

INTERNAL ALERT PROCEDURE

This internal alert procedure (the “**Internal Alert Procedure**”) aims to enable - and protect - IMCD employees worldwide to report any irregularities in IMCD’s operations or deviations from the IMCD Business Principles (and/or other guidelines, policies or procedures issued by IMCD).

This procedure is considered an important element for upholding effective cooperation and good governance in our organisation. It furthermore meets the requirement under the Dutch Corporate Governance Code applicable to IMCD N.V. (as a listed company) to have a whistle-blower policy in place for all its employees.

The Internal Alert Procedure is embedded in IMCD’s internal compliance system and is set out below.

1. Reporting irregularities

Any IMCD employee must always report irregularities relating to IMCD through the Internal Alert Procedure.

Type of irregularities

Irregularities can relate to serious matters regarding, actual or potential, (i) breaches of IMCD’s Business Principles, or other internal guidelines, policies or procedures, (ii) criminal offences, (iii) environmental damage, (iv) dishonesty or unethical behaviour, or (v) any other legal, operational or other issues that concern IMCD as a whole, the respective local IMCD subsidiary or IMCD employees in person.

Internal consulting and support

In case of any concerns regarding a potential irregularity, the IMCD employee may first consult with IMCD’s Group Compliance Officer in confidence, if desired anonymously.

Reporting an irregularity internally

The IMCD employee can report any irregularities by using the following procedure:

1. report to its direct manager; or
2. if contact with its direct manager is not an option, report to local management of the company where the IMCD employee is employed; or
3. if contact with local management is not an option, report to IMCD group management.
4. if contact with IMCD group management is not an option, report to the chair of the Supervisory Board of IMCD.

Contact with the respective level of management is not an option when this level of management is the subject of or contributed to the irregularity, or if after various consultations on the subject matter, this level of management does not address the issue adequately.

In all events the IMCD employee also has the option to report the irregularity to IMCD’s Group Compliance Officer either through direct contact on the details provided herein, or through the IMCD Ethics and Compliance Hotline.



Reporting an irregularity externally

IMCD expects all IMCD employees to report any irregularities in accordance with the procedure(s) described herein. External reporting is only appropriate if an internal report was not adequately followed up by IMCD in accordance with this Internal Alert Procedure or if the IMCD employee cannot reasonably be required to follow this procedure, for instance because of a statutory obligation, a legitimate fear for retaliation, or an imminent danger resulting in an important and urgent public interest. External reporting should always be suitable and proportionate and must be immediately notified to the Group Compliance Officer.

Considering the possible severe consequences of external reporting, IMCD employees are encouraged to seek advice before reporting any concern outside IMCD's organisation. Consultation with the Group Compliance Officer is recommended for this purpose to receive adequate support.¹

2. Further procedure

Any reported irregularity shall be dealt with objectively and swiftly in line with the following procedure:

1. When an irregularity is reported internally, the issue is discussed between the reporting IMCD employee and the consulted level of management.
2. If the consulted level of management finds it necessary to do so, it informs IMCD group management of the report.
3. The consulted level of management must inform IMCD group management in case the irregularity concerns an issue which is not limited to the local IMCD subsidiary.
4. Acts of corruption or bribery, or suspicion of acts of corruption or bribery, must be reported immediately by the consulted level of management to IMCD group management at all times.

Reporting to IMCD group management is not an option when IMCD group management is the subject of or contributed to the irregularity. In that case, the IMCD employee can make its report to the chair of the Supervisory Board of IMCD.

3. Confidentiality and protection

All reports will be treated confidentially, in order to support the quality of the investigation and to comply with applicable privacy laws. The identity of the IMCD employee reporting in good faith shall also be kept confidential in accordance with this Internal Alert Procedure. The reporting IMCD employee has the possibility to indicate that his or her identity may only be communicated upon the employee's prior written consent, unless IMCD is required to comply with a legal or regulatory obligation. The IMCD employee reporting the irregularity must respect the confidential nature of the report in a similar manner as IMCD.

No IMCD employee who reported an irregularity in good faith shall be treated unfairly by IMCD as a result of the report. The IMCD employee experiencing any such unfair treatment after raising an irregularity can notify this to the Group Compliance Officer who will subsequently take appropriate action.

Notwithstanding the foregoing, any disciplinary actions against the reporting IMCD employee may be taken in case the report of an irregularity was made in bad faith, for instance because false accusations have been made knowingly, improperly, maliciously, or for personal gain.

¹ In the Netherlands, if contacting the Group Compliance Officer is not possible, the IMCD employee can consult with the advisory department of the Institute for Whistleblowers to verify if an external disclosure is allowed.

