

**DRAFT MINUTES**

**Annual General Meeting of shareholders of  
IMCD N.V.  
held on 2 May 2022 at 13:00 hours CET,  
at the Mainport by Inntel Hotel in Rotterdam, the Netherlands (the “AGM”)**

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*These minutes contain a short report of the proceedings at the AGM and do not give a verbatim record of the discussions held. Shareholders are offered the opportunity to react to the draft minutes for a period of at least three months, until 31 October 2022, by email to [ir@imcdgroup.com](mailto:ir@imcdgroup.com) or by post to IMCD N.V., for attention of the Company Secretary (Mrs. Cecile Westerhuis), Wilhelminaplein 32, 3072 DE Rotterdam, the Netherlands.*

## **1. Opening**

Mr Smalbraak, chair of the Supervisory Board of IMCD N.V. and chair of the AGM opens the Annual General Meeting of shareholders of IMCD N.V. and welcomes those present at the meeting.

The meeting is conducted in English and is recorded on audiotape. The members of the Management Board, Mr Van der Slikke, CEO and Mr Kooijmans, CFO, and the members of the Supervisory Board present at the meeting. The chair introduces IMCD’s external auditor for the financial year 2021, Mr Binkhorst of Deloitte Accountants B.V. Mrs Westerhuis, company secretary of IMCD N.V., is designated to take minutes of the matters discussed at the meeting.

The chair observes that the notice convening the AGM was posted on IMCD’s corporate website on 18 March 2022, in accordance with the relevant provisions of the articles of association of IMCD and Dutch law. The notice, agenda, explanatory notes, and a written proxy form were available from 18 March 2022 until the date of the meeting via IMCD’s listing agent, at the office of IMCD N.V. and at the company’s website.

Shareholders unable to attend the meeting have been given the opportunity to appoint a proxy or to issue voting instructions in writing or via the e-voting platform of IMCD’s listing agent to a party designated by them or to a person designated by IMCD to collect the voting instructions.

The chair reports that based on the attendance and registration list, the number of shares present or represented at the meeting, including the votes cast by proxy via the e-voting platform, totals 48,512,547 ordinary shares in IMCD N.V., with a corresponding number of voting rights, which equals 85.21% of the total number of issued shares carrying voting rights of 56,931,583.

The chair establishes that the requirements relevant to the convening and holding of IMCD’s general meeting of shareholders have been met and that the meeting can validly resolve on the matters put forward in the agenda.

## **2. Review of the year 2021**

### **2.a. Presentation by the Management Board in the financial year 2021**

Mr Van der Slikke and Mr Kooijmans elaborate on IMCD’s business and financial performance in 2021, as reflected in the Annual Report 2021, on the basis of a presentation and a video on IMCD’s business and strategy, which are both available at the company’s website.

### **2.b. Changes to the corporate governance structure**

After the presentation by the Management Board, the chair proceeds with agenda item 2.b. and elaborates on the company's corporate governance structure and changes thereto. A description of the structure and the changes is also included in the presentation that is made available at the company's website.

The chair invites those present to raise any matters they would like to discuss in relation to IMCD's corporate governance structure and/or the Annual Report 2021.

Mr Den Ouden (representing the VEB (*Vereniging van Effectenbezitters*)) refers to the credit rating recently assigned to IMCD by Fitch, being a BBB- rating, the lowest of investment grades available. This was a surprise to the VEB. Mr Den Ouden asks what the arguments of Fitch were not to assign a higher rating? Mr Kooijmans answers that for IMCD, the rating was actually a positive surprise, as most rating agencies have a certain threshold for company size in order to qualify for an investment grade rating. IMCD does not meet that threshold in size, but nevertheless, based on strong historical performance and the strength of the business model, both Moody's and Fitch gave IMCD an investment grade rating.

Mr Den Ouden furthermore asks how IMCD can still extract value from acquisitions, in an M&A market with increasing prices and competition. Mr van der Slikke answers that IMCD focusses on making sure that each acquisition fits well into the strategy and IMCD's portfolio. IMCD has a defined strategy for each of its business segments and on that basis decided on acquisition targets. It is part of IMCD's DNA to be a consolidator; IMCD is a global company and wants to service its big supplier relations, if possible, in most parts of the world, which requires than also sometimes acquisitions. IMCD has demonstrated in the past that it is able to get value out of acquisitions and to achieve synergies. When talking about synergies, the focus is not so much on costs synergies, but much more on the ability to leverage the supplier relationships that IMCD acquire across other parts of the world. MR van der Slikke concludes that whilst remaining diligent and careful, he still feels that value and synergies can be achieved through acquisitions going forward.

With no further questions raised, the chair continues with agenda item 2.c.

## **2.c. Remuneration Report 2021**

The chair notes that the implementation of the remuneration policy for IMCD's Management Board members in 2021 is described in footnote 53 on page 211 of the Annual Report. Further details are included in the Remuneration Report 2021 that was this year made available as part of the Annual Report, available for download on the company's website.

Mr Nanninga (in his capacity as chair of the Remuneration Committee) gives a further explanation on IMCD's remuneration policy for the Management Board members and its implementation in 2021. After his presentation, the chair invites those present to raise any question in relation to the Remuneration Report for 2021.

Mr Den Ouden asks if the Supervisory Board can give some explanation to what extent the targets were met above the opportunity. Secondly, in relation to the short-term non-financial bonus targets, Mr Den Ouden asks is in which way the Supervisory Board assessed whether the integration of Signet was successful. Mr Nanninga answers the second question first by elaborating on the various indicators Supervisory Board assesses when evaluating the integration of an acquisition after a one-year period. In case of Signet, the indicators of success included (financial) results in according to plan, key people retention, no key suppliers terminating the distribution relationship and integration of systems (IT / back-office) and financial reporting being on track with the integration plan. Based on all elements studied, the Supervisory Board had a positive impression of the progress made in the first year. Further progress will be followed closely.

Replying to the first question, Mr Nanninga repeats that the short-term bonus is made up out of two elements, financial and non-financial criteria. For the financial criteria, targets are set to a certain amount of EBITA, associated with M&A and organic growth. The EBITA target numbers are not disclosed for competitive reasons. The non-financial targets were set on four elements, one being the integration of Signet, but also for instance on diversity, cybersecurity, and sustainability, more specific the emissions reduction target set for 2024. All include metrics as described in the report, which made it easy to calculate leading to the conclusions as shared in the report.

In accordance with new Dutch legislation, the remuneration report is put to the General Meeting for an advisory vote. With no questions raised for discussion, the chair proceeds to put the proposal to, by way of advisory vote, approve the 2021 Remuneration Report to the vote.

Before voting, Mr Den Ouden wishes to declare a voting statement on behalf of the VEB. The VEB is of the opinion that the Remuneration Report contains insufficient information and asks IMCD to include additional information in the next report. The VEB will vote against the report with ten shares. The chair notes that this statement will be included in the minutes.

The chair continues with the vote and establishes that the General Meeting advised positively in respect of the 2021 Remuneration Report, with 44,146,221 votes in favour, 4,360,066 votes against and 6,260 abstentions.

### **3. Financial statements, results, and dividend**

#### **3.a. Presentation of the external auditor on the audit of the 2021 financial statements**

Mr Binkhorst (Deloitte audit partner and external auditor to IMCD for the company and consolidated financial statements of IMCD for the financial year 2021) gives a short presentation on the process, materiality and key audit matters of the audit performed by him and his audit team as reflected in the unqualified auditor's opinion included in the Annual Report on pages 216 through 225. A copy of his presentation is included in the AGM presentation attached to these minutes and available at the company's website.

The chair invites those present to raise any matters they would like to discuss in respect of the presentation provided by the auditor.

Mr Den Ouden poses two questions. First, he refers to the paragraph in the auditor's report on fraud risks and asks in which way the audit approach changed from previous years. Secondly, Mr Den Ouden asks if the auditor can explain why the audit fees came down, whilst on the other hand IMCD reported substantial growth. Replying to the latter question, Mr Binkhorst notes that the fees budgeted sufficed to execute the audit properly from a quality standpoint. In respect of the first question, Mr Binkhorst explains that in the audit report on IMCD, but also in reports on other companies, Deloitte indeed now reports more elaborate on the impact of fraud and non-compliance, as well as the work performed as auditor around these two topics. Compared to past years, Mr Binkhorst sees that this is an area that gets increased attention, and with the growth of IMCD, Deloitte now sent out instructions to its local teams to perform focussed procedures for these topics. Next to this, forensic experts have been involved in the past years, which help plan the audit, execute procedures, and advise or help to raise the right questions throughout the audit process. To offer transparency on the work Deloitte performs it has now added more specific information on fraud and non-compliance, next to the key audit matters section that is in the report.

Mr Rienks asks if the auditor also includes different cultures in the territory that IMCD is active in its fraud approach, for example by reviewing the gifts policy or commission payments. Mr Binkhorst replies

by explaining that the work of Deloitte as auditor starts by looking at the global footprint of IMCD and making an assessment based on publicly available information, for example corruption indices. Those indicators drive Deloitte's risk assessment on the basis of which Deloitte reviews the framework of policies and procedures that IMCD implemented. In case Deloitte has comments or observations in this respect, such are discussed with the management and with the Supervisory Board. More specific work performed, for example in respect of gifts, but also for example advisory fees, is included in the focus areas and procedures that Deloitte asks its local teams to perform. This may include, from time to time, visiting local business partners of IMCD, such as warehouses, for example when reviewing and checking inventory balances. Procedures are tailored to what is needed. Mr Van der Slikke adds that IMCD has strict business principles and compliance rules, and compliance trainings in place. Also, IMCD has its internal audit team monitoring compliance. Generally speaking, culture is most important to counter and prevent unethical behaviour. IMCD has a strong and open business culture and pays a lot of attention to keep it that way. Policies are in place, follow up actions are being taken and we feel we are in a good position to prevent unethical conduct as mentioned by Mr Rienks from happening.

The chair observes that there are no further questions and continues with agenda item 3.b.

### **3.b. Proposal to adopt the financial statements 2021**

In relation to the Annual Report, Mr Den Ouden asks the management why the purchase price allocation for Signet was changed. Was this due to something that IMCD missed in the due diligence process? Mr Kooijmans explains in reply that, upon acquisition of Signet, IMCD acquired 70% of the shares upfront, with a purchase price obligation for the remaining 30%. This purchase price obligation is based on a best estimate of the results in coming years, because the price that IMCD needs to pay relates to future results. During the year, IMCD saw better performance than it expected, so it had to adjust the purchase price obligation based on the newest information. In addition, there is a 12 month-period to reassess the initial purchase price obligation, as typically you do not have full information yet at the moment of acquisition. That is the other element that played a role in the adjustment now referred to by the VEB.

The chair observes that all documents and matters relating to the Annual Report and the financial statements 2021 have now been discussed, with no questions remaining. The chair puts the proposal to adopt the consolidated and company financial statements 2021 to the vote.

The chair establishes that the consolidated and company financial statements 2021 as included in the Annual Report are adopted by the General Meeting with 48,227,359 votes in favour, 43,570 votes against and 241,618 abstentions.

### **3.c. / 3.d. Reserve and dividend policy / Proposal to adopt a dividend of EUR 1.62 per share in cash**

The chair comments that in the explanatory notes to the agenda, and in the presentation of Mr Kooijmans on the financial statements 2021, IMCD's reserve and dividend policy was further explained, and the dividend proposal for 2021 - consisting of a dividend of EUR 1.62 in cash per share - is in line with the dividend policy. With no questions raised, the chair proceeds with the voting on agenda item 3.d.

The chair notes that 48,396,184 votes are cast in favour, 110,103 votes are cast against, and 6,260 votes abstained. On the basis of the votes cast, the chair establishes that the proposal to distribute a cash dividend of EUR 1.62 per share is adopted by the General Meeting.

## **4. Discharge of liability**

### **4.a. Proposal to discharge from liability the members of the Management Board**

The chair notes that in accordance with article 23.4 of the company's articles of association it is proposed that the members of the Management Board are discharged from liability for the performance of their duties in the financial year 2021 insofar as the exercise of such duties is reflected in the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the financial statements 2021.

There are no questions raised in this respect. The chair puts the proposal to the vote.

The chair establishes that the proposal to discharge the members of the Management Board for the performance of their duties in 2021 is adopted by the General Meeting with 47,770,107 votes in favour, 488,327 votes against and 254,113 abstentions.

#### **4b. Proposal to discharge from liability the members of the Supervisory Board**

The chair notes that in accordance with article 23.4 of the company's articles of association it is proposed, as a separate agenda item, that the members of the Supervisory Board are discharged from liability for the performance of their duties in the financial year 2021 insofar as the exercise of such duties is reflected in the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the financial statements 2021.

There are no questions raised in this respect. The chair puts the proposal to the vote.

The chair establishes that the proposal to discharge the members of the Supervisory Board for the performance of their duties in 2021 is adopted by the General Meeting with 47,765,107 votes in favour, 493,327 votes against and 254,113 abstentions.

### **5. Management Board composition**

The chair refers to the three proposals on the agenda in respect of the composition of the Management Board and the explanation provided in the explanatory notes to the agenda.

In accordance with the Articles of Association, the Supervisory Board has made binding nominations regarding the re-appointment of the current members of the Management Board and appointment of an additional Management Board member in the role of COO. The chair invites those present to raise any matters they would like to discuss in respect of these proposals for (re)appointment.

Mr Rienks asks if Mr Van der Slikke's intention is to stay on for a further four years or if he wishes to retire before that time. Mr Van der Slikke refers to the press release published on his nomination for reappointment which includes the indication of his foreseen retirement and, hence a two-year term for his reappointment. In addition, Mr Van der Slikke notes that within that period of two years, the Supervisory Board will work on the succession in accordance with the succession plan in place. This information was also included in the explanatory notes to the AGM agenda.

#### **5.a. Proposal to reappoint Piet van der Slikke (CEO) as member of the Management Board**

With no further questions posed, the chair puts agenda item 5.a. to the vote. There are 48,476,164 votes cast in favour, 29,811 votes cast against, and 6,572 votes are abstained. The chair establishes that the General Meeting has reappointed Mr Van der Slikke as member and CEO of the Management Board for a further term of two years. The chair congratulates Mr Van der Slikke on his reappointment.

#### **5.b. Proposal to reappoint Hans Kooijmans (CFO) as member of the Management**



The chair puts agenda item 5.b. to the vote. There are 48,382,680 votes cast in favour, 29,811 votes cast against, and 100,056 votes are abstained. The chair establishes that the General Meeting has reappointed Mr Kooijmans as member and CFO of the Management Board for a further term of four years. The chair congratulates Mr Kooijmans on his reappointment.

#### **5.c. Proposal to appoint Marcus Jordan as COO and new member of the Management Board**

Upon question of Mr Rienks, Mr Jordan, who is present in the meeting is introduced. After the meeting there is opportunity for those present to meet for a further introduction.

The chair puts agenda item 5.c. to the vote. There are 48,382,680 votes cast in favour, 29,811 votes cast against, and 100,056 votes are abstained. The chair establishes that the General Meeting has appointed Mr Jordan as new member and COO of the Management Board for a first term of four years. The chair congratulates Mr Jordan on his appointment.

### **6. Supervisory Board composition and remuneration**

The chair refers to IMCD N.V.'s Articles of Association on the composition of the Supervisory Board and notes that, in accordance with the rotation schedule available at IMCD's corporate website, the mandates of Mr Nanninga and Mr Kaaks expire on the date of this AGM. As Mr Kaaks has completed two terms on this Board, he is not available for further reappointment. To fill the vacancies as a result thereof, the Supervisory Board has made binding nominations to re-appoint Mr Nanninga for a second term on the Supervisory Board and Mr Willem Eelman, present here today, for a first term, both of four years.

The binding nominations were notified to the General Meeting in IMCD N.V.'s press releases of, respectively, 15 December 2021 and 25 February 2022. All nominees fit IMCD's Supervisory Board profile, and the Supervisory Board considers their (re)appointment in the interest of the company given their relevant expertise and experience. The chair refers to the explanatory notes to the agenda for this meeting which include the relevant personal and professional details of Mr Nanninga and Mr Eelman.

The binding nominations of the Supervisory Board may only be rejected by the General Meeting with a resolution adopted by an absolute majority of the votes cast which represents at least one-third of the issued share capital.

No questions are raised and the chair proceeds to put the proposals to the vote.

#### **6.a. Proposal to reappoint Stephan Nanninga as member of the Supervisory Board**

The chair puts agenda item 6.a. to the vote. There are 46,838,617 votes cast in favour, 1,667,358 votes cast against, and 6,572 votes are abstained. The chair establishes that the General Meeting has reappointed Mr Nanninga as member of the Supervisory Board.

#### **6.b. Proposal to appoint Willem Eelman as member of the Supervisory Board**

The chair puts agenda item 6.b. to the vote. There are 48,208,624 votes cast in favour, 203,867 votes cast against, and 100,056 votes are abstained. The chair establishes that the General Meeting has appointed Mr Eelman as member of the Supervisory Board.

#### **6.c. Proposal to approve the annual fixed fees for the chair and members of the Supervisory Board's Nomination and Appointment Committee**

The chair refers to the explanatory notes to the agenda, which include the details of the proposal to revise the annual fixed fees for the Supervisory Board 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. With no questions raised by those present, the chair proceeds to put agenda item 6.c. to the vote.

There are 48,300,282 votes cast in favour, 205,955 votes cast against, and 6,310 votes are abstained. On the basis of the votes cast, the chair establishes that the revision of the annual fixed fees for the Supervisory Board members is approved by the General Meeting.

## **7. Proposal to reappoint Deloitte Accountants B.V. for the financial year 2022 and 2023**

Following the Audit Committee's recommendation, the Supervisory Board proposes to the General Meeting to appoint Deloitte Accountants B.V. as the external auditor for the financial year 2022 and 2023. With no questions raised, the chair proceeds to put agenda item 7 to the vote.

There are 48,470,257 votes are cast in favour, 29,471 votes are cast against, and 12,819 votes abstained. On the basis of the votes cast, the chair establishes that the proposal is adopted and that the General Meeting has approved of the proposal to appoint Deloitte Accountants B.V. as the external auditor for the financial years 2022 and 2023.

## **8. Authorisation to issue shares and restrict or exclude pre-emptive rights**

The chair explains that based on the provisions of articles 6.1 and 6.3 of the company's articles of association it is proposed the General Meeting to extend the authority of the Management Board as granted at last year's AGM (i) to issue shares and/or grant rights to acquire shares and (ii) to restrict or exclude the pre-emptive rights in relation thereto, in both instances subject to approval of the Supervisory Board and for a period of 18 months from the date of this meeting, up to a maximum of 10% of the issued share capital as at today, 2 May 2022.

These proposals are put to the vote as separate voting items, because of different quorum requirements. The chair asks if there are any questions relating to this proposal and observes that there are no questions.

### **8.a. Authorisation of the Management Board to issue shares**

The chair puts agenda item 8.a. to the vote and establishes that, with 48,320,601 votes in favour, 191,828 votes against and 118 abstentions, the General Meeting has designated the Management Board as the corporate body authorised to issue shares and/or to grant rights to subscribe for shares up to 10% of the total number of issued shares outstanding on 2 May 2022, on the conditions and as proposed in the explanatory notes to agenda item 8.a. This authorisation will replace the authorisation granted to the Management Board at the 2021 AGM.

### **8.b. Authorisation of the Management board to restrict or exclude pre-emptive rights on shares as described under 8a**

This resolution requires a majority of at least two thirds of the votes cast if less than one half of the issued share capital is present or represented. As more than one half of the issued share capital is present or represented, the two third quorum requirements are not applicable. The chair continues to put agenda item 8.b. put to the vote.

On the basis of the votes cast, the chair establishes that with 48,256,437 votes in favour, 255,992 votes against and 118 abstentions, the General Meeting has designated the Management Board as the corporate body to restrict or exclude the pre-emptive rights in respect of the issue of shares or the granting of rights to acquire shares pursuant to the authorisation given under agenda item 8.a. on the conditions and as proposed in the explanatory notes to the agenda.

The chair proceeds with the final voting item left on the General Meeting's agenda.

### **9. Authorisation of the Management Board to acquire shares**

The chair refers to the proposal to authorise the Management Board for a period of 18 months, starting the date of the AGM, to purchase fully paid-up shares in the company's share capital up to a maximum of 10% of the issued capital at the date of acquisition, at a price not lower than the nominal value of the shares and not higher than 10% above the average closing price of the shares on Euronext Amsterdam for the five preceding trading days. The proposed authorisation will replace the authorisation granted to the Management Board at the 2021 AGM.

Mr Rienks refers to the current economic market conditions and the share price of IMCD that experienced both a large increase and a decrease again in recent months. He asks the Management Board whether there are any plans to use the authorisation now requested. Mr Van der Slikke confirms that there are no current plans to use the authorisation. It is an annual returning request for authorisation similar to prior years.

With no further questions raised, the chair puts the proposal set forth in agenda item 9. to the vote.

On the basis of the votes cast, the chair establishes that 48,425,496 votes are cast in favour, 51,018 votes are cast against and 36,033 votes abstained, meaning that the General Meeting has authorised the Management Board for a period of 18 months, so until and including 2 November 2023, as the corporate body to purchase fully paid-up shares in the company's share capital on the conditions and as proposed and set forth in the explanatory notes to the agenda of the meeting.

### **10. Closing (including Q&A)**

The chair invites those present to put forward any other questions or comments that they would like to raise before the closing of the meeting.

Mr. Rienks wishes to pose some questions. First, he notes that the recent period with COVID limiting travelling has shown that many meetings can also be conducted online or via telephone. On the other hand, now travelling is opening up again, it has advantages to again be able to see each other in person. He observes other companies are looking to find a new balance between online / virtual events and traveling. How is that for IMCD? Did IMCD for example set a target for reduction of traveling by airplane? Mr Van der Slikke answers that IMCD indeed also experienced that business can be conducted via digital channels more often and will use the learnings from the past period to adapt, amongst other, flying habits to a 'new normal'. IMCD did not put a target on exact reduction.

Secondly, Mr Rienks asks if IMCD is considering increasing its working capital to keep higher amounts of stock so that it can (continue to) be a reliable supplier of material in times of shortages. Mr Van der Slikke refers to the information published in IMCD's Annual Report and trading updates and notes that indeed, where possible and needed IMCD keeps stock to be able to fulfil its obligations towards customers. IMCD has many suppliers in different parts of the world and these suppliers have certain production capacity that sometimes is not enough to meet demand. Secondly, there are logistic supply chain issues, influencing the amount of product available. Generally speaking, supply chains will at a certain stage go back to a more normal situation, and similar, demand in the market will perhaps also adjust. IMCD adapts to market conditions as the change with flexibility and planning, which is part of the resilient business model. So far IMCD has succeeded and done well, as is visible in the results.

Mr Rienks than refers to the first quarter trading update published on Friday 29 April 2022 and notes that IMCD seems to have been able to increase its margin and asks management if they can elaborate



on product prices. Mr Van der Slikke comments that when publishing the trading update, IMCD reported that the increased results are the result of price increases and increase in demand. These two factors have together caused IMCD's strong performance in the first three months of the year.

Mr Rienks has no further questions and congratulates the management with the impressive results and growth IMCD has been able to achieve over the years.

## **8. Closing**

With no further questions being raised, the chair thanks all present for their attendance and participation and closes the meeting.

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