

IMCD Corporate Governance Declaration 2016

This declaration has been made available on the website of IMCD N.V. (IMCD) in accordance with Article 2a of the Decree regarding additional requirements for the content of annual reports as last amended on 22 July 2013 (*Vaststellingsbesluit nadere voorschriften inhoud jaarverslag*, the 'Decree'). For the statements in this declaration as understood in Articles 3, 3a and 3b of the Decree reference is made to the relevant pages of IMCD's Annual Report 2016. The following should be understood to be incorporated and repeated herein by reference:

- compliance with the provisions and best practice principles of the Dutch Corporate Governance Code of 2008 (published at www.commissiecorporategovernance.nl) and any motivated deviation thereof (section Accountability Corporate Governance Code, page 58);
- the most important characteristics of the management and control systems in connection with IMCD's financial reporting process (section Risk management, page 41);
- the functioning of the IMCD's General Meeting and the primary authorities and rights IMCD's shareholders and how they can be exercised (sections Shares and General Meeting, page 55);
- the composition and functioning of the Management Board (sections Function Summary and Management Board, pages 16 and 56);
- the composition and functioning of the Supervisory Board and its committees (sections Function Summary and Supervisory Board, pages 17 and 56);
- the statement regarding the inclusion in the annual report of the information required by the Decree Article 10 European Takeover Directive (sections The IMCD Share, Corporate Governance and the relevant notes to the financial statements).

Rotterdam, 7 March 2017

