

CONVOCAATION

Shareholders of **IMCD N.V.** are invited to attend the **EXTRAORDINARY GENERAL MEETING** to be held on **Monday 27 November 2023 at 4:00 p.m. CET** at the company's offices at Wilhelminaplein 32, 3072 DE, Rotterdam, the Netherlands (the "EGM")

AGENDA

1. **Opening**
2. **Supervisory Board composition** *(voting item)*
Proposal to appoint Mrs. Dorthe Mikkelsen as member of the Supervisory Board
3. **Closing**

MEETING DOCUMENTS

The agenda with explanatory notes, instructions for attendance and any further information regarding the Extraordinary General Meeting will remain available at IMCD's corporate website (www.imcdgroup.com/investors) as from 13 October 2023 onwards and can be acquired at no costs at IMCD N.V.'s office.

This EGM is called only to deal with the appointment of Mrs. Mikkelsen as Supervisory Board member, for which reason shareholders are advised that the meeting may be short.

SHARES

As at the date hereof, the total number of issued shares is 56,987,858. 67,774 ordinary shares are currently held by IMCD N.V. or its subsidiaries. Therefore, the total number of voting rights as at the date hereof amounts to 56,920,084.

EXPLANATORY NOTES TO THE AGENDA

Item 2 – IMCD's Supervisory Board consist of five members. Due to the appointment of Valerie Diele-Braun to IMCD's Management Board as of 1 October 2023, a vacancy has arisen. To fill this vacancy, the Supervisory Board has made a binding nomination to appoint Mrs. Dorthe Mikkelsen for a first term of four years, expiring on the date of the Annual General Meeting in 2028.

Personal information as referred to in art. 2:142 subsection 3 of the Dutch Civil Code:

Dorthe Mikkelsen (1967) holds the Danish nationality. She has a degree in marketing from Copenhagen Business School and a master's degree in pharmacy from the Royal Danish School of Pharmacy. In addition, she completed a Finance for Executives program with INSEAD and Board Leadership Masterclass program with Copenhagen Business School.

Mrs. Mikkelsen is an experienced business leader and seasoned international executive in the pharmaceutical and healthcare industry. She started her career at Novo Nordisk before joining MSD (Merck, Sharp & Dohme), one of the leading pharmaceutical companies in the world. In 25 years, she held various management positions, up to 2021. Most recently, Mrs. Mikkelsen worked as Senior Vice President and President Asia Pacific. In this role she had P&L responsibility for revenue of over EUR 2.3 billion and 3,500 employees (with oversight of total 7,000 employees). Mrs. Mikkelsen was recognised as one of 100 people Transforming Business in Asia by financial and business news website Business Insider (2020) and named one of the 100 Most Influential Women in Denmark by the Danish newspaper Berlingske (2019).

In 2021, Mrs Mikkelsen relocated back to Denmark and focussed on non-executive roles. She currently is a non-executive director at Falck, a global healthcare provider with operations in 26 countries in Europe, USA, and Latin America, where she is also a member of the Audit Committee and Remuneration & Appointment Committee. In addition, she is a non-executive director at Theramex, a leading global speciality pharmaceutical company dedicated to women's health, where Mrs. Mikkelsen also chairs the Remuneration Committee.

The Supervisory Board nominates Dorthe Mikkelsen in view of her vast industry-experience, in particular in the pharmaceuticals market segment, and proven record as a commercial leader driving business growth. Her international experience is deemed a valuable contribution to the combined expertise of the Supervisory Board. Throughout her career and in her non-executive board positions, Mrs. Mikkelsen also gained experience in digitalisation projects, transformation strategies, M&A planning & integration, people leadership, governance, and social topics such as diversity and inclusion. This expertise will furthermore strengthen the Supervisory Board as a whole.

IMCD's Diversity Policy for the composition of the Management Board, Supervisory Board and Executive Committee was taken into account in the selection process. Mrs. Mikkelsen currently does not hold shares in IMCD N.V.

INSTRUCTIONS FOR ATTENDANCE

Record Date

Admission to the meeting is for holders of shares in IMCD N.V. (and others entitled to attend the meeting) on **Monday 30 October 2023**, ("Record Date") following the processing of all settlements on that date, who are recorded in one of the registers or sub-registers mentioned below and who have registered for the meeting in accordance with the conditions below. The designated registers and sub-registers are the records of the intermediaries with Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal Effectenverkeer*) and the register of shareholders kept by IMCD N.V. in Rotterdam.

Registration

A shareholder who wishes to attend the meeting must register with ABN AMRO Bank N.V. ("ABN AMRO") no later than 5:00 p.m. CET on **Monday 20 November 2023**, via their financial intermediary or directly via www.abnamro.com/evoting. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO before 1:00 p.m. CET on **Tuesday 21 November 2023** via <https://corporatebroking.abnamro.com/intermediary>, stating that such shares were registered in the shareholder's name at the Record Date. With this confirmation, intermediaries are requested to include the full address details of the relevant shareholder in order to be able to verify the shareholding on the Record Date in an efficient manner. The receipt (of registration) to be supplied by ABN AMRO will serve as an admission ticket to the meeting.

Voting by (electronic) proxy

Notwithstanding the obligation to register for the meeting, the right to attend in-person and to vote at the meeting may be exercised by a holder of a written proxy (for which purpose a form can be obtained free of charge under "EGM 2023 documentation"). The written proxy, together with the statement of entitlement provided by the intermediary, must be received by ABN AMRO by 5:00 p.m. CET on **Monday 20 November 2023**, via email to ava@nl.abnamro.com.

Shareholders may electronically give their voting instruction through www.abnamro.com/evoting. A shareholder can also choose to grant an electronic proxy with voting instruction to the Company Secretary of IMCD N.V. or another third party. Electronic proxy voting instructions must be received via www.abnamro.com/evoting or via the intermediary ultimately before 5:00 p.m. CET on **Monday 20 November 2023**. A confirmation by the intermediary in which administration the holder is registered for the shares must be submitted to ABN AMRO before 1:00 p.m. CET on **Tuesday 21 November 2023** via <https://corporatebroking.abnamro.com/intermediary>, stating that such shares were registered in his/her name at the Record Date.

Registration and identification at the meeting

Registration for admission in-person to the meeting will take place from 3:45 p.m. CET until the commencement of the meeting at 4:00 p.m. CET. After this time admission is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document, such as a passport or driver's license. A chosen proxy holder must hand in the attendance card and their original proxy instrument at the registration desk.

Rotterdam, 13 October 2023
Management Board, IMCD N.V.

IMCD N.V.:

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