

CORPORATE GOVERNANCE STATEMENT 2018

This declaration is provided pursuant to Section 2a of the Decree on the Content of the Directors' Report (*Besluit inhoud bestuursverslag*) and is publicly available in digital form in the corporate governance section of IMCD's website.

The information that is to be included in this statement pursuant to Sections 3, 3a and 3b of the Decree on the Content of the Directors' Report can be found in the following sections of IMCD's 2018 Annual Report (available on www.imcdgroup.com) and is deemed to be included and repeated here:

- information on compliance with the provisions and best practice principles of the 2016 Corporate Governance Code (published at www.commissiecorporategovernance.nl) and any motivated deviation thereof (section Accountability Corporate Governance Code, page 71 of the Annual Report);
- information on the most important characteristics of the management and control systems in connection with IMCD's financial reporting process (section Risk management, page 73 of the Annual Report);
- information on the functioning of the IMCD's General Meeting and the main authorities and rights of IMCD's shareholders and how they can be exercised (section General Meeting, page 70 of the Annual Report);
- information on the composition and functioning of the Management Board (section Management Board, page 68 of the Annual Report);
- information on the composition and functioning of the Supervisory Board and its committees (section Supervisory Board, page 69 of the Annual Report);
- the policy on diversity in the composition of the Management Board, Supervisory Board and Executive Committee (section Diversity Supervisory Board, Management Board, Executive Committee, page 69 of the Annual Report);
- information on the rules for appointing and replacing members of the Executive Committee and Supervisory Board (section Executive Committee and section Supervisory Board, page 69 of the Annual Report);
- information on the rules for amending the Company's articles of association (section General Meeting, page 70 of the Annual Report);
- information on the powers of the Management Board to issue and repurchase shares (section Management Board and section Shares, pages 68 and 70 of the Annual Report);

To the extent appropriate, IMCD's Annual Report 2018 also includes information pursuant to section 10 of the European Take-over Directive Decree (sections Shareholder Information, Corporate Governance and the relevant notes to the financial statements).

Rotterdam, 28 February 2019

