

Press release

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IMCD N.V. LAUNCHES A CAPITAL RAISE OF EUR 300 MILLION TO INCREASE FINANCIAL FLEXIBILITY

ROTTERDAM, The Netherlands (12 November 2024, 17:45 CET) – IMCD N.V. (“**IMCD**” or “**Company**”) announces its intention to raise approximately EUR 300 million of gross proceeds through an accelerated bookbuilding offering of new ordinary shares (the “**New Shares**”) in the share capital of the Company (the “**Capital Raise**”). The EUR 300 million Capital Raise will result in pro-forma leverage of 2.3. The pro-forma leverage is based on the adjusted leverage ratio as of 30 September 2024, reported in the Company's press release of 8 November 2024.

- The new shares to be issued represent c. 3.5% of IMCD N.V.'s issued share capital and shall be issued under the existing shareholder authorization granted at the Company's 2024 AGM
- The Capital Raise will be a primary accelerated bookbuild offering
- This Capital Raise will provide IMCD increased financial flexibility as well as further strengthen its balance sheet

The Capital Raise will comprise: the issuance of New Shares for approximately EUR 300 million, representing approximately 3.5% of the total issued share capital, which will be offered through an accelerated bookbuilding process to institutional investors (the “**Placing**”). 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 14 May 2024. The Placing is being made 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 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).

No prospectus will be published in connection with the Placing.

Use of Proceeds

IMCD is strategically positioned to capitalize on growth opportunities in the speciality chemicals and ingredients distribution market. The Company continues to enhance its global footprint through organic growth and selective acquisitions, ensuring a robust and diversified portfolio across key industries such as pharmaceuticals, food and nutrition, personal care, and industrial applications.

Looking ahead, IMCD aims to continue its growth trajectory by leveraging its extensive market knowledge and global network to capture emerging opportunities and deliver consistent value to its stakeholders. The Company remains focused on achieving operational excellence and maximizing shareholder returns through strategic initiatives and disciplined financial management.

Valerie Diele-Braun, IMCD CEO: "The Capital Raise will provide IMCD increased financial flexibility whilst maintaining a healthy balance sheet. This strategic move allows the Company to reduce financial leverage, providing a solid foundation for future growth initiatives. Additionally, a stronger balance sheet enables IMCD's ability to navigate market fluctuations and seize emerging opportunities in the speciality chemicals and ingredients distribution sector. This approach not only supports sustainable growth but also reinforces IMCD's commitment to delivering value to its shareholders".

Timing

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 at 9.00 am CET on Euronext Amsterdam on 13 November 2024, subject to acceleration.

Placing

Settlement of the transaction and admission to listing and trading of the New Shares on Euronext Amsterdam are expected to take place on 15 November 2024. The New Shares will rank pari passu in all respects with the outstanding ordinary shares of the Company.

J.P. Morgan SE ("**J.P. Morgan**") is acting as Sole Global Coordinator and Joint Bookrunner with HSBC Continental Europe ("**HSBC**") and Coöperatieve Rabobank U.A. in cooperation with Kepler Cheuvreux SA ("**Rabobank**") in the context of the Placing.

In connection with the Placing, the Company has entered into customary lock-up for a period of 90 days from settlement of the Placing Shares, subject to customary exceptions and waivable by the Sole Global Coordinator.

About IMCD

IMCD, headquartered in Rotterdam, The Netherlands, is a leading global distribution partner and formulator of speciality chemicals and ingredients. As an expert solutions provider, IMCD adds sustainable value to the supply chain by delivering innovative and value-added services across various industries, including pharmaceuticals, food and nutrition, personal care, coatings, and industrial applications.

IMCD focuses on delivering value-added services, technical expertise, and innovative solutions to its customers, helping them to improve their products and processes. With a strong global presence and a commitment to sustainability, IMCD aims to drive growth and success for its partners and clients worldwide.

Listed on the Euronext Amsterdam stock exchange since 2014, IMCD has leveraged its expertise to deliver significant returns. The Company has expanded its global footprint through strategic acquisitions and organic growth, increasing its revenue from approximately EUR 1.3 billion in 2014 to over EUR 4.4 billion in 2023. This growth highlights IMCD's successful market expansion and its commitment to enhancing its product portfolio and providing innovative solutions.

With over 5,000 employees, IMCD continues to demonstrate operational efficiency and strong value creation for shareholders. Its shares are included in the Dutch ESG AEX index, recognizing its commitment to best ESG practices.

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

IMPORTANT NOTICE

This press release contains information that qualifies, or may qualify, as inside information as defined in article 7(1) of Regulation (EU) 596/2014 of 16 April 2014 (the Market Abuse Regulation).

This announcement and the information contained herein is not for publication or distribution, directly or indirectly, in or into the United States. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy, securities to any person in the United States, Australia, Canada, Japan, South Africa or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

*The shares referred to herein may not be offered or sold in the United States unless registered under the US Securities Act of 1933, as amended (the “**Securities Act**”) or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The shares referred to herein have not been and will not be registered under the Securities Act or with any securities regulatory body of any state or other jurisdiction of the United States. Subject to certain exceptions, the shares referred to herein may not be offered or sold in Australia, Canada, Japan, South Africa or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, Japan or South Africa. There will be no public offer of the shares referred to herein in the United States, Australia, Canada, Japan, South Africa or any other jurisdiction where prohibited by law.*

The Company has not authorized any offer of securities to the public in any Member State of the European Economic Area (“EEA”). With respect to any Member State of the EEA (each a “Relevant Member State”), no action has been undertaken or will be undertaken to make an offer to the public of New Shares requiring publication of a prospectus in any Relevant Member State. As a result, the New Shares may only be offered in Relevant Member 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 New Shares 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 New Shares 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 Placing and the New Shares to be offered so as to enable the investor to decide to purchase or subscribe for the New Shares and the expression “Prospectus Regulation” means Regulation (EU) 2017/1129 and any amendments thereto, and includes any relevant delegated regulations. Persons who are not qualified investors within the meaning of the Prospectus Regulation should not take any action on the basis of this announcement and should not act or rely on it.

*In the United Kingdom, this announcement and the Placing are only addressed to and directed at persons who are “qualified investors” (as defined under Regulation (EU) 2017/1129 as it forms part of the law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) and who also (i) have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (ii) are high net worth entities falling within Article 49(2)(a) to (d) of the Order; and/or (iii) are other persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated (all such persons in items (i) to (iii) above together being*

referred to as “**Relevant Persons**”). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with relevant persons. Any person in the United Kingdom who is not a Relevant Person should not take any action on the basis of this announcement and should not act or rely on it.

The Joint Bookrunners are acting exclusively for IMCD and no-one else in connection with the transaction. The Joint Bookrunners will not regard any other person as their respective clients in relation to the transaction and will not be responsible to anyone other than IMCD for providing the protections afforded to their respective clients, nor for providing advice in relation to the transaction, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

No prospectus or offering document has been or will be prepared in connection with the transaction. Any investment decision in connection with the transaction must be made on the basis of publicly available information. Such information has not been independently verified. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or on its accuracy, fairness or completeness. This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the New Shares. This announcement does not represent the announcement of a definitive agreement to proceed with the Placing and, accordingly, there can be no certainty that the Placing will proceed. The Company reserves the right not to proceed with the Placing or to vary any terms of the Placing in any way.

The Joint Bookrunners and their respective affiliates expressly disclaim any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

In connection with the transaction, each of the Joint Bookrunners and any of their affiliates may take up a portion of the New Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such New Shares and other securities of IMCD or related investments in connection with the transaction or otherwise. In addition, each of the Joint Bookrunners and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the each of Joint Bookrunners and any of their affiliates may from time to time acquire, hold or dispose of New Shares. Accordingly, references to the shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Bookrunners and any of their affiliates acting in such capacity. The Joint Bookrunners or any of their affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Joint Bookrunners nor any of their respective affiliates nor any of their or their affiliates’ directors, 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 from the announcement) or any other information relating to IMCD, their 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.

This announcement may include statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking

statements reflect IMCD's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. Forward-looking statements speak only as of the date they are made.

Information to Distributors

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 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 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 Placing. 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.