

### Main elements of the 2023-2028 service agreement with Mrs. Valerie Diele-Braun

In conformity with the Dutch Corporate Governance Code, subject to her appointment as member of the Management Board, a service agreement is entered into between IMCD. N.V. (“IMCD” or the “Company”) and Valerie Diele-Braun. The key elements are listed below.

Main elements	Contract provisions
<b>Name</b>	Valerie Diele-Braun
<b>Nationality</b>	Swiss and German
<b>Date of Appointment</b>	1 October 2023 as member of the Management Board, assuming responsibilities as CEO as of 1 January 2024.
<b>Term</b>	Four years from the appointment date, i.e., until the end of the first AGM taking place thereafter, being the AGM to be held in 2028.
<b>Fixed annual base salary</b>	<p>Mrs. Diele-Braun receives a fixed gross annual base salary of EUR 850,000 for her services.</p> <p>Within the remuneration policy for the Management Board adjustment of the base salary may take place if and when the Supervisory Board considers it appropriate.</p>
<b>Annual cash bonus</b>	Mrs. Diele-Braun participates in the bonus scheme for the Management Board, as a result of which she may be entitled to receive an annual performance related cash bonus. The ‘at target’ award equals 6 months of gross base salary, with a cap at 9 months gross base salary.
<b>Long term incentive plan</b>	<p>Mrs. Diele-Braun participates in the long-term incentive plan for the management Board, pursuant to which she receives conditional performance shares for an ‘at target’ award value of 12 months gross base salary. Shares may vest based on performance after a 3-year performance period.</p> <p>The maximum opportunity (capped) in case of overachievement is share vesting for a value equaling 18 months of gross base salary (150% of the ‘at target’ award). A further holding period of 2 years applies in line with the Dutch Corporate Governance Code.</p>
<b>Pension</b>	Mrs. Diele-Braun is entitled to an annual gross pension allowance of EUR 250,000.
<b>Other remuneration components</b>	Mrs. Diele-Braun is entitled to receive certain fringe benefits such as, among others, a company car, mobile phone, insurance, and reimbursements of costs incurred. Due to the foreseen relocation of her family, temporary housing is provided as well as an allowance to cover international schooling costs.
<b>Severance payment / notice period</b>	<p>The service agreement can be terminated by both parties subject to a notice period of 6 months.</p> <p>In case of dismissal, the service agreement contains severance provisions which provide for a maximum severance pay equal to the gross fixed annual base salary of one year. Severance pay is subject to a fairness review.</p>

The above remuneration package is set within the boundaries of the Remuneration Policy for the Management Board as approved by the General Meeting of Shareholders in 2020 and currently in place.

## Other remuneration information as on 15 March 2023

### Remuneration benchmark update 2023

IMCD's remuneration of the members of the Management Board is set around the median of remuneration levels payable within a peer group of comparable stock listed companies, relevant to IMCD from a Dutch labour market perspective.

The Remuneration Committee has engaged EY to update the remuneration benchmark that was previously carried out in 2021. For this 2023 update, the peer group used in the prior benchmark was kept unchanged, except for Grandvision and Koninklijke Boskalis being deleted due to their delisting and Koninklijke BAM Groep being excluded because it is now part of the AScX (small cap) index.

The peer group consists of AEX and AMX companies in the Netherlands with a similar revenue size and/or similar market capitalisation. Substantially smaller or larger companies, financial institutions and real estate companies are excluded from the peer group, as well as companies with poor disclosure in respect of remuneration details.

Consequently, the peer group used in the 2023 benchmark consists of the following 15 companies:

• Akzo Nobel	AEX	• Koninklijke KPN	AEX	• JDE Peet's	AMX
• ASM International	AEX	• Signify	AEX	• Koninklijke Vopak	AMX
• BE Semiconductor Industries	AEX	• Aalberts Industries	AMX	• OCI	AMX
• Just Eat Takeaway	AEX	• Arcadis	AMX	• Post NL	AMX
• Koninklijke DSM	AEX	• Corbion	AMX	• SBM Offshore	AMX

The benchmark report provided remuneration data of the peer group companies with a reference date of 31 December 2022.

Based on the information available, the agreed remuneration for Valerie Diele-Braun is aligned with IMCD's policy to set remuneration at the median level. For the CEO role, the median level of base salary paid in the peer group amounts to EUR 849,542. The median STI and LTI opportunity in the peer group (at target / maximum level) amounted to 75%/150% and 120%/187.5% of base salary respectively, being slightly higher than the opportunity under IMCD's current Remuneration Policy.

### Other information

Within the boundaries set by the Remuneration Policy, the Supervisory Board has offered Valerie Diele-Braun compensation for (part of) the loss on her personal investment in CABB upon leaving the company. The compensation is made up of a gross cash payment of EUR 1,000,000, of which the net proceeds will be fully used by Valerie Diele-Braun to purchase IMCD shares. In case of early termination of the services agreement, the Company can invoke a pro-rata repayment clause.

Upon appointment, the minimum holding requirement applicable to the members of the Management Board (equaling at least 100% of base salary for members, and at least 200% of base salary for the CEO) will apply. In line with the Remuneration Policy for the Management Board, new board members may build up the required shareholding in three years' time, including by way of vesting of conditional shares under the LTI plan.