
COMPANY LIMITED BY SHARES

RESOLUTIONS OF CRODA INTERNATIONAL PLC

At the Annual General Meeting of the Company held on 26 April 2023 the following resolutions were duly passed. Resolutions 18, 19, 20 and 21 as Special Resolutions:-

17. "(a) 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 £4,884,943; and
 - ii. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £9,777,886 (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, as permitted by the rights of those securities, 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 from the conclusion of this AGM 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 2024 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.
- (b) Subject to paragraph (c), all existing authorities given to the directors pursuant to section 551 of the Companies Act 2006 to allot shares and to grant rights to subscribe for, or to convert any security into, shares by way of the special resolution of the Company passed on 20 May 2022 be revoked by this Resolution; and
- (c) Paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made."
18. "That subject to the passing of Resolution 17 in this Notice, the directors be generally empowered from the conclusion of this AGM pursuant to section 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred by Resolution 17 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 2024), 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;

- 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 17, 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 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;

- iii. in the case of the authority granted under paragraph (i) of Resolution 17 shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (ii) up to an aggregate nominal value of £1,481,498; and
- iv. when any allotment of equity securities is or has been made pursuant to paragraph (iii) ("a paragraph (iii) allotment"), shall be limited to the allotment of additional equity securities (also pursuant to the authority given under Resolution 17) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (iii) allotment, provided that any allotment pursuant to this paragraph (iv) is for the purposes of a follow-on offer determined by the directors to be of a kind contemplated by paragraph 3 of section 2B of the 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 the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 17 in this Notice" were omitted."

- 19. "Subject to the passing of Resolution 17 in this Notice and in addition to any power given to it pursuant to Resolution 18 in this Notice, the directors be generally empowered from the conclusion of this AGM 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 17 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 2024), 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;
- ii. in the case of the authority granted under paragraph (i) of Resolution 17 or a sale of treasury shares shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (ii) of Resolution 18 up to an aggregate nominal amount of £1,481,498 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 Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice; and
- iii. when any allotment of equity securities is or has been made pursuant to paragraph (ii) ("a paragraph (ii) allotment"), shall be limited to the allotment of equity securities

up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (ii) allotment, provided that any allotment pursuant to this paragraph (iii) is for the purposes of a follow-on offer determined by the directors to be of a kind contemplated by paragraph 3 of section 2B of the 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 17 in this Notice" were omitted."

20. "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 maximum number of ordinary shares hereby authorised to be purchased is 13,963,544 ordinary shares in the capital of the Company;
- ii. the minimum price (excluding expenses) which the Company may pay for each ordinary share is 10.609756 pence;
- iii. the maximum price (excluding expenses) which the Company may pay for each ordinary share is the higher of (i) 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 (ii) 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 trading venue where the purchase is carried out;
- 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 2024; 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 authority had not expired."

21. "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."



Secretary