

CONVOCAATION

Shareholders of **IMCD N.V.** are invited to attend the **ANNUAL GENERAL MEETING** to be held on **22 June 2021** at **10:30 AM** at the Mainport by Inntel Hotel, Schiedamsedijk 140, 3011 EN, Rotterdam, the Netherlands.

AGENDA

- 1. Opening**
- 2. Review 2020**
 - a. Presentation by the Management Board on the financial year 2020 (*for discussion*)
 - b. Presentation by the external auditor on the audit of the 2020 financial statements (*for discussion*)
 - c. Remuneration Report 2020 (*voting point - advisory vote*)
 - d. Proposal to adopt the 2020 financial statements (*voting point*)
 - e. Proposal to adopt a dividend of EUR 1.02 per share in cash (*voting point*)
- 3. Discharge**
 - a. Discharge from liability of the members of the Management Board for the performance of their duties in 2020 (*voting point*)
 - b. Discharge from liability of the members of the Supervisory Board for the performance of their duties in 2020 (*voting point*)
- 4. Proposal to re-appoint Deloitte Accountants N.V. for the financial year 2021** (*voting point*)
- 5. Designation of the Management Board to issue shares and exclude pre-emptive rights**
 - a. Designation to issue shares (*voting point*)
 - b. Designation to restrict or exclude pre-emptive rights on shares as described under 5.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 2020 and further information regarding the Annual General Meeting are available at IMCD's corporate website (www.imcdgroup.com/investors) as from 11 May 2021 and can be acquired at no costs at the IMCD offices and at ABN AMRO at the addresses stated below.

As at the date hereof, the total number of issued shares is 56,987,858. 46,362 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 56,941,496.



EXPLANATORY NOTES TO THE AGENDA

Item 2a – The Management Board will give a presentation on IMCD's performance in 2020 as presented and described in the annual accounts and the report of the Management Board. In accordance with the 2016 Dutch Corporate Governance Code ("the Code"), compliance with the Code is accounted for as part of the report of the Management Board.

Item 2b – The financial statements have been audited by Deloitte Accountants N.V. (appointed as IMCD's external auditor for the financial year 2020). Under this agenda item Deloitte will give an explanation concerning their audit services.

Item 2c – In accordance with Dutch legislation, the implementation of the remuneration policy for the Management Board and the Supervisory Board in 2020 has been disclosed in the 2020 Remuneration Report, which will be discussed with the shareholders and put to the General Meeting for an advisory vote. It is proposed to approve the 2020 Remuneration Report.

Reference is made to the 2020 Remuneration Report, available on www.imcdgroup.com, as well as the Annual Report (section Report of the Supervisory Board – MB and SB Remuneration).

Item 2d – It is proposed to adopt the consolidated and company financial statements for the 2020 financial year.

Item 2e – The Management Board, after approval of the Supervisory Board and in accordance with the reserve and dividend policy, proposes to set the dividend for 2020 at EUR 1.02 in cash per share, payable on 28 June 2021.

Re 3a – It is proposed to discharge all members of the Management Board in office in 2020 from liability in relation to the performance of their duties in the financial year 2020, insofar as the exercise of such duties is apparent from the financial statements for 2020 or has been otherwise disclosed to the General Meeting.

Re 3b – It is proposed to discharge all members of the Supervisory Board in office in 2020 from liability in relation to the performance of their duties in the financial year 2020, insofar as the exercise of such duties is apparent from the financial statements for 2020 or has been otherwise disclosed to the General Meeting.

Re 4 – Deloitte Accountants N.V. was reappointed as independent external auditor on the 2018 AGM, for a period of two years (financial years 2019 and 2020). The Audit Committee monitored and evaluated the functioning of the external accountant and the effectiveness of the external audit process. Upon the advice and recommendation of the Audit Committee, and taking into account the observations of the Management Board, the Supervisory Board proposes to reappoint Deloitte Accountants N.V. as the company's external auditor for the financial year 2021.

Re 5 – It is proposed that the General Meeting designated the Management Board for a period of 18 months from the date of the Annual General Meeting, i.e. until and including 22 December 2022, 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% of the total number of issued share capital on 22 June 2021; and
- b. to restrict and/or exclude the pre-emptive right of shareholders in respect of the issue of shares or the granting of rights to acquire shares pursuant to the authorisation 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 22 December 2022, 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

Measures related to COVID-19

In view of the COVID-19 pandemic, IMCD has decided on the following organisational measures for the AGM:

- No social gatherings surrounding the Annual General Meeting will take place.
- To be able to safeguard 1.5 meters distance between all attendees, IMCD encouraged shareholders not to attend the meeting in person, but use their online proxy voting right instead.
- Shareholders that, despite current circumstances and associated health risks, wish to attend the meeting in person must come alone and, in addition to the below registration process, provide valid contact details (e-mail address and telephone number) to the Company Secretary per e-mail via ir@imcdgroup.com. Such contact details will be used to inform the registered attendees of any last-minute changes or requirements.
- All attendees will be requested to wash and disinfect their hands before entry of the meeting room. Persons showing symptoms of COVID-19 are strongly advised to stay home and will not be admitted in the meeting.
- The Supervisory Board members aim to attend the meeting in person. However, due to the international character of IMCD's Supervisory Board, international restrictions and/or negative travel advices may prevent one or more of its foreign members from attending.
- The Management and Supervisory Board members present during the AGM will not be available for social interaction other than during the AGM itself.

If, in the opinion of the company or by governmental directive, a health or safety issue would arise in relation to the meeting, last-minute changes to logistics or venue including additional requirements or limitations in relation to the attendance in person, may be taken. IMCD will inform shareholders of any such changes.

Record Date

The Management Board has determined that persons entitled to participate in and vote at the Annual General Meeting on 22 June 2021 shall be those persons who, after all changes have been processed, (i) have these rights on **25 May 2021** 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

A shareholder who wishes to attend the meeting are required to notify ABN AMRO Bank N.V. through their financial intermediary. Notification via the financial intermediary can take place as of 26 May 2021, but **no later than 17:00 hours CET on 15 June 2021**. Shareholders can also register themselves via www.abnamro.com/evoting. In all circumstances, the intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than **16 June 2021, 13:00 CET** stating that the shares were registered in the name of the holder thereof on the record date whereupon the holder will receive a proof of registration which will also serve as an admission ticket for the meeting.

In addition to this registration process, shareholders must provide valid contact details (e-mail address and telephone number) to the Company Secretary per e-mail via ir@imcdgroup.com no later than **15 June 2021, 17:00 CET**.

Voting by proxy

A shareholder who wishes 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 ABN AMRO at the address below, ultimately on **15 June 2021, 17:00 CET**. A written proxy voting form is available as of today at www.imcdgroup.com/investors or can be obtained via ABN AMRO.

Online proxy voting

A shareholder can choose to give a proxy voting instruction to the Company Secretary of IMCD to vote on behalf of the shareholder at the Annual General Meeting. Electronic proxy voting instructions need to be received via www.abnamro.com/evoting or via the intermediary in any event not later than **15 June 2021, 17:00 CET**. In all circumstances, the intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than **16 June 2021, 13:00 CET**.

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. Shareholders or their representative are requested to come alone. All persons will be requested to wash and disinfect their hands before entry of the meeting room. Persons showing symptoms of COVID-19 are strongly advised to stay home and will not be admitted in the meeting.

Management Board / Supervisory Board IMCD N.V.

Rotterdam, 11 May 2021

ABN AMRO address:

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The Netherlands

E-mail: ava@nl.abnamro.com

IMCD address:

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Attn. Cecile Westerhuis (Company Secretary)
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