

This written proxy voting form enables shareholders of IMCD N.V. to grant a written proxy and to give voting instructions to a chosen third party or to a person designated by IMCD N.V. Please note the applicable instructions and terms on the last page.

WRITTEN PROXY for the ANNUAL GENERAL MEETING of IMCD N.V. to be held on Wednesday, May 12, 2016 at 10:30 AM (the "AGM")

The undersigned:

Name _____

Address _____

Postal code/city/country _____

Hereinafter referred to as the Shareholder, acting in his capacity as holder of _____ (number) ordinary shares in the share capital of IMCD N.V. that are duly registered for participation in the AGM via the relevant intermediary to ING (the "Shares"), hereby grants a power of attorney to:

1. A chosen third party, namely:

Name _____

Address _____

Postal code/city/country _____

to represent the Shareholder at the AGM of IMCD N.V. in order to exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda item for the AGM,

a. without specific voting instruction, or

b. in the manner set out in the Voting Item Overview (*Please indicate which is applicable on the Voting Item Overview*)

Or

2. A person designated by IMCD N.V. (company secretary, Mrs. L.J. Tutein Nolthenius or any other person)

to represent the Shareholder at the AGM of IMCD N.V. in order to exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda item for the AGM, in the manner set out in the Voting Item Overview (*Please indicate which is applicable on the Voting Item Overview*)

Voting Item Overview

No.	Agenda item	For	Against	Abstain
3.b	Adoption of the financial statements 2015			
3.d	Adoption of the dividend proposal			



4.a	Discharge from liability of members of the Management Board for the performance of their duties in 2015			
4.b	Discharge from liability of members of the Supervisory Board for the performance of their duties in 2015			
5.	Appointment of the external auditor for the financial year 2016			
6.a	Appointment as Supervisory Board member of Mrs J. (Julia) van Nauta Lemke - Pears			
6.b	Appointment as Supervisory Board members of Mr J. (Janus) Smalbraak			
7.a	Designation of the Management Board as the body authorized to issue shares			
7.b	Designation of the Management Board as the body authorized to restrict or exclude the pre-emptive rights on shares as described under 7.a			
8.	Authorization of the Management Board to acquire shares in the company on behalf of the company			

Signing

Name: _____ Number of shares: _____

Name Bank (if applicable): _____ Depot number (if applicable): _____

Date: _____ Place: _____ Signature: _____

Instructions and terms:

1. Your proxy or voting instruction will be taken into account only if the proxy voting form has been completed in full, duly signed and received in good order at the offices of ING Bank N.V. (Issuer Services, Locationcode TRC 02.015, Foppingadreef 7, 1102 BD, Amsterdam) or, if sent in pdf-form electronically at the e-mail address: iss.pas@ing.nl not later than May 5, 2016, 05:30 PM CET
2. The proxy voting form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded.
3. If you submit more than one proxy with respect to the same securities (whether on paper or in electronic form), only the proxy with the most recent date of completion and which meets the requirements under 1 and 2 will be taken into account. If no order can be established, all such proxies or voting instructions will be disregarded.
4. If you (e.g. as an asset manager, trustee or otherwise) act in the name of more than one shareholder, you are required to submit for each party (including yourself) a separate proxy.
5. As a shareholder, by signing this form you confirm that as per the record date (April 14, 2016) you have the voting rights attached to the shares held by you as per that date.
6. The voting is governed by the Articles of Association of IMCD N.V. and the proxy or voting instructions will be subject to Dutch law.
7. IMCD N.V. will not charge you any cost when you grant a proxy or give a voting instruction.
8. If you have questions regarding the proxy voting form, please contact iss.pas@ing.nl, or by phone: +31 20 563 6799.