

**Attendance Card: Croda International Plc**  
**Annual General Meeting – 27 April 2016**

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

If you wish to attend the 2016 Annual General Meeting please bring this card with you and show it to the Company's Registrars.

This will facilitate entry to the meeting.

**Notice of Availability – Annual Report 2015 and Notice of AGM**  
**Important – please read carefully**

You can now access the 2015 Annual Report and Notice of AGM by visiting this website: [www.croda.com/AGM](http://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, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or email [agm@croda.com](mailto:agm@croda.com).

**Please note the deadline for receiving proxies is 12 noon on 25 April 2016.**

Signature

Bar code:

Investor code:

**Poll Card: To be completed only at the Annual General Meeting**

Voting at the Annual General Meeting will be by way of a poll using this poll card. The Chairman of the Meeting will give guidance on the conduct of the poll.

Resolutions	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1 To receive financial statements and the reports of the directors and auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To re-elect P N N Turner as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-elect S G Williams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To reappoint the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect A M Ferguson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect S E Foots as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect A M Frew as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect H L Ganczakowski as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect K Layden as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Authority to make market purchases of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect J K Maiden as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Notice period for shareholders' meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				19 Special dividend and share consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE DETACH THIS PORTION OF THE CARD AND BRING IT WITH YOU TO THE AGM. DO NOT RETURN THIS PART IN THE POST. Please see notes overleaf.

**Form of Proxy: Croda International Plc**  
**Annual General Meeting**

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

Name of Proxy:  Number of Shares proxy is appointed over:

Bar code:

Event code:

Investor 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 Wednesday 27 April 2016 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 ☐

Please mark "X" to indicate how you wish to vote when requested: ☒

Resolutions	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1 To receive financial statements and the reports of the directors and auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 To re-elect P N N Turner as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 To re-elect S G Williams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 To reappoint the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect A M Ferguson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 To determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect S E Foots as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect A M Frew as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect H L Ganczakowski as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect K Layden as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Authority to make market purchases of own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect J K Maiden as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Notice period for shareholders' meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				19 Special dividend and share consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature  Date

PLEASE DETACH BEFORE POSTING TO CAPITA ASSET SERVICES (SEE NOTE 3).

**Venue location**

**Royal York Hotel**

The Royal York Hotel is accessible by rail, bus or car and is next door to York railway station.

**By Car**

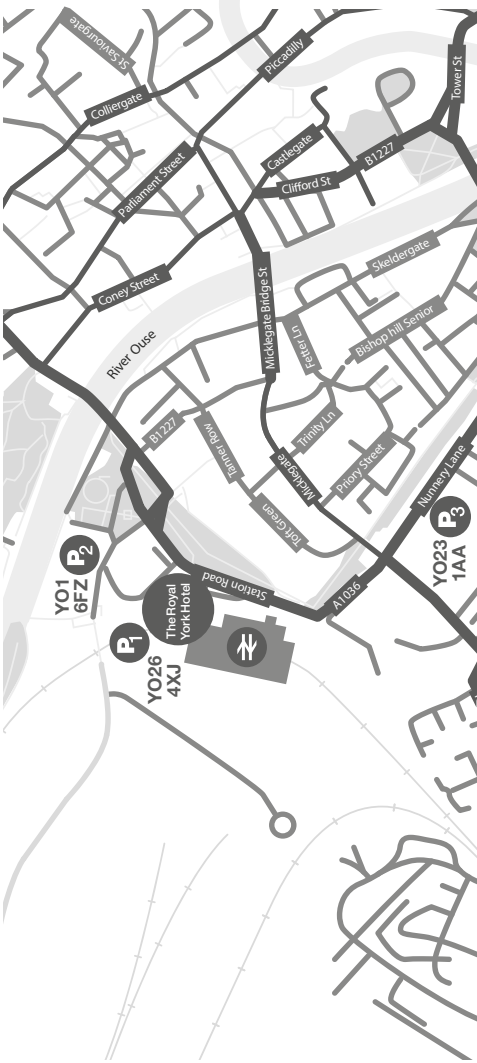
Satellite navigation post code YO24 1AA.  
The Royal York Hotel is a 20 minute drive from the A1.

**Parking at The Royal York Hotel**

There is on-site car parking which will be complimentary to AGM attendees, subject to availability. Should the hotel car park be full, there are three public car parks close by: (1) York Commuter Car Park – Leeman Road, (2) York Esplanade – Leeman Road and (3) York Nunnery Lane.

**Park and Ride Buses**

There are six Park and Ride sites in York, most of which stop adjacent to York railway station. For further details visit: [www.firstgroup.com/york/routes-and-maps/park-ride/routes](http://www.firstgroup.com/york/routes-and-maps/park-ride/routes)



**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, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF 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 CAPITA PXS. Please note that delivery using this service can take up to five business days.
- 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](http://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 6.00 pm on 25 April 2016. 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.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF

