

This written proxy voting form enables shareholders of IMCD N.V. to grant a written proxy and to give voting instructions to a chosen third party or to a person designated by IMCD N.V. Please note the applicable instructions and terms on the last page.

WRITTEN PROXY for the ANNUAL GENERAL MEETING of IMCD N.V. to be held on Tuesday 30 June 2020 at 10:30 AM (the "AGM")

The undersigned:

Name _____

Address _____

Postal code/city/country _____

Hereinafter referred to as the Shareholder, acting in his capacity as holder of _____ (number) ordinary shares in the share capital of IMCD N.V. that are duly registered for participation in the AGM via the relevant intermediary to ABN AMRO (the "Shares"), hereby grants a power of attorney to:

1. A chosen third party, namely:

Name _____

Address _____

Postal code/city/country _____

to represent the Shareholder at the AGM of IMCD N.V. in order to exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda item for the AGM,

- a. without specific voting instruction, or
- b. in the manner set out in the Voting Item Overview (*Please indicate which is applicable on the Voting Item Overview*)

Or

2. A person designated by IMCD N.V. (company secretary, Mrs. C.B.F.M. Westerhuis, or any other person)

to represent the Shareholder at the AGM of IMCD N.V. in order to exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda item for the AGM, in the manner set out in the Voting Item Overview (*Please indicate which is applicable on the Voting Item Overview*)

Voting Item Overview

No.	Agenda item	For	Against	Abstain
2.b	Advisory vote on the 2019 remuneration report			
2.d	Adoption of the financial statements 2019			
2.e	Adoption of the dividend proposal			



No.	Agenda item	For	Against	Abstain
3.a	Discharge from liability the members of the Management Board for the performance of their duties in 2019			
3.b	Discharge from liability the members of the Supervisory Board for the performance of their duties in 2019			
4.a	Adoption of the revised remuneration policy for the Management Board			
4.b	Adoption of the remuneration policy for the Supervisory Board			
5.a	Reappointment of Mr Janus Smalbraak to the Supervisory Board			
5.b	Appointment of Mrs Valerie Diele-Braun to the Supervisory Board			
5.c	Appointment of Mrs Amy Hebert to the Supervisory Board			
6.a	Designation of the Management Board as authorised corporate body to issue shares and/or grant rights to acquire shares			
6.b	Designation of the Management Board as authorised corporate body to restrict or exclude the pre-emptive rights on shares as described under 6.a			
7.	Authorisation of the Management Board to acquire shares in the company on behalf of the company			

Signing

Name: _____ Number of shares: _____

Name Bank (if applicable): _____ Depot number (if applicable): _____

Date: _____ Place: _____ Signature: _____

Instructions and terms:

- Your proxy or voting instruction will be taken into account only if the proxy voting form has been completed in full, duly signed and received in good order at the offices of ABN AMRO Bank N.V., Department Corporate Broking HQ 7212, P.O. Box 283, 1000 EA Amsterdam, The Netherlands, or, if sent in pdf-form electronically at the e-mail address: ava@nl.abnamro.com not later than 23 June 2020, 17:00 CET.
- The proxy voting form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded.
- If you submit more than one proxy with respect to the same securities (whether on paper or in electronic form), only the proxy with the most recent date of completion and which meets the requirements under 1 and 2 will be taken into account. If no order can be established, all such proxies or voting instructions will be disregarded.
- If you (e.g. as an asset manager, trustee or otherwise) act in the name of more than one shareholder, you are required to submit for each party (including yourself) a separate proxy.
- As a shareholder, by signing this form you confirm that as per the record date (2 June 2020) you have the voting rights attached to the shares held by you as per that date.
- The voting is governed by the Articles of Association of IMCD N.V. and the proxy or voting instructions will be subject to Dutch law.
- IMCD N.V. will not charge you any cost when you grant a proxy or give a voting instruction.
- If you have questions regarding the proxy voting form, please contact ava@nl.abnamro.com.