

IMC S.A.

Société anonyme

Registered office: 16, rue Erasme, L-1468 Luxembourg

R.C.S. Luxembourg B 157843

(the "**Company**")

INVITATION TO THE

Annual General Meeting of Shareholders of the Company (the "AGM") to be held on 30 June 2022 at 10 a.m. CEST at the registered office of the Company with the following agenda:

1. Appointment of Mr. Christian Tailleur or any other employee of LGL Corporate Services (Luxembourg) S.A. as the chairman of the general meeting of shareholders.
2. Appointment of Mrs Catia Campos or any other employee of LGL Corporate Services (Luxembourg) S.A. as the scrutineer of the general meeting of shareholders.
3. Acknowledgment of the report on conflict of interest prepared by the board of directors of the Company in relation to the implementation of the MIP (as defined below).
4. Presentation of the management report of the board of directors of the Company (the "**Board of Directors**") in respect of the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2021 (the "**Report of the Board**"), the independent auditor's report in respect of the statutory financial statements of the Company and the consolidated financial statements of the Company and its group for the financial year ended on 31 December 2021 (the "**Auditor's Report**"), the individual annual accounts of the Company for the financial year ended on 31 December 2021 (the "**Annual Accounts**"), the consolidated financial statements of the Company's group for the financial year ended on 31 December 2021 (the "**Consolidated Financial Statements**").
5. Review and approval of the Annual Accounts of the Company for the financial year ended on 31 December 2021.
6. Review and approval of the Consolidated Financial Statements of the Company's group for the financial year ended on 31 December 2021.
7. Approval of the interim dividends distributed in 2021 for an aggregate amount of EUR 25,103,573.62.
8. Allocation of the result for the financial year ended on 31 December 2021.
9. Presentation of and discussion on the remuneration report.
10. Review, approval and ratification of the remuneration of the directors of the Company for the period from 1 January 2022 to 31 December 2022.

11. Re-appointment of BDO Audit, a public limited liability company (*société anonyme*) organised and established under the laws of the Grand Duchy of Luxembourg, having its registered office at 1, rue Jean Piret, L-2350 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies under number B147570 ("**BDO Audit**") as the approved audit firm (*cabinet de révision agréé*) of the Company for a new mandate until the annual general shareholders meeting to be held in 2023.
12. Discharge to the members of the Board of Directors.
13. Renewal of the mandates of Alfons Wilhelm Balmann, Kamil Jan Gaworecki, Alex Lissitsa, Dmytro Martyniuk and Oleksandr Petrov as directors of the Company until the annual general meeting of shareholders of the Company to be held in 2026.
14. Approval of a management incentive plan of the Company pursuant to which certain members of the management team of Chernihivska IMC, the Ukrainian subsidiary of the Company (the "**Participants**") will be entitled to subscribe over a 8-year period to up to 2,322,464 new shares in the Company representing (in aggregate) up to 7% of the current share capital of the Company (the "**MIP**").
15. Delegation of powers to the board of directors to implement the above management incentive plan, in particular without being limited to the power to appoint the Participants in consultation with the remuneration committee of the Company and to issue the new shares to the Participants within the framework of the authorized share capital; and
16. Miscellaneous.

Notice to shareholders - need to register for participation

Each shareholder wishing to exercise its rights to attend and vote at the AGM should send to the Company a form of participation to confirm its participation at the AGM (the "**Form of Participation**") available on the Company's website (www.imcagro.com.ua), no later than 16 June 2022, 18:00 CET.

The rights to vote at the AGM are determined in accordance with and at the record date (the "**Record Date**"), which is set on 16 June 2022, 24:00 a.m. (midnight) CET. Only shareholders who confirmed their participation to the Company on due time will be authorized to participate and vote at the AGM (the "**Authorized Shareholder(s)**").

The Form of Participation can be downloaded from the Company's website at www.imcagro.com.ua and shall be returned in **original** by the shareholder to the Company's registered office's address which is IMC S.A., Attn: Christian Tailleur, 16, rue Erasme, L-1468 Luxembourg, Grand Duchy of Luxembourg, or by email to christian.tailleur@lgl-group.lu.

In addition to the Form of Participation, each shareholder who holds its shares in the Company through the facilities of the Polish National Deposit of Securities (the "**KDPW**") or Clearstream Banking S.A. (as the case may be) shall request an **original** depositary certificate (the "**Shareholder's Certificate**") from the broker or custodian bank who is a participant of the KDPW or Clearstream Banking S.A. (as the case may be) and who maintains the securities account for such shareholder evidencing its amount of shares held at the Record Date.

The Shareholder's Certificate (**original or copy**) must be sent by the shareholder to the Company no later than 23 June 2022, 18:00 CET.

Only Authorized Shareholders who were holders of the Company's shares at the Record Date will be allowed to attend and vote at the AGM subject to (i) the confirmation of their participation to the Company (through the Form of Participation available on the Company's website at www.imcagro.com.ua, no later than 23 June 2022, 18:00 CET and (ii) the delivery to the Company of the original Shareholder's Certificate, within the forms and delays prescribed in the document called "IMPORTANT INFORMATION FOR PARTICIPATING TO THE AGM".

Vote by proxy

Shareholders who have complied with the notification and registration requirements set forth above, can give voting instructions to any other person (natural or legal) via the Proxy Voting Form and Instructions available on the website of the Company (www.imcagro.com.ua), duly completed for each resolution of the AGM, signed and sent to the Company in written form by mail to the registered office's address of the Company which is IMC S.A., Attn: Christian Tailleur, 16, rue Erasme, L-1468 Luxembourg, Grand Duchy of Luxembourg, or by email to christian.tailleur@lgl-group.lu no later than 23 June 2022 at 18:00 CET.

One person may represent several or even all shareholders.

Vote by correspondence

Shareholders who have complied with the notification and registration requirements set forth above can also participate at the AGM by correspondence by using the "Proxy Voting Form and Instructions" available on the website of the Company at www.imcagro.com.ua by following the instructions contained therein.

Further information is available on the Company's website and in particular in the document called "IMPORTANT INFORMATION FOR PARTICIPATING TO THE AGM".

Right to have additional items in the agenda of the AGM and file draft resolutions of the AGM

In accordance with the Luxembourg Act of 24 May 2011 on shareholders' rights in listed companies, as amended, shareholders holding individually or collectively at least five per cent (5%) of the issued share capital of the Company have the right to add items to the agenda of the AGM and to file draft resolutions of the AGM in relation with the existing or new items to the agenda of the AGM.

These rights shall be exercised upon written requests of the shareholders (which needs to be an Authorized Shareholder) submitted to the Company by postal services at the registered office's address of the Company which is IMC S.A., Attn: Christian Tailleux, 16, rue Erasme, L-1468 Luxembourg, Grand Duchy of Luxembourg, or by email to christian.tailleur@lgl-group.lu (quoting "2022 IMC AGM").

The requests shall be accompanied by the evidence that (i) the shareholder is an Authorized Shareholder, (ii) a justification or a draft resolution to be adopted at the AGM and shall include the electronic or mailing address at which the Company can acknowledge receipt of these requests.

The requests from the shareholders shall be received by the Company at the latest on Wednesday 8 June 2022, 18:00 CET. The Company will acknowledge the receipt of such requests within forty eight (48) hours upon receipt.

The Company will publish an updated agenda at the latest on 15 June 2022.

Further questions

The shareholders of the Company may address all queries with respect to the AGM, such as but not limited to, the request to be provided with the documents to be tabled at the AGM and/or a draft of the resolutions of the AGM, by mail to the registered office's address of the Company which is IMC S.A., Attn: Christian Tailleux, 16, rue Erasme, L-1468 Luxembourg, Grand Duchy of Luxembourg, or by email to christian.tailleur@lgl-group.lu.

The shareholders of the Company may visit the Company's website at <http://www.imcagro.com.ua> for any further information, such as but not limited to:

- this convening notice;
- the total number of shares and voting rights at the date hereof;
- the documents to be provided to the AGM;
- a draft of the resolutions of the AGM;
- the Proxy Voting Form and Instructions;
- the Form of Participation; and
- Important information for participating to the AGM.

Luxembourg, 30 May 2022

Mr. Christian Tailleux

In his capacity as delegate to the daily management of the Company