

CONVOCATION

Shareholders of **IMCD N.V.** are invited to attend the **ANNUAL GENERAL MEETING** to be held on **Wednesday, May 8, 2019 at 10:30 AM** at the Mainport by Inntel Hotel, Schiedamsedijk 140, 3011 EN, Rotterdam, the Netherlands.

AGENDA

- 1. Opening**
- 2. Annual Report 2018**
 - a. Presentation by the Management Board
 - b. Implementation of the remuneration policy in the financial year 2018
 - c. Proposal to adopt the financial statements 2018 (*voting point*)
 - d. Proposal to adopt a dividend of EUR 0.80 per share in cash (*voting point*)
- 3. Discharge from liability**
 - a. Proposal to discharge from liability the members of the Management Board (*voting point*)
 - b. Proposal to discharge from liability the members of the Supervisory Board (*voting point*)
- 4. Composition of the Supervisory Board**
 - a. Proposal to reappoint Mr. Michel Plantevin (*voting point*)
- 5. Extension of the period for which the Management Board is authorised:**
 - a. to issue shares (*voting point*)
 - b. to restrict or exclude the pre-emptive rights on shares as described under 6.a. (*voting point*)
- 6. Authorization of the Management Board to acquire shares** (*voting point*)
- 7. Any other business**
- 8. Closing**

This agenda with explanatory notes, the instructions for attendance, the annual report and financial statements for 2018 and further information regarding the Annual General Meeting are available at IMCD's corporate website (www.imcdgroup.com/investors) as from March 1, 2019 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. 175,769 ordinary shares are currently held by IMCD N.V. or its subsidiaries. Therefore, the total number of voting rights as at the date hereof amounts to 52,416,485.



EXPLANATORY NOTES TO THE AGENDA

Re 2a – The Management Board will give a presentation on IMCD's performance in 2018.

Re 2b – Pursuant to the provisions of section 2:135 (5a) of the Dutch Civil Code, the implementation of the remuneration policy in 2018, as outlined in note 50 to the financial statements, will be discussed. Reference is also made to the 2018 Remuneration Report (available at www.imcdgroup.com).

Re 2c – It is proposed to adopt the consolidated and company financial statements 2018. The financial statements have been audited by Deloitte Accountants N.V. (appointed as IMCD's external auditor for the financial year 2018, as well as the financial years 2019 and 2020 ahead).

Re 2d – The Management Board, after approval of the Supervisory Board and in accordance with the reserve and dividend policy, proposes to set the dividend for 2018 at EUR 0.80 in cash per share, payable on May 14th, 2019.

Re 3a – It is proposed to discharge the members of the Management Board from liability for the performance of their duties in the financial year 2018, 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 2018.

Re 3b – It is proposed to discharge the members of the Supervisory Board from liability for the performance of their duties in the financial year 2018, 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 2018.

Re 4 – IMCD's Supervisory Board consist of five members. In accordance with the rotation schedule, available at IMCD's corporate website www.imcdgroup.com/Investors, the mandate of one of its members, Mr Michel Plantevin, expires on the date of the Annual General Meeting of 2019. The Supervisory Board has made binding nomination to re-appoint Mr. Plantevin for a fourth term two years (in line with best practice provision 2.2.2 of the Code), expiring on the date of the Annual General Meeting in 2021.

The binding nomination by the Supervisory Board for reappointment of Mr. Plantevin was notified to the General Meeting in IMCD's press release of 1 March 2019, available at IMCD's corporate website www.imcdgroup.com/Investors. 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.

Mr. M. (Michel) G.P. Plantevin was first appointed as of 28 February 2011 and reappointed in 2014. As of 15 November 2016, he acts as chairman of the Supervisory Board and member of the Remuneration Committee (which he was the Chairman of prior to such date). In 2018 he was reappointed for a third term of one year, in order to further diversifies the Supervisory Boards rotation schedule (in line with best practice provision 2.2.4 of the Code).

Personal information as referred to in art. 2:142 subsection 3 of the Dutch Civil Code: Mr Plantevin (1956) has French nationality and received an MBA from Harvard Business School and an undergraduate and master's degree in Engineering from the Ecole Supérieure d' Electricité (Supélec) in France. He has been a managing director with Bain Capital since 2003. Prior to joining Bain Capital, Mr Plantevin was a managing director of Goldman Sachs International in London. Mr. Plantevin currently holds various Supervisory Board and non-executive positions (due to his directorship with Bain Capital) at various entities. He is a former Supervisory Board member of Brenntag S.A., NXP and Trinseo. Mr. Plantevin holds no shares in IMCD N.V.

The Supervisory Board nominates Mr. Michel Plantevin for reappointment in view of his broad international management and business experience, his industry knowledge and because of his long-term experience with, and knowledge of, IMCD. In its decision, the Supervisory Board took into account Mr. Plantevin's functioning, as well as the relative short terms of office of the other Supervisory Board members (most being appointed in 2016 and 2018). The Supervisory Board values Mr. Plantevin's contribution and chairmanship over the past years and considers it important to maintain the expertise and knowledge accumulated within its current composition.

Following reappointment, Mr. Plantevin will remain Chairman of the Supervisory Board and a member of the Remuneration Committee.

Re 5 – It is proposed that the General Meeting extends its authorization of the Management Board for a period of 18 months from the date of the Annual General Meeting, i.e. until and including November 8, 2020, as the corporate body to, subject to the approval of the Supervisory Board,

- a. 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 8, 2019;
- b. to restrict and/or exclude the pre-emptive rights accruing to shareholders in respect of the issue shares or the granting of rights to acquire shares pursuant to the authorization given under 5.a. above.

Re 6 – 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 8, 2020, 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 8, 2019 shall be those persons who, after all changes have been processed, (i) have these rights on **Wednesday, April 10, 2019** 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 1, 2019, 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 1, 2019, 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 1, 2019, 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 1, 2019, 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 1, 2019

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