

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 9, 2018 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. C.B.F.M. Westerhuis, 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
2.d	Adoption of the financial statements 2017			
2.e	Adoption of the dividend proposal			



2.f	Discharge from liability of members of the Management Board for the performance of their duties in 2017			
2.g	Discharge from liability of members of the Supervisory Board for the performance of their duties in 2017			
3.a	Reappointment of Mr. Piet van der Slikke (CEO)			
3.b	Reappointment of Mr. Hans Kooijmans (CFO)			
4.a	Adoption of the revised remuneration policy, including adjustment of the long-term variable compensation			
4.b	Revision of the annual base salaries for the Management Board			
5.a	Reappointment of Mr Michel Plantevin as Supervisory Board member			
5.b	Reappointment of Mr Arjan Kaaks as Supervisory Board member			
5.c	Appointment of Mr. Stephan Nanninga as Supervisory Board Member			
6.	Reappointment of Deloitte Accountants B.V. as external auditor for the financial years 2019 and 2020			
7.a	Extension of the period for which the Management Board is authorised to issue shares and/or grant rights to acquire shares up to 10% of the total number of issued shares			
7.b	Extension of the period for which the Management Board is authorised restrict or exclude the pre-emptive rights on shares as described under 7.a			
8.	Authorisation 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:

- 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 02.039, Foppingadreef 7, 1102 BD, Amsterdam) or, if sent in pdf-form electronically at the e-mail address: [iss.pas@ing.nl](mailto:iss.pas@ing.nl) not later than Wednesday May 2nd, 2018, 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 11, 2018) 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](mailto:iss.pas@ing.nl), or by phone: +31 20 563 6799.