
COMPANY LIMITED BY SHARES

RESOLUTIONS OF CRODA INTERNATIONAL PLC

At the Annual General Meeting of the Company held on 26 April 2017 the following resolutions were duly passed. Resolution 16 as an Ordinary Resolution and Resolutions 17, 18, 19 and 20 as Special Resolutions:-

16. "The directors, pursuant to section 551 of the Act, be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:

- (i) up to a nominal amount of £4,485,861; and
- (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £8,971,722 (including within such limit any shares or rights issued or granted under paragraph (i) above) in connection with an offer by way of a rights issue:
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until (unless previously reviewed, varied or revoked by the Company in general meeting) the earlier of (i) the conclusion of the next annual general meeting of the Company, and (ii) the close of business on 26 July 2018 provided that in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for, or convert securities into, shares to be granted, after the authority ends and the directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not ended."

17. " That subject to the passing of Resolution 16 in this Notice, the directors be generally empowered pursuant to section 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred by Resolution 16 in this Notice as if section 561(1) of the Act did not apply to the allotment. This power:

- (i) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 26 July 2018), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

- (ii) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 16, by way of rights issue only):
 - (a) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities; and
 - (c) so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and
- (iii) in the case of the authority granted under paragraph (i) of Resolution 16 shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal value of £679,676.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 16" in this Notice were omitted."

18. "Subject to the passing of Resolution 16 and Resolution 17 in this Notice and in addition to any power given to it pursuant to Resolution 17 in this Notice, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by Resolution 16 in this Notice as if section 561(1) of the Act did not apply to the allotment. This power:
 - (i) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 26 July 2018), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
 - (ii) in the case of the authority granted under paragraph (i) of Resolution 16 shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £679,676 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Preemption Group's Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 16" in this Notice were omitted."

19. "The Company be authorised generally and unconditionally in accordance with section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of its own ordinary shares, provided that:
 - (i) the Company may not purchase more than 13,124,776 ordinary shares in the capital of the Company;
 - (ii) the minimum price (excluding expenses) which the Company may pay for each ordinary share is 10.357143 pence;

- (iii) the maximum price (excluding expenses) which the Company may pay for each ordinary share is the higher of (a) an amount equal to 105% of the average of the closing middle market price taken from the London Stock Exchange Daily Official List for each of the five business days preceding the date on which the ordinary share is contracted to be purchased, and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the London Stock Exchange Trading Systems;
 - (iv) such authority shall, unless previously renewed, revoked or varied, expire at the earlier of (i) the conclusion of the next annual general meeting of the Company, and (ii) the close of business on 26 October 2018; and
 - (v) the Company may, pursuant to the authority granted by this Resolution, enter into a contract to purchase such ordinary shares before the expiry of this authority which would or might be executed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of such contract as if the authorities had not expired."
20. "That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice provided that the authority for this Resolution shall expire at the conclusion of the next annual general meeting of the Company."

A handwritten signature in blue ink, appearing to read 'Iom', followed by a long horizontal line.

Secretary