

Press release

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IMCD announces the launch of an accelerated bookbuild offering of new shares

ROTTERDAM, The Netherlands (15 September 2020, 17:42 CET) – IMCD N.V. (“**IMCD**” or the “**Company**”), a leading distributor of speciality chemicals and food ingredients, today announces its intention to proceed with an accelerated bookbuild offering of shares (the “**Offering**”). The Offering will consist of up to approximately EUR 400 million worth of ordinary shares (the “**New Shares**”). The Company intends to use the net proceeds of the Offering for general corporate purposes and to finance the acquisition of Signet Excipients Private Limited (“**Signet**”), one of the leading distributors of excipients in India, as announced today in a separate press release.

The Offering will be executed by way of an accelerated bookbuild offering of the New Shares (the “**Placement**”). The New Shares will be issued on a non-pre-emptive basis, under the existing mandate by the Company’s shareholders provided at the most recent AGM on 30 June 2020. The Placement is being made (1) outside the United States, exclusively to institutional investors in the European Economic Area or the United Kingdom and to certain institutional investors in other jurisdictions, and (2) in the United States, in transactions pursuant to an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) to qualified institutional buyers (as defined in Rule 144A under the Securities Act).

The bookbuilding procedure will commence with immediate effect following the release of this announcement. Details of the offer price and the final number of New Shares will be announced as soon as practicable after the books are closed, in a subsequent press release, which is expected to be published before markets open on Euronext Amsterdam on 16 September 2020, subject to acceleration.

In relation to the Offering, the Company is subject to a market customary lock-up ending 90 days after the issue date, subject to customary exceptions and waivable by the Sole Global Coordinator.

No prospectus will be published in connection with the Offering.



Settlement of the transaction and admission to listing and trading of the New Shares on Euronext Amsterdam are expected to take place on 18 September 2020. The New Shares will rank *pari passu* in all respects with the outstanding ordinary shares of the Company.

J.P. Morgan Securities plc is acting as Sole Global Coordinator and, together with BNP Paribas and HSBC, as Joint Bookrunners in the Placement.

This press release contains information that qualifies as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

For further information, please see www.imcdgroup.com or contact ir@imcdgroup.com.

DISCLAIMER

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Subject to certain limited exceptions, the New Shares may not be offered or sold in the United States, Australia, Japan, South Africa. No public offering of securities is being or will be made in the United States.

This announcement and the materials herein are for information purposes only and are not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for New Shares and/or ordinary shares in the share capital of IMCD (such New Shares and/or ordinary shares, the "Securities") in the United States or in any other jurisdiction. No offer to sell or subscribe for Securities, or announcement of a forthcoming offer to sell or subscribe for Securities, or solicitation of any offer to buy or subscribe for Securities, or announcement of a forthcoming solicitation of any offer to buy or subscribe for, Securities will be made in the United States, Australia, Japan, South Africa or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

Neither this press release nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada, Japan or South Africa. This press release does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The release, publication or distribution of the information contained in this press release and other information in connection with the Offering may, in certain jurisdictions, be restricted by law. Persons into whose possession this press release or any document or other information referred to herein comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Company has not authorized any offer to the public of Securities in any Member State of the European Economic Area or the United Kingdom. With respect to any Member State of the European Economic Area and the United Kingdom (each a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant State. As a result, the Securities may only be offered in Relevant States: (i) to any legal entity which is a "qualified investor" as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation; provided that no such offer of Securities shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires Securities or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Company that it is a "qualified investor" within the meaning of the Prospectus Regulation. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Securities and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and amendments thereto and includes any relevant delegated regulations. Any such investor will also be deemed to have represented and agreed that any Securities acquired by it in the contemplated offering of Securities have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus.

Any investor will be deemed to have represented and agreed that any Securities acquired by it in the contemplated offering of Securities have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus.

In the United Kingdom, this press release and any other materials in relation to the Securities is only being distributed to, and is only directed at, and any investment or investment activity to which this press release relates is available only to, and will be engaged in only with, persons who are "qualified investors" (as defined in section 86(7) of the Financial Services and Markets Act 2000) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 ("Financial Promotion") Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it. No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

Statements included in this press release that are not historical facts (including any statements concerning investment objectives, other plans and objectives of management for future operations or economic performance, or assumptions or forecasts related thereto) are forward looking statements. These statements are only predictions and are not guarantees. Actual events or the results of the Company's operations could differ materially from those expressed or implied in the forward looking statements. Forward looking statements are typically identified by the use of terms such as "may," "will," "should," "expect," "could," "intend," "plan," "anticipate," "estimate," "believe," "continue," "predict," "potential" or the negative of such terms and other comparable terminology. The forward looking statements are based upon the Company's current expectations, plans, estimates, assumptions and beliefs that involve numerous risks and uncertainties. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the Company's control. Although the Company believes that the expectations reflected in such forward looking statements are based on reasonable assumptions, the Company's actual results and performance could differ materially from those set forth in the forward looking statements.

The Joint Bookrunners are acting exclusively for the Company and no-one else in connection with any offering of Securities and will not regard any other person as their clients in relation to such offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the transactions, the contents of this announcement or any other matter referred to herein. None of the Joint Bookrunners or any of their respective affiliates or any of its respective directors, personally liable partners, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted) or any other information relating to the Company or its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Joint Bookrunners and their respective affiliates expressly disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

In connection with the Offering, the Joint Bookrunners and any of their respective affiliates, may take up a portion of the New Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for its own accounts such New Shares and other securities of the Company or related investments in connection with the Offering or otherwise. In addition, the Joint Bookrunners and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which affiliates may from time to time acquire, hold or dispose of shares in the capital of the Company or other securities of the Company. None of the Joint Bookrunners intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares subject of the Offering have been subject to a product approval process, which has determined that such New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the MiFID II Product Governance Requirements) should note that: the price of the New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the New Shares and determining appropriate distribution channels.

About IMCD N.V.

IMCD is a market-leader in the sales, marketing and distribution of speciality chemicals and food ingredients. Its result-driven professionals provide market-focused solutions to suppliers and customers across EMEA, Asia-Pacific and Americas, offering a range of comprehensive product portfolios, including innovative formulations that embrace industry trends.

Listed at Euronext, Amsterdam (IMCD), IMCD realised revenues of EUR 2,690 million in 2019 with nearly 3,000 employees in over 50 countries on 6 continents. IMCD's dedicated team of technical and commercial experts work in close partnership to tailor best in class solutions and provide value through expertise for around 49,000 customers and a diverse range of world class suppliers.

To find out more about IMCD, please visit www.imcdgroup.com.