

Croda International Plc Annual General Meeting – 24 April 2014

To be held at: The Royal York Hotel, Station Road, York, North Yorkshire, YO24 1AA

If you wish to attend the 2014 Annual General Meeting please sign this card and on arrival hand it to the Company's Registrars. This will facilitate entry to the meeting.

Croda International Plc Annual General Meeting – 24 April 2014

The eighty-ninth Annual General Meeting of the Company will be held at The Royal York Hotel, Station Road, York, North Yorkshire, YO24 1AA on Thursday 24 April 2014 at 12 noon. Please refer to the Notice of Meeting for further details. Assistance from York Train Station is available upon request.

To assist us with arrangements would you please complete and return this portion of the reply paid card if you propose to attend the meeting. If you are unable to attend but would be entitled to vote, you may appoint a proxy using the form of proxy below.

I propose to attend the Annual General Meeting ☐

Notice of Availability – Annual Report 2013 and Notice of AGM

Important - please read carefully

You can now access the 2013 Annual Report and Notice of AGM by visiting this website: www.croda.com/AGM

If you wish to receive a paper copy of the Annual Report and/or Notice of AGM please contact Capita Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or email agm@croda.com.

Please note the deadline for receiving proxies is 12 noon on 22 April 2014.

Signature of
person attending

Bar code:

Investor code:

Event code:

Please see Notes overleaf.

Signed:

Date:

Please detach this portion of the card and return only if you propose to attend the Annual General Meeting.

Form of Proxy Croda International Plc – Annual General Meeting

Name:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1)

Bar code:

Name of Proxy:

Number of Shares proxy is appointed over:

Investor code:

Event code:

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on Thursday 24 April 2014 and at any adjournment thereof. I have indicated with an "X" how I/we wish my/our votes to be cast on the following resolutions:

If you wish to appoint multiple proxies please see note 1 on the reverse of this form.

☐ Please also tick here if you are appointing more than one proxy.

Resolutions

Please mark "X" to indicate
how you wish to vote

- | | For | Against | Vote | Withheld |
|---|-----|---------|------|----------|
| 1 To receive financial statements and the reports of the directors and auditors | X | | | |
| 2 To approve the directors' remuneration policy | X | | | |
| 3 To approve the directors' remuneration report | X | | | |
| 4 To declare a final dividend | X | | | |
| 5 To re-elect M S Christie as a director | X | | | |
| 6 To re-elect A M Ferguson as a director | X | | | |
| 7 To re-elect M C Flower as a director | X | | | |
| 8 To re-elect S E Foots as a director | X | | | |
| 9 To elect H L Ganczakowski as a director | X | | | |
| 10 To re-elect K Layden as a director | X | | | |

Resolutions

Please mark "X" to indicate
how you wish to vote

- | | For | Against | Vote | Withheld |
|---|-----|---------|------|----------|
| 11 To re-elect P N N Turner as a director | X | | | |
| 12 To re-elect S G Williams as a director | X | | | |
| 13 To re-appoint the auditors | X | | | |
| 14 To determine the auditors' remuneration | X | | | |
| 15 Political donations | X | | | |
| 16 Authority to allot shares | X | | | |
| 17 Disapplication of pre-emption rights | X | | | |
| 18 Authority to make market purchases of own shares | X | | | |
| 19 Notice period for shareholders' meetings | X | | | |
| 20 Adoption of new Performance Share Plan rules | X | | | |

Signature:

Date



Business Reply Service
Licence No. DC 164

Mrs D S Hill
Croda International Plc
Cowick Hall
Snaith
GOOLE
DN14 9AA

Business Reply
Licence Number
RLUB-TBUX-EGUC



Notes

- 1 To appoint as a proxy a person other than the Chairman of the meeting insert their full name in the space provided. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A proxy need not be a member of the Company.
- 2 Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
- 3 The Form of Proxy overleaf must arrive not later than 48 hours before the time set for the meeting at Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable). If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- 4 A corporation must execute the Form of Proxy under either its common seal or the hand of a duly appointed officer or attorney.
- 5 The Form of Proxy is for use in respect of the shareholder account specified overleaf only and should not be amended or submitted in respect of a different account.
- 6 The "Vote Withheld" option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
- 7 Ordinary Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Ordinary shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.
- 8 In the case of joint holders, the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the Register of Members will be accepted to the exclusion of the other joint holders.
- 9 Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the Register of Members of the Company at 6 p.m. on 22 April 2014. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.



PXS I
34 Beckenham Road
BECKENHAM
BR3 4ZF