

## CONVOCATION

Shareholders of **IMCD N.V.** are invited to attend the **ANNUAL GENERAL MEETING** to be held on **Thursday, May 12, 2016 at 10:30 AM** at the Nieuwe Luxor Theater, Posthumalaan 1, 3072 AG, Rotterdam, the Netherlands.

## AGENDA

1. Opening
2. Annual report for the financial year 2015
3. Financial statements 2015, result and dividend
  - a. Implementation of the remuneration policy in the financial year 2015
  - b. Adoption of the financial statements 2015 (*voting point*)
  - c. Adoption of the dividend proposal (*voting point*)
4. Discharge
  - a. Discharge from liability of members of the Management Board for the performance of their duties in 2015 (*voting point*)
  - b. Discharge from liability of members of the Supervisory Board for the performance of their duties in 2015 (*voting point*)
5. Appointment of the external auditor for the financial year 2016 (*voting point*)
6. Appointment as Supervisory Board member of:
  - a. Mrs J. (Julia) van Nauta Lemke - Pears (*voting point*)
  - b. Mr J. (Janus) Smalbraak (*voting point*)
7. Designation of the Management Board as the body authorized:
  - a. To issue shares (*voting point*)
  - b. To restrict or exclude the pre-emptive rights on shares as described under 7.a. (*voting point*)
8. Authorization of the Management Board to acquire shares in the company on behalf of the company (*voting point*)
9. Any other business
10. Closing

This agenda with explanatory notes, the instructions for attendance, the annual report and financial statements for 2015 and further information regarding the Annual General Meeting are available at IMCD's corporate website ([www.imcdgroup.com/investors](http://www.imcdgroup.com/investors)) as from March 16, 2016 and can be acquired at no costs at the IMCD offices and at ING at the addresses stated below.

As at the date hereof, the total number of issued shares is 52.592.254. 100,000 ordinary shares are currently held by IMCD N.V. or its subsidiaries. The total number of voting rights as at the date hereof amounts to 52,492,254.



## EXPLANATORY NOTES TO THE AGENDA

Re 2- The Management Board will give a presentation on the performance of IMCD in 2015.

Re 3a - Pursuant to the provisions of section 2:135 (5a) of the Dutch Civil Code, the implementation of the remuneration policy in 2015, as outlined in note 48 to the financial statements will be discussed.

Re 3b – It is proposed to adopt the consolidated and company financial statements 2015.

Re 3c – The Management Board, after approval of the Supervisory Board and in accordance with the reserve and dividend policy, proposes to set the dividend for 2015 at EUR 0.44 in cash per share, payable on May 18, 2016.

Re 4a – It is proposed to discharge the members of the Management Board from liability for the performance of their duties in the financial year 2015, insofar as the exercise of such duties is reflected in the financial statements or other public disclosures prior to the adoption of the financial statements 2015.

Re 4b - It is proposed to discharge the members of the Supervisory Board from liability for the performance of their duties in the financial year 2015, insofar as the exercise of such duties is reflected in the financial statements or other public disclosures prior to the adoption of the financial statements 2015.

Re 5 – Early in 2015 IMCD initiated an audit tender process to replace IMCD's external auditor KPMG to comply with the Dutch law provisions regarding a mandatory audit firm rotation ultimately as per 2016. Although in October 2015 the Dutch law audit firm rotation requirements were withdrawn by the Dutch government, the tender process was continued. Based on the outcome of the audit tender process and upon the proposal of IMCD's Audit Committee and Management Board, it is proposed that the General Meeting appoints Deloitte Accountants B.V. as the external auditor for the financial year 2016.

Re 6 – According to IMCD N.V.'s Articles of Association the Supervisory Board consists of five members. Mr Michel Plantevin, Mr Ivano Sessa and Mr Michael Siefke were appointed in 2014 upon the nomination of IMCD's major shareholder Emma (BC) Holdings S.C.A. (Bain Capital) and are considered non-independent members of the Supervisory Board within the meaning of best practice provision III.2.1 of the Dutch Corporate Governance Code. Further to the reductions of Bain Capital's shareholding in 2015 and in accordance with the Relationship Agreement between IMCD and Bain Capital, Mr Sessa and Mr Siefke will resign as Supervisory Board members with effect from the Annual General Meeting on May 12, 2016. To fill the vacancies arising from these resignations, it is proposed that the General Meeting appoints Mrs Julia van Nauta Lemke-Pears and Mr Janus Smalbraak as Supervisory Board members for a term of four years from the date of their appointment. Following appointment the Supervisory Board will elect Mrs Van Nauta Lemke as member of the Audit Committee and Mr Plantevin as chairman of the Remuneration Committee.

The binding nominations of the Supervisory Board for the appointment of Mrs Van Nauta Lemke and Mr Smalbraak were notified to the General Meeting in IMCD N.V.'s press release of December 18, 2015, available at IMCD's corporate website [www.imcdgroup.com/investors](http://www.imcdgroup.com/investors). Both nominees fit IMCD's Supervisory Board Profile. The General Meeting may reject a binding nomination by a resolution adopted by an absolute majority of votes cast, representing at least one-third of the issued share capital.

- a. The Supervisory Board nominates Mrs J. (Julia) van Nauta Lemke - Pears for appointment to the Supervisory Board for a term of four years from the date of the Annual General Meeting until the first general meeting to be held in 2020.

Personal information as referred to in art. 2:142 subsection 3 of the Dutch Civil Code: Mrs Julia van Nauta Lemke (1968) has British and Dutch nationalities and holds a bachelor's degree in Economics, Politics and History from Durham University, England, an MBA from the Tuck school of business at Dartmouth College, United States and an accountancy qualification from the Chartered Institute of Management Accountants. She worked as an associate at Mercer Management Consulting in the US and held various international management positions with Shell and Cargill, with a focus on strategy, M&A and business development in chemical, energy and industrial markets. Mrs Van Nauta Lemke currently is a senior partner at MaiAx Advisors, an M&A advisory firm active in the European energy industry. She holds no shares in IMCD N.V.

The Supervisory Board nominates Mrs. Van Nauta Lemke in view of her international business career and background in chemical and industrial markets. Her financial, strategic and consulting experience in large international organizations and in M&A will contribute to the combined expertise and diversity of the Supervisory Board as a whole.

- b. The Supervisory Board nominates Mr J. (Janus) Smalbraak for appointment to the Supervisory Board for a term of four years from the date of the Annual General Meeting until the first general meeting to be held in 2020.

Personal information as referred to in art. 2:142 subsection 3 of the Dutch Civil Code: Mr Janus Smalbraak (1967) has Dutch nationality and holds a law degree from the University of Amsterdam, the Netherlands and an MBA from Bradford School of Management, United Kingdom. Mr Smalbraak held various senior management positions with Van Ommeren Shipping and Pon and served as member of the Supervisory Board of Koninklijke Nedschroef. He currently serves as CEO of international trading and service company Pon Holdings B.V. and holds positions in the advisory boards of RAI Vereniging and Gilde Buy Out Fund. He also serves as chairman of the Stedelijk Museum Fund (Amsterdam). Mr Smalbraak holds no shares in IMCD N.V.

The Supervisory Board nominates Mr Smalbraak in view of his broad and international management and business experience, with extensive expertise in M&A and distribution activities. His Dutch based professional background and knowledge will contribute to the combined expertise and diversity of the Supervisory Board as a whole.

Re 7 – It is proposed that the General Meeting appoints the Management Board for a period of 18 months from the date of the Annual General Meeting, i.e. until and including November 12, 2017, as the corporate body authorized, subject to the approval of the Supervisory Board,

- a. to issue shares and/or grant rights to acquire shares, up to a maximum of 10% and next to that, in the event of mergers, acquisitions and/or strategic alliances, up to an additional maximum of 10%, of the total number of issued shares outstanding on May 12, 2015;
- b. to restrict and/or exclude the pre-emptive rights accruing to shareholders in respect of the issue of shares or the granting of rights to acquire shares pursuant to the authorization given under 7a. above.

Re 8 – It is proposed that the General Meeting authorizes the Management Board for a period of 18 months from the date of the Annual General Meeting, i.e. until and including November 12, 2017, as the corporate body to purchase fully paid-up shares in the company's own share capital up to a maximum of 10% of the issued share capital at the date of acquisition, provided the Company will hold no more shares in stock than at maximum 10% of the issued capital, either through purchase on a stock exchange or otherwise, at a price not lower than the nominal value of the shares and not higher than 10% above the average of the closing price of the shares on NYSE Euronext Amsterdam for the five trading days preceding the date on which the purchase is made.

## INSTRUCTIONS FOR ATTENDANCE

### Record Date

The Management Board has determined that persons entitled to participate in and vote at the Annual General Meeting on Thursday, May 12, 2016 shall be those persons who, after all changes have been processed, (i) have these rights on **Thursday, April 14, 2016** after close of trading (the "Record Date") and are registered as such in the company's shareholders register or in the administration held by the intermediaries with Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal Effectenverkeer*) and (ii) have registered themselves for the meeting in time in accordance with the provisions set forth below.

### Registration for attendance at the meeting

Shareholders who wish to attend the Annual General Meeting, either in person or by proxy, can register themselves via the E-voting platform ("EVO platform") at <https://ing.evo-platform.com/imcd> or via their own intermediary, in any event not later than **Thursday, May 5, 2016, 05:30 PM CET**. After registration on the EVO platform, the shareholder information provided will be verified with the information held by the shareholder's intermediary as at the Record Date. When the intermediary has confirmed the information, the registration will be accepted. Duly registered shareholders will receive an attendance card and details on how to gain access to the Annual General Meeting by email.

### Attendance by proxy

Shareholders who wish to be represented at the Annual General Meeting by a chosen proxy can register their proxy via the EVO platform. After confirmation by the intermediary of the shareholders' information as at the Record Date, shareholders will receive an attendance card with proxy registration by email. Alternatively, shareholders who wish to be represented at the Annual General Meeting by a chosen proxy may, in addition to registering for the Annual General Meeting as described above, send in a legally valid written proxy instrument to ING at the address below, ultimately on **May 5, 2016, 05:30 PM CET**. A written proxy voting form is available as of today at [www.imcdgroup.com/investors](http://www.imcdgroup.com/investors).

### Proxy voting instructions

Shareholders who wish to grant a proxy and issue voting instructions prior to the Annual General Meeting can do this via the EVO platform or via their intermediary in any event not later than **May 5, 2016, 05:30 PM CET**. After confirmation by the intermediary of the shareholder's information as at the Record Date, the voting instructions will be accepted. Alternatively, shareholders may, in addition to registering for the Annual General Meeting as described above, grant a proxy and issue voting instructions in writing by sending in a legally valid proxy instrument to ING at the address below, ultimately on **May 5, 2016, 05:30 PM CET**. A written proxy voting form is available as of today at [www.imcdgroup.com/investors](http://www.imcdgroup.com/investors). A person designated by IMCD N.V. will collect all voting instructions and submit them at the AGM.

### Admittance to the Annual General Meeting

Registration for admission to the meeting will take place from 1 hour prior to commencement of the meeting. A chosen proxy holder shall hand in the attendance card and a copy/original of their proxy instrument at the registration desk. Shareholders or their representatives will need to sign the attendance list of the Annual General Meeting and may be requested to provide proof of identity before and during the Annual General Meeting.

Management Board / Supervisory Board IMCD N.V.  
Rotterdam,  
March 16, 2016

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