

IMCD successfully completes share offering

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IMCD successfully completes share offering

- Offer price of EUR 32.79 per share
- 2.6 million new shares issued
- Bain Capital sold 7.4 million shares concurrently

ROTTERDAM, The Netherlands 12 May 2015 - IMCD N.V. ("IMCD" or "Company"), a leading distributor of speciality chemicals and food ingredients, today announces that it has successfully raised EUR 85 million through an accelerated bookbuilding offering (the "Offering") of 2.6 million newly issued shares (the "New Offer Shares") at an offer price of EUR 32.79 per share. 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 in a press release on 11 May 2015.

The New Offer Shares represent 5.2% of IMCD's share capital before the capital increase and 4.9% after the transaction.

Allocation of the New Offer Shares has taken place today, 12 May 2015. Application for listing and admission to trading on Euronext Amsterdam of the New Offer Shares will be made. Settlement of the New Offer Shares is expected to take place on 14 May 2015.

The net proceeds will be used to finance the acquisition of MF Cachat.

Concurrently to the capital increase by the Company, Emma (BC) Holding S.C.A., an entity indirectly controlled by the investment funds managed by Bain Capital Investors, LLC ("Bain Capital"), has sold 7.4 million ordinary shares in the Company (the "Existing Offer Shares") to institutional investors at an offer price of EUR 32.79 per share. In consideration of the very strong demand from investors, Bain Capital has decided in conjunction with Joint Bookrunners to upsize the secondary offer from 5 million shares, as announced in a press release on 11 May 2015, to 7.4 million shares. As a result of this transaction, Bain Capital will hold 23.2% of the IMCD share capital following the capital increase.

Both the capital increase of New Offer Shares and the sale of Existing Offer Shares by Bain Capital received strong support from institutional investors. Most of the demand came from investors in the UK (39%) and US (32%). Investors from the rest of Europe made up 21% of total demand and from the rest of the world 8%.

Goldman Sachs International and Deutsche Bank AG, London Branch acted as joint bookrunners.

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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>:

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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.