

## **DRAFT MINUTES**

**Extraordinary General Meeting of shareholders of  
IMCD N.V.  
held on 27 November 2023 at 16:00 hours CET,  
at IMCD's offices in Rotterdam, the Netherlands (the "EGM")**

---

*These minutes contain a short report of the proceedings at the EGM 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 15 April 2024, 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 EGM opens the Extraordinary General Meeting of shareholders of IMCD N.V. and welcomes those present at the meeting.

The meeting is conducted in English. Mrs. Westerhuis, company secretary of IMCD N.V., is designated to take minutes of the matters discussed at the meeting. On behalf of the Management Board, Mrs. Diele-Braun, designated CEO, Mr. Kooijmans, CFO, and Mr. Jordan, COO are present, as well as the members of the Supervisory Board. Mrs. Hebert, member of the Supervisory Board is absent.

The chair observes that the notice convening the AGM was posted on IMCD's corporate website on 13 October 2023, 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 13 October until the date of the meeting, 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 notes that, despite prior registrations that indicated attendance, no shareholders were present to join the meeting physically in Rotterdam. Therefore, the number of shares present or represented at the meeting is equal to the votes cast by proxy via the e-voting platform, totalling 48,967,303 ordinary shares in IMCD N.V., with a corresponding number of voting rights. This equals 86.03% of the total number of issued shares carrying voting rights of 56,920,084.

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. Supervisory Board composition**

The chair refers to the proposals on the agenda to appoint Dorthe Mikkelsen as member of the Supervisory Board. More elaborate information has been made available in the press release on the nomination and the notes to this agenda. With no questions raised, the chair continues to put the proposal to the vote.

There are 48,273,010 votes cast in favour, 693,593 votes cast against, and 700 votes are abstained. The chair establishes that the General Meeting has appointed Dorthe Mikkelsen as member of the

Supervisory Board. The appointment is made with immediate effect and for a term expiring at the Annual General Meeting of 2028. The chair congratulates Mrs. Mikkelsen on here appointment and welcomes her to the Supervisory Board

### **3. Closing**

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

\*\*\*