

CONVOCAATION

Shareholders of **IMCD N.V.** are invited to attend the **ANNUAL GENERAL MEETING** to be held on **2 May 2022 at 1:00 p.m. CET** at the Mainport by Intel Hotel, Schiedamsedijk 140, 3011 EN, Rotterdam, the Netherlands

AGENDA

- 1. Opening**
- 2. Review of the year 2021**
 - a. Presentation by the Management Board on the financial year 2021 *(discussion item)*
 - b. Changes to the corporate governance structure *(discussion item)*
 - c. Remuneration Report for 2021 *(for advisory vote)*
- 3. Financial statements, result, and dividend**
 - a. Presentation by the external auditor on the audit of the 2021 financial statements *(discussion item)*
 - b. Proposal to adopt the 2021 financial statement *(voting point)*
 - c. Reserve and dividend policy *(discussion item)*
 - d. Proposal to adopt a dividend of EUR 1.62 per share in cash *(voting point)*
- 4. Discharge**
 - a. Discharge from liability of the members of the Management Board for the performance of their duties in 2021 *(voting point)*
 - b. Discharge from liability of the members of the Supervisory Board for the performance of their duties in 2021 *(voting point)*
- 5. Management Board composition**
 - a. Proposal to reappoint Piet van der Slikke (CEO) as member of the Management Board *(voting point)*
 - b. Proposal to reappoint Hans Kooijmans (CFO) as member of the Management Board *(voting point)*
 - c. Proposal to appoint Marcus Jordan as COO and new member of the Management Board *(voting point)*
- 6. Supervisory Board composition and remuneration**
 - a. Proposal to reappoint Stephan Nanninga as member of the Supervisory Board *(voting point)*
 - b. Proposal to appoint Willem Eelman as member of the Supervisory Board *(voting point)*
 - c. Proposal to approve the annual fixed fees for the chair and members of the Supervisory Board's Nomination and Appointment Committee *(voting point)*
- 7. Reappointment of the external auditor**

Proposal to reappoint Deloitte Accountants B.V. as external auditor for the financial years 2022 and 2023 *(voting point)*
- 8. Authorisation to issue shares and restrict or exclude pre-emptive rights**
 - a. Authorisation of the Management Board to issue shares *(voting point)*
 - b. Authorisation of the Management board to restrict or exclude pre-emptive rights on shares as described under 8a *(voting point)*
- 9. Authorisation to acquire shares**

Authorisation of the Management Board to acquire shares in the Company's own share capital *(voting point)*
- 10. Closing (including Q&A)**

This agenda with explanatory notes, the instructions for attendance, the annual report and financial statements for 2021 and further information regarding the Annual General Meeting are available at IMCD's corporate website (www.imcdgroup.com/investors) as from 18 March 2022 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. 36,275 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 56,951,583.

EXPLANATORY NOTES TO THE AGENDA

Item 2a – See page 4 to 115 of the 2021 Annual Report. The Management Board will give a presentation on IMCD's performance in 2021. Compliance with the 2016 Dutch Corporate Governance Code (the "Code") is accounted for as part of the report of the Management Board.

Item 2b – This agenda item provides for an explanation on the company's corporate governance structure and changes thereto. See page 102 to 107 of the 2021 Annual Report (section Corporate Governance).

As of 2022, the Supervisory Board has established a Nomination and Appointment Committee, bringing the corporate governance structure in line with the best practices described in provision 2.2.5. of the Code. In addition, as discussed under agenda item 5 hereafter, the Supervisory Board has decided to expand the Management Board with a third member.

Item 2c – This item concerns an advisory vote on the Remuneration Report for 2021. See page 93 to 101 of the 2021 Annual Report (Remuneration Report) and page 91 (Supervisory Board Report - MB and SB remuneration). The Remuneration Report reports on the 2021 implementation and execution of the Remuneration Policies for the Management Board and the Supervisory Board. It is proposed to cast a favourable advisory vote.

Item 3a – The financial statements have been audited by Deloitte Accountants B.V. (appointed as IMCD's external auditor for the financial year 2021). Deloitte will give a presentation on the audit services performed in 2021.

Item 3b – It is proposed to adopt the consolidated and company financial statements for the 2021 financial year.

Item 3c – In accordance with provision 4.1.3. of the Code, the explanation of the reserve and dividend policy is included in the agenda as a separate agenda item. The policy has not changed since the previous year(s). See page 13 and 58 of the 2021 Annual Report and IMCD's website for more information.

Item 3d – The Management Board, after approval of the Supervisory Board and in accordance with the reserve and dividend policy, proposes to set the dividend for 2021 at EUR 1.62 in cash per share, payable on 9 May 2022.

Item 4a – It is proposed to discharge all members of the Management Board in office in 2021 from liability in relation to the performance of their duties in the financial year 2021, insofar as the exercise of such duties is apparent from the financial statements or other public disclosure prior to the adoption of the 2021 financial statement.

Item 4b – It is proposed to discharge all members of the Supervisory Board in office in 2021 from liability in relation to the performance of their duties in the financial year 2021, insofar as the exercise of such duties is apparent from the financial statements or other public disclosure prior to the adoption of the 2021 financial statement.

Item 5 – In accordance with the Articles of Association, the Supervisory Board has made three binding nominations regarding the (re)appointment of members of the Management Board. The binding nominations by the Supervisory Board were notified to the General Meeting in press releases of 15 December 2021 (for reappointment of the CEO and CFO) and 18 March 2022 (for appointment of a COO) respectively, available in the Investors news section on IMCD's website. 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.

Item 5a – Mr. Piet C.J. Van der Slikke (1956, Dutch nationality) has been leading IMCD as of 1995. Following IMCD's listing in 2014, he was reappointed as member of the Management Board (CEO) in 2014 and 2018. His current term expires at the date of the 2022 AGM. Piet van der Slikke has informed the Supervisory Board of his intention to retire from the Management Board in the course of 2024. Hence, the Supervisory Board has nominated him for reappointment as CEO and member of IMCD's Management Board for another term of two years (i.e., until the end of the AGM to be held in 2024). A summary of key terms of the services agreement with Mr. Van der Slikke is made available on the Company's website.

Item 5b – Mr. Hans J.J. Kooijmans (1961, Dutch nationality) joined Mr. Van der Slikke in the management of IMCD in 1996. Following IMCD's listing in 2014, he was reappointed as member of the Management Board (CFO) in 2014 and 2018. His current term expires at the date of the 2022 AGM. The Supervisory Board has nominated Hans Kooijmans for reappointment as CFO and member of IMCD's Management Board for another term of four years (i.e., until the end of the AGM to be held in 2026). A summary of key terms of the services agreement with Mr. Kooijmans is made available on the Company's website.

Item 5c – In view of the growth pace and current size of the Company, the Supervisory Board has decided to expand the Management Board with a third member to fulfil the role of Chief Operation Officer (COO). Adding this role to the Management Board is considered a logical next step to prepare the Company for future developments and continued growth. For this vacancy, the Supervisory Board has made a binding nomination for the appointment of Mr. Marcus Jordan as member of IMCD's Management Board for a term of four years (i.e., until the end of the AGM to be held in 2026).

Mr. Marcus Jordan (1974, British nationality) currently is a valued member of the Executive Committee of IMCD and successfully leads the Americas region as President. He holds a Chemistry degree after studying at the University of East Anglia, UK, and University of Illinois, US, and completed the Advanced Management Program (AMP) of Harvard Business School, Boston, US. Marcus Jordan started his career as a formulation and application specialist and joined IMCD in the UK in 1998. Throughout his 23-year career with IMCD, he has held various strategic roles in the UK as well as in the group organisation, amongst which the role of Group Development Director. In his role as President Americas, Mr. Jordan has been responsible for IMCD's operations in the Americas, accomplishing national footprint and coast-to-coast coverage in the US, and successful expansion into Latin America.

The proposed appointment strengthens the Management Board as a whole and is regarded a logical next step to be prepared for future growth. The Supervisory Board welcomes the experience of Mr. Jordan, who, with a focus on strategy execution for digitisation and sustainability, and driving operational excellence across the group, will deliver a valuable addition to the Management Board, enabling the company to deliver on its aim to be a market leader in the sales, marketing and distribution of speciality chemicals and ingredients.

As of his appointment, the remuneration of Marcus Jordan will be in line with the Remuneration Policy for the Management Board. Until 2 May 2022, Mr. Jordan will be paid in line with his current contract as member of the Executive Committee and President Americas. A summary of key terms of the services agreement with Mr. Jordan is made available on the Company's website.

Mr. Jordan currently holds 10,277 shares in the Company. He has no other mandates which are relevant to the performance of his duties as member of the Management Board.

Item 6 – IMCD's Supervisory Board consist of five members. In accordance with the rotation schedule, the mandate of two of its members, Stephan Nanninga and Arjan Kaaks, expire on the date of the 2022 AGM. Mr. Kaaks has served two terms on IMCD's Supervisory Board and will retire from the board in line with the best practices described in the Code.

To fill the vacancies due the expiration of the terms mentioned above, the Supervisory Board has made binding nominations to reappoint Stephan Nanninga (for a second term of four years) and appoint Willem Eelman as Supervisory Board member for a first term of four years. Upon appointment, Mr. Eelman will succeed Arjan Kaaks as chair of the Audit Committee.

Item 6a – The Supervisory Board nominates Mr. S. (Stephan) R. Nanninga for reappointment to the Supervisory Board for a second term of four years (in accordance with best practice provision 2.2.2. of the Code), expiring on the date of the Annual General Meeting in 2026.

Personal information as referred to in art. 2:142 subsection 3 of the Dutch Civil Code:

Stephan Nanninga (1957) has the Dutch nationality and holds a law degree from Erasmus University of Rotterdam and an MBA from Delft University, the Netherlands. Having held various positions at Royal Dutch Shell, Technische Unie (part of Sonepar) and CRH, he joined the executive board of SHV Holdings NV in 2007 where he served as Chief Executive Officer from 2014 to 2016. As of 2017 up until 3 March 2022, he was executive director on the board of Dutch Star Companies One N.V. and, subsequently, Dutch Star Companies two B.V. Currently, Stephan Nanninga serves as non-executive director at Bunzl Plc. and as member of the supervisory board of CM.com N.V. and Cabka N.V. He does not hold shares in IMCD N.V.

The Supervisory Board nominates Stephan Nanninga for reappointment in view of his broad and both national and international management and business experience, as well as specific experience in M&A, the chemical industry and distribution, and with listed companies. His functioning and valuable contribution to IMCD in the past years, as member and as chair of the Remuneration Committee, have been taken into account and contribute positively to the decision to propose his reappointment for a second term. In addition, the Supervisory Board considers it important to maintain the expertise and knowledge accumulated within its current composition.

Item 6b – The Supervisory Board nominates Mr. W. (Willem) Eelman for appointment to the Supervisory Board for a first term of four years (in accordance with best practice provision 2.2.2. of the Code), expiring on the date of the Annual General Meeting in 2026.

Personal information as referred to in art. 2:142 subsection 3 of the Dutch Civil Code:

Willem Eelman (1964) has Dutch nationality and holds a master's degree in Agricultural Economics with a speciality in Marketing and Business Administration, graduating from the Agricultural University Wageningen. He also holds a Chartered Controllers Degree from the Vrije Universiteit Amsterdam and followed the Advanced Management Program at Harvard, Cambridge. Currently, Mr. Eelman is a member of the management board and chief financial officer of Grandvision N.V., where he previously held the position of supervisory board member and audit committee chair. In the past, he held management positions in C&A Europe (chief financial officer and chief transformation officer) and Unilever N.V. (roles in finance and IT, including the role of chief information officer). Willem Eelman does not hold shares in IMCD N.V.

The Supervisory Board nominates Willem Eelman in view of his broad national and international management experience, his financial expertise as well as significant experience in the field of IT, digitisation, and information security. This specific experience and his professional background are deemed a valuable contribution to the combined expertise and diversity of the Supervisory Board as a whole.

Item 6c – In accordance with the Articles of Association, the General Meeting determines the remuneration of the Supervisory Board members on the proposal of the Supervisory Board. In 2020, the General Meeting adopted a written Remuneration Policy for the Supervisory Board, reflecting the guiding principle that the remuneration of the members consists of an annual fixed fee, with 99.49% of votes cast in favour.

In light of (i) the establishment of a new Supervisory Board committee, and (ii) the outcomes of the benchmark investigation executed by EY in 2021, the following two changes to the fixed fees are proposed.

- (i) It is proposed to determine the remuneration for the chair of the Nomination and Appointment Committee on a fixed fee of EUR 12,500 and for each member on EUR 7,500 on an annual basis. These amounts are equal to the fees currently applicable for the Remuneration Committee chair and members (as approved by the General Meeting in 2020). This reflects the expectation that tasks allocated to the two committees will involve a similar time spend of the individual Supervisory Board members.
- (ii) In the benchmark investigation executed by EY in 2021 the remuneration of the Supervisory Board was also reviewed against a peer group. See page 95 of the 2021 Annual Report for a description of the criteria and overview of the companies included in such peer group.

The benchmark confirmed that the current remuneration of the Supervisory Board members is still set around (slightly below) the median level of remuneration paid in the peer group, except for the position of the Supervisory Board chair, for which the benchmark showed a more substantial gap. It is therefore proposed to increase the annual fee for the chair position to EUR 85,000. With this change, and adoption of the additional committee fees proposed under (i) above, the remuneration of the Supervisory Board members would again be set around the median level.

It is therefore proposed to the General Meeting to approve a revision of the annual fixed fee table applicable to the Supervisory Board and determine that the following amounts will apply effective 1 January 2022.

FUNCTION	ANNUAL FEE (EUR)	
Supervisory Board - chair	85,000	<i>* change from EUR 70,000</i>
Supervisory Board - member	55,000	
Audit Committee - chair	15,000	
Audit Committee - member	10,000	
Remuneration Committee - chair	12,500	
Remuneration Committee - member	7,500	
Nomination and Appointment Committee - chair	12,500	<i>* change – new included fee</i>
Nomination and Appointment Committee - member	7,500	<i>* change – new included fee</i>

Item 7 – In 2021, Deloitte Accountants B.V. was (re)appointed as independent external auditor for the financial year 2021. The 2021 audit was the first audit performed under the new lead partner, Mr. Christian Binkhorst. 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 B.V. as the company's external auditor for the financial years 2022 and 2023.

Item 8 – 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 2 November 2023, 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 2 May 2022; 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 8a. above.

Item 9 – It is proposed that the General Meeting authorises the Management Board for a period of 18 months from the date of the Annual General Meeting, i.e., until and including 2 November 2023, 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 Euronext Amsterdam for the five trading days preceding the date on which the purchase is made.

INSTRUCTIONS FOR ATTENDANCE

COVID-19 developments

Based on the withdrawal by the Dutch government of COVID-19 related measures as per 25 February 2022, IMCD will hold a physical meeting as usual. Still, to limit health risks for the persons participating, 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.

If regulations or measures change in the coming period up to and including the date of the meeting, this may have consequences for the meeting, including last-minute changes to logistics or venue, or additional requirements or limitations in relation to the attendance in person. In that case up-to-date information for shareholders will be published on the Investors' section of IMCD's corporate website [here](#) as soon as possible.

Record Date

Admission to the meeting is for holders of shares in IMCD N.V. (and others entitled to attend the meeting) on **Monday 4 April 2022**, ("Record Date") following the processing of all settlements on that date, who are recorded in one of the registers or sub-registers mentioned below and who have registered for the meeting in accordance with the conditions below. The designated registers and sub-registers are the records of the intermediaries with Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal Effectenverkeer*) and the register of shareholders kept by IMCD N.V. in Rotterdam.

Registration

A shareholder who wishes to attend the meeting must register with ABN AMRO Bank N.V. ("ABN AMRO") no later as of the Record Date and no later than 5:00 p.m. CET on **Monday 25 April 2022**, via their financial intermediary or directly via www.abnamro.com/evoting. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO, stating that such shares were registered in his/her name at the Record Date. With this confirmation, intermediaries are requested to include the full address details of the relevant shareholder in order to be able to verify the shareholding on the Record Date in an efficient manner. The receipt (of registration) to be supplied by ABN AMRO will serve as an admission ticket to the meeting.

Voting by (electronic) proxy

Notwithstanding the obligation to register for the meeting, the right to attend in-person and to vote at the meeting may be exercised by a holder of a written proxy (for which purpose a form can be obtained free of charge under "AGM 2022 documentation"). The written proxy must be received by the Company Secretary by 5:00 p.m. CET on **Monday 25 April 2022**, via email to ir@imcdgroup.com.

Shareholders may electronically give their voting instruction through www.abnamro.com/evoting. A shareholder can also choose to grant an electronic proxy with voting instruction to the Company Secretary of IMCD N.V. or another third party. Electronic proxy voting instructions must be received via www.abnamro.com/evoting or via the intermediary ultimately before 5:00 p.m. CET on **Monday 25 April 2022**.

Registration and identification at the meeting

Registration for admission in-person to the meeting will take place from 12:30 p.m. CET until the commencement of the meeting at 1:00 p.m. CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license. A chosen proxy holder must hand in the attendance card and their original proxy instrument at the registration desk.

Rotterdam, 18 March 2022
Management Board, IMCD N.V.

IMCD N.V.:

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