

IMCD Announces Share Offering

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR ANY OTHER STATE OR JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL. PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

IMCD Announces Share Offering

- Proceeds will be used to finance the acquisition of MF Cachat
- Bain Capital to sell up to 5 million shares concurrently

ROTTERDAM, The Netherlands, 11 May 2015 - IMCD N.V. ("IMCD" or "Company"), a leading distributor of specialty chemicals and food ingredients, today announces its intention to proceed with an accelerated bookbuild offering of shares (the "Offering"). The Offering will consist of newly issued shares with a value of approximately EUR 85 million (the "New Offer Shares") and a secondary sale of up to 5 million existing shares (the "Existing Offer Shares" and together with the New Offer Shares, the "Offer Shares") indirectly controlled by the investment funds managed by Bain Capital Investors, LLC ("Bain Capital"). The net proceeds from the New Offer Shares will be used to finance the acquisition of 80% of The M.F. Cachat Company, including 100% of MJS Sales, Inc. ("MF Cachat"), a US specialty chemicals distributor, as announced today in a separate press release.

In conjunction with the acquisition of MF Cachat announced today, IMCD announces a combined primary and secondary share offering to qualified investors in the European Economic Area ("EEA") and to qualified institutional buyers in the United States in reliance on an exemption from the registration requirements under the US Securities Act of 1933 as amended by way of an accelerated bookbuild offering.

IMCD today resolved to increase the share capital of the Company by approximately EUR 85 million through the issue of new shares on the basis of the existing mandate from the Annual General Meeting of the Company. The net proceeds from the New Offer Shares will be used to finance the acquisition of MF Cachat.

In parallel to the capital increase by the Company, the Existing Offer Shares held by Emma (BC) Holding S.C.A., an entity indirectly controlled by the investment funds managed by Bain Capital are to be offered together with the New Offer Shares to institutional investors by way of a private placement in the same accelerated bookbuild offering.

IMCD and Bain Capital expect to keep the books open after trading starts on 12 May 2015. The placement price and the proceeds from the Offering will be announced through a press release after the price has been determined. Goldman Sachs International and Deutsche Bank AG, London Branch will act as Joint Bookrunners.

Payment and delivery of the Offer Shares are scheduled for 14 May 2015, at which date the New Offer Shares are expected to be admitted to listing and trading on Euronext Amsterdam.

Pursuant to section 5:4 sub a of the Dutch Financial Supervision Act, no prospectus is required for the admission to listing and trading of the New Offer Shares on Euronext Amsterdam. The New Offer Shares will carry the same rights as the outstanding ordinary shares.

If the Offering is completed, both IMCD and Bain Capital have agreed to a lock-up of 90 days after the closing of the Offering subject to customary exceptions.

IMCD will host a conference call on 11 May 2015 at 18:30 PM CET.

The presentation used in the call and a playback of the call will be made available on the website www.imcdgroup.com/investors.

For further information:

Investor Relations

Carina Hamaker

T: +31 102908674

M: +31 655298778

@: carina.hamaker@imcdgroup.com

About IMCD N.V.

IMCD is a market-leader in the sales, marketing and distribution of specialty chemicals and food ingredients. Its dedicated experts provide market-focused solutions to suppliers and customers across Europe, Africa, Asia-Pacific and Brazil, offering a range of comprehensive product portfolios, including innovative formulations that embrace industry trends.

Listed at Euronext, Amsterdam (IMCD.AS), IMCD realised revenues of €1,358 million in 2014. In over 30 countries on 5 continents its dedicated team of more than 1,500 technical and commercial experts work in close partnership to tailor best in class solutions for around 28,000 customers and a diverse range of world class suppliers.

To find out more about IMCD, please visit <http://www.imcdgroup.com>

IMPORTANT NOTICE

This announcement is for information only and does not constitute an offer or invitation to underwrite, subscribe for or otherwise acquire or dispose of any securities or investment advice in any jurisdiction in which such an offer or solicitation is unlawful, including without limitation, the United States, Australia, Canada or Japan. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

This announcement does not constitute a public offer of securities in the Netherlands. The press release does not constitute a prospectus within the meaning of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht) and does not constitute an offer to acquire securities. No prospectus in accordance with the Prospectus Directive (as defined below), is required in respect of the Offering and no prospectus, offering circular or similar document will be prepared. Any investment decision in connection with the Offering must be made on the basis of all publicly available information relating to IMCD and the Offer Shares. Such information has not been independently verified by the Joint Bookrunners.

This announcement and the information contained herein, is not an offer of securities for sale in, and is not for transmission to or publication, distribution or release, directly or indirectly, in the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"). The securities being offered have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), or under any applicable securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, transferred or delivered, directly or indirectly, in the United States unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, such registration requirements and in accordance with any applicable securities laws of any state or other jurisdiction of the United States. No public offering of the securities discussed herein is being made in the United States.

This announcement is directed only at: (A) persons in member states of the European Economic Area (the "EEA") who are "qualified investors" within the meaning of Article 2(1)(e) of the EU Prospectus Directive (Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the relevant member state of the EEA (the "Prospectus Directive")) and includes any relevant implementing measure in each relevant member state of the EEA) (the "Qualified Investors"); (B) in the United Kingdom, Qualified Investors who are persons who (i) have professional experience in matters relating to investments and who fall 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"); or (ii) who are high net worth entities falling within Article 49 of the Order; or (iii) are persons to whom it may otherwise be lawfully communicated; and (C) other persons outside the EEA to whom it may otherwise lawfully be communicated, (all such persons together being referred to as "Relevant Persons"). If you are not a Relevant Person, you will not be eligible to participate in the offering, and you should not act upon, or rely on, this announcement.

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.