

## REMUNERATION POLICY FOR THE SUPERVISORY BOARD

This remuneration policy is adopted by the General Meeting on **7 May 2020** to be consistent with the new requirements of the Dutch Civil Code. This remuneration policy shall be posted on the website of IMCD N.V. ("IMCD" or the "Company").

The General Meeting determines the remuneration package for the members of the Supervisory Board upon a proposal by the Supervisory Board.

### Objectives

With this remuneration policy for the Supervisory Board, IMCD aims to be able attract, motivate and retain highly skilled individuals with the right balance of qualities, capabilities, profile and experience, as may from time to time be needed to oversee the (execution of the) Company's strategy and performance, as well as to act as advisors to the members of the Management Board in support of their focus on long-term growth and sustainable success of the Company and its business.

The amount and level of the remuneration of the members of the Supervisory Board contributes to the Company's strategy, long-term interest and sustainability and should reflect the time spent by, and the responsibilities of such Supervisory Board member. Given the nature of responsibilities of the Supervisory Board, the remuneration will not be dependent on the results of IMCD; it will consist of a fixed compensation only.

In line with the Dutch Corporate Governance Code, the members of the Supervisory Board do not receive shares, options for shares or similar rights to acquire shares as part of their remuneration.

As a reference, the Remuneration Committee may perform a benchmark with other companies of comparable size, complexity and international scope, to assess the position of the remuneration packages for the Supervisory Board in comparison with market practise and industry peers. If a benchmark investigation is performed, the peer group taken into account will be disclosed in the remuneration report of the respective year in which the benchmark took place.

### Policies

The remuneration of the members of the Supervisory Board consists of (i) an annual fixed fee and (ii) reimbursement of expenses.

#### *Fixed annual fees*

The fixed annual fees per function or task within the Supervisory Board are determined by the General Meeting on proposal of the Supervisory Board. As of the date of implementation of this policy, the following fees will apply:

Function	Annual fee
Supervisory Board - chair	EUR 70,000
Supervisory Board - member	EUR 55,000
Audit Committee - chair	EUR 15,000
Audit Committee - member	EUR 10,000
Remuneration Committee - chair	EUR 12,500
Remuneration Committee - member	EUR 7,500

Payment is delivered in EUR; currency conversion risks are not covered by the Company.

#### *Expenses / Travelling costs*

All reasonable expenses and travelling costs incurred by the Supervisory Board members in the course of performing their duties are considered business expenses and are reimbursed.

#### *No loans*

IMCD and/or any of its group companies will not provided any loans, advances or guarantees for the benefit of the Supervisory Board members

#### *No severance or claw back*

Supervisory Board members are (re-)appointed in accordance with applicable legal and regulatory requirements. Their engagement does not include any severance payment, claw-back or change in control provisions.



### *Deployment of this policy*

Any new Supervisory Board member will be entitled to a remuneration in accordance with this policy as of the date of appointment. No additional remuneration (“sign-on”) is paid upon recruitment. Chair and committee membership fees will be considered should a new committee be established.

### **Review and adoption**

In preparation of this policy, the Supervisory Board has considered, among other matters:

- relevant market information such as industry standards and peer group data;
- legislation and best practice recommendations of the Dutch Corporate Governance Code,
- the wage and employment conditions of IMCD's employees (including the relevant internal pay ratios);
- the identity, culture and values of IMCD; and
- the level of social acceptance (*maatschappelijk draagvlak*).

Pursuant to a resolution to that effect, the General Meeting may (re)adopt, amend or supplement this policy on the basis of a proposal by the Supervisory Board.

Upon submitting any revision to the remuneration policy to the General Meeting for adoption, the Supervisory Board shall include, to the extent applicable, a description and explanation of:

- the major changes; and
- how the votes and views of shareholders on the remuneration policy and the remuneration reports since the most recent vote on the remuneration policy in the General Meeting have been taken into account in the new remuneration policy.

