual Cash Incentive Awards" section of the Compensation Discussion and

Analysis.

2 Equity Incentive Plan Awards reflects the cash-settled performance share units (“PSU”) granted to Mr. Cavanagh on April 27, 2011, and Messrs. Klosk, Cavanagh and Sargen on October 18, 2011. Details of the performance criteria are included in the “Long-Term Incentive Awards” section of the Compensation Discussion and Analysis.

3 Option exercise price is calculated as an average of the high and low trading price on the date that the option is awarded.

4 Represents grant date value of stock awards and closing price of shares underlying option grants. The company determines option exercise price using the average of the high and low trading price of the shares on the date the option is awarded.

5 Amounts reflect the aggregate grant date fair value of the awards computed in accordance with FASB Topic 718. For 2011, amounts shown for Messrs. Klosk, Cavanagh and Sargen include the grant date fair value of PSUs, which each executive has the opportunity to earn based on the Company achieving the Target, or 50th percentile, performance level for revenue growth and EBITDA growth over a three-year period as measured against a peer group. The value of Mr. Klosk's 2011 PSUs represents the grant date value of 50,000 shares. The value of Mr. Cavanagh's 2011 PSUs represents the grant date value of two grants, the first for 25,000 shares and the second for 30,000 shares. The value of Mr. Sargen's 2011 PSUs represents the grant date value of 25,000 shares. The "Long-Term Incentive Awards" section within the Compensation Discussion and Analysis section of this document includes further explanation of PSUs and refers to the number of units that can be earned at the 75th percentile level, the Maximum, while amounts reflected above are at the 50th percentile, or Median level of performance. Stock option awards values are calculated using the Black-Scholes value used to calculate compensation expense. The assumptions for the valuation are set forth in Note 15 of the Company's financial statements included in the Form 10-K filed with the SEC on February 7, 2012.

Outstanding Equity Awards at Fiscal Year-End

The following table discloses information regarding stock options, stock that has not vested and equity incentive plan awards for each Named Executive Officer outstanding as of December 31, 2011.

	Option Awards					Stock Awards		
Name	Grant Date	Number of Shares Underlying unexercised Options (#) Exercisable	Unexercisable	Option Exercise Price2	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested3	Market Value of Shares or Units of Stock That Have Not Vested4	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested 5
Steven M. Klosk	07/27/06	8,500	-	$ 7.3900	07/27/13			
	07/26/07	10,000	-	$ 13.7500	07/26/14			
	05/14/08	112,500	37,500	$ 5.6050	05/14/15			
	02/01/10					19,917	$ 143,004	
	04/21/10	37,500	112,500	$ 4.3800	04/21/17			50,000
	10/18/11	-	100,000	$ 5.7200	10/18/18			50,000
Shawn P. Cavanagh	01/27/11	-	75,000	$ 5.1150	01/27/18			
	04/27/11							25,000
	10/18/11	-	35,000	$ 5.7200	10/18/18			30,000

Gregory P. Sargen	07/27/06	2,500	-	$ 7.3900	07/27/13			
	07/26/07	8,500	-	$ 13.7500	07/26/14			
	04/23/08	75,000	25,000	$ 5.5100	04/23/15			
	02/01/10					15,122	$ 108,576	
	04/21/10	12,500	37,500	$ 4.3800	04/21/17			29,294
	10/18/11	-	25,000	$ 5.7200	10/18/18			25,000
Paolo Russolo	07/27/06	8,500	-	$ 7.3900	07/27/13			
	07/26/07	8,500	-	$ 13.7500	07/26/14			
	10/27/08	37,500	12,500	$ 4.3950	10/27/15			
	10/28/09	17,500	17,500	$ 6.1600	10/28/16			
	02/01/10					13,059	$ 93,764	
Aldo Magnini	07/27/06	3,750	-	$ 7.3900	07/27/13			
	07/26/07	6,000	-	$ 13.7500	07/26/14			
	10/27/08	18,750	6,250	$ 4.3950	10/27/15			
	10/28/09	12,500	12,500	$ 6.1600	10/28/16			
	02/01/10					10,799	$ 77,537	
	10/18/11		20,000	$ 5.7200	10/18/18			

1 All stock options vest in four equal annual installments beginning on the first anniversary of the grant date (i.e., 25% per year).

2 The exercise price of option awards is calculated as an average of the high and low trading price of Cambrex stock on the date that the Compensation Committee approved the grant.

3 RSUs granted in February 2010, as part of the 2009 annual incentive award, become fully vested and unrestricted on February 1, 2013. RSUs vest in three equal annual installments beginning on the first anniversary of the grant date.

4 The market price of unvested restricted stock units is calculated using the closing price of Cambrex stock on December 30, 2011.

5 Market value, and the number of shares in the preceding column, assumes achievement of the median performance criteria applicable to the performance share units. The value is determined using the closing price of Cambrex stock on December 30, 2011.

For the cash-settled performance share units granted on April 21, 2010, Mr. Klosk can receive a maximum award of the cash value of up to 100,000 shares dependent on the Company's level of revenue and EBITDA growth over a two and one half year period beginning April 1, 2010, as compared to an index of peer companies. If performance is at the Median of the peer group, Mr. Klosk will receive the cash value of 50,000 shares. If performance is below the Minimum threshold, there will be no award.

For the cash-settled performance share units granted on April 21, 2010, Mr. Sargen can receive a maximum award of the cash value of up to 58,588 shares dependent on the Company's level of revenue and EBITDA growth over a three year period beginning April 1, 2010, as compared to an index of peer companies. If performance is at the median of the peer group, Mr. Sargen will receive the cash value of 29,294 shares. If performance is below the minimum threshold, there will be no award.

For the cash-settled performance share units granted on April 27, 2011, Mr. Cavanagh can receive a maximum award of the cash value of up to 50,000 shares dependent on the Company's level of revenue and EBITDA growth over a three year period beginning April 1, 2011, as compared to an index of peer companies. If performance is at the median of the peer group, Mr. Cavanagh will receive the cash value of 25,000 shares. If performance is below the minimum threshold, there will be no award.

For the cash-settled performance share units granted on October 18, 2011, Messrs. Klosk, Cavanagh and Sargen can receive a maximum award of the cash value of up to 100,000, 60,000 and 50,000 respectively, dependent on the Company's level of revenue and EBITDA growth over a three year period beginning October 1, 2011, as compared to an index of peer companies. If performance is at the median of the peer group, Messrs. Klosk, Cavanagh and Sargen will receive the cash value of 50,000, 30,000 and 25,000 shares respectively. If performance is below the minimum threshold, there will be no award. The Long Term Incentive Awards section within the Compensation Discussion and Analysis section of this document includes further explanation of PSUs and refers to the number of units that can be earned at the 75th percentile level, the Maximum, while amounts reflected above are at the 50th percentile, or Median level of performance.

Option Exercises and Stock Vested

The following table discloses each exercise of stock options and similar instruments, and each vesting of restricted stock units during fiscal year 2011 for each Named Executive Officer.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)1
Steven M. Klosk	-	$-	63,709	$297,124
Shawn P. Cavanagh	-	$-	-	$-
Gregory P. Sargen	-	$-	12,774	$62,853
Paolo Russolo	-	$-	13,179	$64,910
Aldo Magnini	-	$-	10,515	$51,779

1 Value estimates are based on the closing stock price of shares of the Company's Common Stock on the date each award vested.

Pension Benefits

The following table shows the pension benefits of the Named Executive Officers.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefits ($)1	Payments During Last Fiscal Year ($)2
Steven M. Klosk	The Qualified Plan	15	$ 291,459	$ -
	SERP	15	$ 362,679	$ 55,566
Shawn P. Cavanagh 3	The Qualified Plan	8	$ 98,305	$ -
	SERP	-	$ -	$ -
Gregory P. Sargen4	The Qualified Plan			