

CONVOCAATION

Shareholders of **IMCD N.V.** are invited to attend the **ANNUAL GENERAL MEETING** to be held on **Wednesday, May 10, 2017 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 2016
3. Financial statements 2016, result and dividend
 - a. Implementation of the remuneration policy in the financial year 2016
 - b. Adoption of the financial statements 2016 (*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 2016 (*voting point*)
 - b. Discharge from liability of members of the Supervisory Board for the performance of their duties in 2016 (*voting point*)
5. Appointment of the external auditor for the financial years 2017 and 2018 (*voting point*)
6. Designation of the Management Board as the body authorized:
 - a. To issue shares and/or grant rights to acquire shares (10%) (*voting point*)
 - b. To restrict or exclude the pre-emptive rights on shares as described under 6.a. (*voting point*)
 - c. To issue shares and/or grant rights to acquire shares in the event of or in connection with mergers, acquisitions and/or strategic alliances (10%) (*voting point*)
 - d. To restrict or exclude the pre-emptive rights on shares as described under 6.c. (*voting point*)
7. Authorization of the Management Board to acquire shares in the company on behalf of the company (*voting point*)
8. Any other business
9. Closing

This agenda with explanatory notes, the instructions for attendance, the annual report and financial statements for the financial year 2016 and further information regarding the Annual General Meeting are available at IMCD's corporate website (www.imcdgroup.com/investors) as from March 8, 2017 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. 155,000 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 52,437,254.



EXPLANATORY NOTES TO THE AGENDA

Re 2- The Management Board will give a presentation on the performance of IMCD in 2016.

Re 3a - Pursuant to the provisions of section 2:135 (5a) of the Dutch Civil Code, the implementation of the remuneration policy in 2016, as outlined in note 50 to the financial statements will be discussed.

Re 3b – It is proposed to adopt the consolidated and company financial statements 2016.

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 2016 at EUR 0.55 in cash per share, payable on May 16, 2017.

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 2016, 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 2016.

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 2016, 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 2016.

Re 5 – It is proposed that Deloitte Accountants N.V. will be appointed as the company's external auditor for the financial years 2017 and 2018. It is the intention that as of the annual general meeting of 2018, this two year appointment will be succeeded with regular one year appointments.

Re 6 – 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 10, 2018, 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% of the total number of issued shares outstanding on May 10, 2017;
- 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 a. above;
- c. in addition to the authorization referred to under a., to issue shares and/or grant rights to acquire shares, up to an additional maximum of 10% of the total number of issued shares outstanding on May 10, 2017 in the event of or in connection with mergers, acquisitions and/or strategic alliances;
- d. 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 c. above.

The Management Board considers it in the interest of the company and its shareholders to be able to react in a timely manner when certain opportunities or situations arise that need the issue of shares. Therefore, as an annually recurring agenda item, the Management Board requests to be authorized to issue shares and to pass related pre-emptive rights in situations where it is imperative to act quickly, without the need to obtain prior shareholder approval at an extraordinary general meeting which would take valuable time to convene and could create disruptive market speculation.

Re 7 – 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 10, 2018, 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 Wednesday, May 10, 2017 shall be those persons who, after all changes have been processed, (i) have these rights on **Wednesday, April 12, 2017** 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 **Wednesday, May 3, 2017, 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 3, 2017, 05:30 PM CET**. A written proxy voting form is available as of today at 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 3, 2017, 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 3, 2017, 05:30 PM CET**. A written proxy voting form is available as of today at 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 8, 2017

ING address:

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