

PRICING STATEMENT



(IMCD N.V., a public company with limited liability (naamloze vennootschap) incorporated under the laws of the Netherlands, with its corporate seat in Rotterdam, the Netherlands)

Admission to listing and trading on Euronext Amsterdam and public offering of 22,000,000 ordinary shares at a price of EUR 21.00 per Offer Share

This Pricing Statement relates to the Offering as referred to in the Prospectus dated 16 June 2014. The Offering consists of: (i) a public offering in the Netherlands to institutional and retail investors and (ii) a private placement to certain institutional investors in various other jurisdictions. The Offer Shares are being offered: (i) within the United States of America (the "US"), to persons reasonably believed to be "qualified institutional buyers" ("QIBs") as defined in, and in reliance on, Rule 144A under the US Securities Act of 1933, as amended (the "US Securities Act"), or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, and applicable state and other securities laws of the US, and (ii) outside the US, where all offers and sales of the Offer Shares will be made in compliance with Regulation S under the US Securities Act ("Regulation S").

This Pricing Statement has been prepared in accordance with section 5:18 of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*; the "FMSA") and has been deposited with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "AFM"). This Pricing Statement is being made generally available in the Netherlands in accordance with section 5:21(3) of the FMSA.

This Pricing Statement must be read in conjunction with the Prospectus. Terms used and not defined herein have the meaning ascribed to them in the Prospectus.

There is currently no public market for the Shares. Application has been made to list and admit all of the Shares to trading under the symbol "IMCD" on Euronext Amsterdam N.V. ("**Euronext Amsterdam**"). Trading on an "as-if-and-when-delivered" basis in the Shares on Euronext Amsterdam is expected to commence on 27 June 2014 (the "**First Trading Date**"). Delivery of the Offer Shares is expected to take place on or about 2 July 2014.

INVESTING IN THE OFFER SHARES INVOLVES RISKS. SEE "RISK FACTORS" IN THE PROSPECTUS FOR A DESCRIPTION OF CERTAIN RISKS THAT SHOULD BE CAREFULLY CONSIDERED BEFORE INVESTING IN THE OFFER SHARES.

The Offer Period has ended today. The Offer Price has been determined at €21.00 per Offer Share taking into account the conditions described in "The Offering" in the Prospectus. The exact number of Offer Shares has been determined at 22,000,000. The exact number of New Offer Shares has been determined at 12,860,905. The exact number of Existing Offer Shares offered by the Bain Capital Shareholder has been determined at 7,604,388. The exact number of Existing Offer Shares offered by Stichting Administratiekantoor Emma Topco has been determined at 1,534,707. Pursuant to the Over-Allotment Option, the Bain Capital Shareholder may sell up to 3,300,000 additional Existing Offer Shares held by them to cover short positions resulting from any over-allotments made in connection with the Offering or stabilisation transactions, if any.

Immediately following the Settlement Date, and subject to Settlement occurring, the Company will have an issued ordinary share capital of €8,000,000 divided into 50,000,000 Shares (nominal value, €0.16 per share); the Bain Selling Shareholder will hold (i) assuming no exercise of the Over-Allotment Option, 22,883,755 Shares representing 45.8% of the issued share capital of the Company, and (ii) assuming full exercise of the Over-Allotment Option, 19,583,755 Shares representing 39.2% of the issued share capital of the Company; and Stichting Administratiekantoor Emma Topco will hold 5,116,245 Shares representing 10.2% of the issued share capital of the Company. Immediately following the restructuring of Stichting Administratiekantoor Emma Topco as described in "Existing Shareholders and Related Party Transactions—Existing Shareholders—Holdings immediately prior to and after the Offering" in the Prospectus, which is expected to take place on or shortly after the Settlement Date, and subject to Settlement occurring, Piet van der Slikke will hold 2.0% of the Shares directly, a fund managed by him will hold 3.4% of the Shares directly, and a fund managed by Hans Kooijmans will hold 2.0% of the Shares directly.

In connection with the Offering, Deutsche Bank AG, London Branch as Stabilization Agent, or any of its agents, on behalf of the Joint Global Coordinators may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilization Agent will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the Settlement Date and ending no later than 30 calendar days thereafter. The Stabilization Agent or any of its agents will not be obligated to effect stabilizing transactions, and there will be no assurance that stabilizing transactions will be undertaken. Such stabilizing transactions, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilizing Agent nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilization transactions under the Offering. The Underwriting Agreement will provide that the Stabilization Agent may, for purposes of the stabilizing transactions, over-allot Shares up to a maximum of 15% of the total number of Offer Shares sold in the Offering.

The Offer Shares and the Over-Allotment Shares, if any, have not been and will not be registered under the US Securities Act. Any Offer Shares or Over-Allotment Shares will be subject to certain selling and transfer restrictions as described in "Selling and Transfer Restrictions" in the Prospectus.

Joint Global Coordinators and Joint Bookrunners

Deutsche Bank Goldman Sachs International

Joint Bookrunners

HSBC Rabobank

Financial Adviser

Rothschild

This Pricing Statement is dated 26 June 2014