

Notice of Annual General Meeting

Wednesday 24 April 2024 at 12 noon

**to be held at the Pavilions of Harrogate, Great Yorkshire Showground,
Harrogate, North Yorkshire, HG2 8QZ**

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor or accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Croda International Plc, you should pass this Notice and accompanying documents to the purchaser or transferee, or to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

You will not have received a hard copy proxy form for the 2024 AGM in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate or dividend notification. Proxy votes should be submitted as early as possible and in any event, no later than **12 noon on Monday 22 April 2024**.

You may request a hard copy proxy form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If you hold shares in CREST you can use the CREST electronic proxy appointment service. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform. Further details on how to do this are set out in the Notes to this Notice.

14 March 2024

Dear fellow shareholder

Annual General Meeting

I am pleased to enclose the Notice convening the forthcoming Annual General Meeting (the 'AGM' or the 'Meeting') for shareholders of Croda International Plc, which will be held on Wednesday 24 April 2024. The AGM will be at the Pavilions of Harrogate, Great Yorkshire Showground, Harrogate, North Yorkshire, HG2 8QZ and will commence at 12 noon. The business to be considered at the AGM is set out in the Notice, which you can find on pages 3 to 5 of this document. Explanatory notes on each Resolution to be considered at the AGM appear on pages 6 to 8 of this document.

Final dividend

Shareholders are being asked to approve a final dividend of 62.0 pence per ordinary share for the financial year ended 31 December 2023. If shareholders approve the recommended final dividend, this will be paid on 29 May 2024 to all ordinary shareholders who are on the Register of Members at close of business on 19 April 2024.

The Board of Directors

I would like to take this opportunity to make special mention of Resolutions 4 to 13, which relate to the election and re-election of directors. The Board contains a broad range of skills and experience from different industries and advisory roles and from international markets. These skills support the strategic aims of the Company. A summary of the key strengths and experience of each director and the value they bring to the Board, as well as their biographical details, are included on pages 9 to 10 of this document. Each of the directors being proposed for election or re-election has been subject to a formal performance evaluation and is considered to be effective in their role and to be committed to making available the appropriate time for Board meetings and other duties. Further details of the formal performance evaluation are set out in the Corporate Governance report on page 89 of the Annual Report and Accounts.

Arrangements for the AGM

The Board is looking forward to welcoming shareholders to the AGM, which you will be able to attend in person in the Derwent Room at the Pavilions of Harrogate. To help ensure your safety and manage the numbers attending the AGM, this year, we are asking that only shareholders or their duly nominated proxies attend the Meeting in person. Persons who are not shareholders or their duly nominated proxies should not attend the Meeting unless arrangements have been made in advance with the Group Company Secretariat, whose contact details can be found on page 13.

As a result of the impact of Covid-19, from 2022 we offered shareholders a choice to attend the AGM in person or view the AGM remotely via a webcast. Take-up for remote attendance has been very low with just one shareholder attending remotely in 2023 and no questions having been submitted by those attending remotely. In light of the apparent lack of demand for remote participation and to avoid unnecessary costs, we have decided to arrange our 2024 AGM on the basis that shareholders, their proxies and corporate representatives may attend in person without broadcasting the event. We will keep shareholder demand for remote participation under review in respect of our future AGMs.

Please check the Company's website in advance of the Meeting in case there are any changes made to the arrangements for the AGM.

Voting procedures

Voting on all of the proposed Resolutions at the AGM will be conducted on a poll rather than on a show of hands. Voting by way of a poll will give as many shareholders as possible the opportunity to have their votes counted. The results of the poll will be announced via a Regulatory News Service and made available at www.croda.com as soon as practicable after the AGM.

If you are unable to attend the AGM in person, **we strongly encourage you to vote in advance by appointing the Chair of the AGM as your proxy**. This will ensure that your vote will be counted. We would encourage you to submit your proxy vote to our Registrars as soon as possible but, in any event, no later than 12 noon on 22 April 2024 online at www.signalshares.com, if you hold shares in CREST, via the CREST electronic proxy appointment service or, if you are an institutional investor, via the Proximity platform in accordance with the procedures set out in the Notes to the Notice. Please refer to pages 11 to 12 of the Notice for further details of how to do this.

Recommendation

Your Board considers all of the proposed Resolutions set out in this Notice to be put to the AGM to be in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of the Resolutions, as the directors intend to do in respect of their own shareholdings.

Yours sincerely



Dame Anita Frew (DBE)

Chair

Notice of Annual General Meeting

Holders of ordinary shares are entitled to vote on all the Resolutions to be proposed at the Annual General Meeting.

Notice is hereby given that the ninety-ninth Annual General Meeting (the 'AGM' or the 'Meeting') of Croda International Plc (the 'Company') will be held at the Pavilions of Harrogate, Great Yorkshire Showground, Harrogate, North Yorkshire, HG2 8QZ on Wednesday 24 April 2024 at 12 noon to consider and, if thought fit, to pass the Resolutions set out below (the 'Resolutions').

Resolutions numbered 1 to 17 (inclusive) and 22 will be proposed as Ordinary Resolutions and Resolutions numbered 18 to 21 (inclusive) will be proposed as Special Resolutions.

1. To receive the financial statements of the Company and the Group and the reports of the directors and auditors for the year ended 31 December 2023.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2023, in accordance with section 439 of the Companies Act 2006 (the 'Act').
3. To declare a final dividend of 62.0 pence per ordinary share recommended by the Board to be paid on 29 May 2024.
4. To elect C Good as a director.
5. To elect D Gray as a director.
6. To re-elect L Burdett as a director.
7. To re-elect R Cirillo as a director.
8. To re-elect J Ferguson as a director.
9. To re-elect S Foots as a director.
10. To re-elect J Kim as a director.
11. To re-elect K Layden as a director.
12. To re-elect N Ouzren as a director.
13. To re-elect J Ramsay as a director.
14. To re-appoint KPMG LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.
15. To authorise the Company's Audit Committee to determine the remuneration of the auditors on behalf of the directors.

Political donations

16. The Company, and any company which is or becomes its subsidiary during the period in which this Resolution has effect, be authorised for the purpose of Part 14 of the Act, during the period from the date of the passing of this Resolution until the conclusion of the Company's next annual general meeting, to:
 - i. make political donations to political parties and/or independent election candidates, not exceeding £50,000 in total;
 - ii. make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
 - iii. incur political expenditure, not exceeding £50,000 in total.

This is provided that any such donations and expenditure made by the Company or by any such subsidiary during the period in which this Resolution has effect shall not exceed £50,000 in aggregate.

For the purposes of this Resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Act.

Directors' authority to allot shares

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 an aggregate nominal amount of £4,888,943; 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:
 - a. to the 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, if the Board considers 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 that 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 renewed, varied or revoked by the Company in a general meeting) the earlier of (i) the conclusion of the next annual general meeting of the Company, and (ii) the close of business on 24 July 2025 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 Act 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 26 April 2023 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.

Notice of Annual General Meeting continued

Disapplication of pre-emption rights

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 24 July 2025), but the Company may, during this period, 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:
 - 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 or a sale of treasury shares 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 in the first paragraph of this Resolution the words "pursuant to the authority conferred by Resolution 17 in this Notice" were omitted.

19. That, subject to the passing of Resolution 17 in this Notice and in addition to any power given 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 24 July 2025), but the Company may, during this period, 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 twelve 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.

Company's authority to purchase its own shares

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 middle market quotations of an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately 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) 24 October 2025; 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 concluded 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.

Notice period for shareholders' meetings

- 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.

Amendment to the Croda International Plc Performance Share Plan 2014

- 22. That the Remuneration Committee of the Board of Directors of the Company be, and is hereby, authorised to amend the rules of the Croda International Plc Performance Share Plan 2014 by:
 - a. deleting the word "ten" where it appears in rule 3.2 of the Croda International Plc Performance Share Plan 2014 and replacing the same with the word "twenty"; and
 - b. deleting the figure "225" where it appears in rule 4.1 of the Croda International Plc Performance Share Plan 2014 and replacing the same with the figure "250".

By Order of the Board Tom Brophy

Group General Counsel and Company Secretary

14 March 2024

Registered Office:
Cowick Hall
Snaith
Goole
East Yorkshire
DN14 9AA

Registered in England and Wales No: 206132

Explanatory notes

1. Resolution 1 – Financial statements

The directors are required to present to the AGM the Company's and the Group's audited financial statements and the directors' and auditors' reports for the financial year ended 31 December 2023. These are contained within the Annual Report and Accounts and include the strategic report.

2. Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report, which may be found on pages 106 to 134 of the Annual Report and Accounts, gives details of the directors' remuneration for the year ended 31 December 2023. KPMG LLP have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on pages 139 to 151 of the Annual Report and Accounts.

The Directors' Remuneration Policy (which is summarised on pages 131 to 134 of the Annual Report and Accounts) was approved at the 2023 AGM and does not form part of the Directors' Remuneration Report being considered in Resolution 2.

The vote on the Directors' Remuneration Report is advisory in nature in that payments made or promised to directors will not have to be repaid, reduced or withheld in the event that this Resolution is not passed.

3. Resolution 3 – Declaration of dividend

The directors are recommending that the ordinary shareholders declare a final dividend of 62.0 pence per ordinary share in respect of the year ended 31 December 2023. The final dividend declared may not exceed the amount recommended by the directors and must be approved by the ordinary shareholders. If approved, the final dividend will be paid on 29 May 2024 to ordinary shareholders who are on the Register of Members at close of business on 19 April 2024.

4. Resolutions 4 to 13 – Election and re-election of directors

These Resolutions concern the appointment and re-appointment of directors. All directors, with the exception of Anita Frew, are standing for election and re-election at this AGM in accordance with the UK Corporate Governance Code. Biographical details of the directors appear on pages 9 to 10 of this document. Chris Good and Danuta Gray will be seeking election for the first time, having been appointed to the Board in April 2023 and February 2024 respectively. With the exception of Keith Layden, the Board considers that all non-executive directors are independent in character and judgement. Keith Layden is not considered independent, having served as the Company's Chief Technology Officer prior to retirement from the Company and appointment as a non-executive director in May 2017. This follows a formal performance evaluation during the year that confirmed that each of the directors makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and committee meetings and other duties as requested). The Board is recommending that shareholders should elect or re-elect the directors.

5. Resolutions 14 and 15 – Appointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders. Resolution 14 proposes the re-appointment of KPMG LLP as the Company's auditors until the conclusion of the next AGM. It is normal practice for a company's directors to be authorised to determine the level of the auditors' remuneration for the ensuing year. Resolution 15 proposes to give such authority to the Company's Audit Committee on behalf of the directors.

6. Resolution 16 – Political donations

This Resolution enables the directors to incur expenditure of up to £50,000 in aggregate in respect of the activities identified in Resolution 16 (including any such expenditure by a subsidiary company) without unintentionally breaching the provisions of the Act. It is not proposed or intended to alter the Company's policy of not making political donations, within the normal meaning of that expression. However, without the authorisation contained in this Resolution, some of the Company's activities may inadvertently fall within the prohibition contained in the Act and the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could therefore be inhibited without such authority. The authority sought will, if granted, last until the conclusion of the next annual general meeting of the Company when the directors intend to seek renewal of this authority. The Company will continue its policy of not giving any cash contributions to any political party. Any expenditure which may be incurred under authority of this Resolution will be disclosed in next year's Annual Report. During 2023, no donations were made by the Company or any of its subsidiaries for political purposes.

7. Resolution 17 – Renewal of directors' authority to allot shares

Under section 551 of the Act, the directors of the Company may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised to do so by shareholders. The Company's articles of association give a general authority to the directors to allot shares.

This Resolution, which complies with guidance issued by the Investment Association (the 'IA'), will, if passed, authorise the directors to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to:

- i. an aggregate nominal amount of £4,888,943 representing approximately 33% of the issued share capital, excluding shares held in treasury, as at 4 March 2024 (the latest practicable date prior to publication of this Notice); and
- ii. up to an additional nominal amount not exceeding £4,888,943 in the case of allotments in connection with a pre-emptive offer to existing shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal and practical problems). As at 4 March 2024, this additional authority represents approximately 33% of the issued ordinary share capital, excluding shares held in treasury.

This brings the aggregate authority for allotments in connection with a pre-emptive offer to existing shareholders to approximately 66% of the issued ordinary share capital as at 4 March 2024, excluding shares held in treasury.

As at 4 March 2024, the Company held 2,901,442 ordinary shares in treasury, representing 2.08% of the issued ordinary share capital of the Company, excluding shares held in treasury as at that date.

The directors have no present intention to exercise either of the authorities sought under this Resolution, other than where set out in the Notice.

However, the directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives. The authorities will last until the earlier of (i) the conclusion of the next annual general meeting of the Company and (ii) 24 July 2025.

8. Resolutions 18 and 19 – Disapplication of pre-emption rights

If the directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions when the directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights. Resolution 18 and Resolution 19 ask shareholders to grant this limited waiver. The Resolutions will be proposed as Special Resolutions.

Resolution 18 contains a three-part waiver. The first part is limited to the allotment of shares on a pre-emptive basis to allow the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders.

The second part is limited to the allotment of shares for cash up to an aggregate nominal value of £1,481,498 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents approximately 10% of the Company's issued ordinary share capital as at 4 March 2024 (the latest practicable date before the publication of this Notice).

The third part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of 20% of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles.

The waiver granted by Resolution 19 is in addition to the waiver granted by Resolution 18 and itself has two parts. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £1,481,498 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents a further 10% (approximately) of the Company's issued ordinary share capital as at 4 March 2024 (the last practicable date before the publication of this Notice). The first part of the waiver may only be used for an allotment of shares for cash for the purposes of financing or refinancing (if the waiver is used within twelve months of the original transaction) a transaction which the directors determine to be an acquisition or specified capital investment of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles.

The second part of the waiver applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the first part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under the first waiver. The follow-on offer must be determined by the directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles.

If the Resolutions are passed, the waivers will expire 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 24 July 2025).

9. Resolution 20 – Company's authority to purchase its own shares

Resolution 20 is a Special Resolution seeking to renew the authority granted at the 2023 AGM to purchase by way of market purchases up to 10% of the Company's issued ordinary shares (excluding treasury shares). The Company is seeking authority to make market purchases of up to 13,963,544 ordinary shares (being approximately 10% of the number of ordinary shares in issue of the Company (excluding treasury shares) as at 4 March 2024, the latest practicable date prior to the publication of this Notice). The maximum price to be paid on any occasion for each ordinary share will be the higher of (a) an amount equal to 105% of the average of the middle market quotations of an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately 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 and the highest current independent bid on the trading venue where the purchase is carried out. The minimum price to be paid on any occasion for each ordinary share will be 10.609756 pence. In exercising this authority the directors will comply with the rules of the London Stock Exchange and the IA guidelines on the purchase of own shares. This authority will expire on the date of the earlier of (i) the next annual general meeting of the Company, and (ii) 24 October 2025.

As at 4 March 2024 (the latest practicable date prior to publication of this Notice) the full exercise of all options and satisfaction of all awards outstanding under the Company's employee share plans would require the issue of 657,559 ordinary shares. This represents approximately 0.47% of the Company's issued ordinary share capital (excluding treasury shares).

In the event that the proposed new authority to repurchase shares were to be exercised in full, these options and awards would represent 0.52% of the Company's issued ordinary share capital (not including treasury shares).

The directors will only purchase the Company's shares from the market if they believe that such purchases will improve earnings per share and will be in the best interests of the shareholders generally. It is the intention of the directors that any such shares purchased will be held as treasury shares. Shares held in treasury may subsequently be sold for cash, transferred for the purposes of employee share schemes or cancelled. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively and provide the Company with additional flexibility in the management of its capital base.

Explanatory notes continued

10. Resolution 21 – Notice period for shareholders' meetings

The Act requires that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period which is subject to a minimum of 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. In order to be able to call a general meeting, other than an annual general meeting, on less than 21 clear days' notice the Company must make an electronic means of voting available to all shareholders for the meeting. This condition is met by the Company providing the facility for shareholders to appoint a proxy via an online shareholder portal operated by our Registrars. It is not the Company's intention to use the shorter notice period as a matter of routine but only when the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. If given, this approval will be effective until the end of the next AGM.

11. Resolution 22 – Amendment to the Croda International Plc Performance Share Plan 2014

The Croda International Plc Performance Share Plan 2014 ("Plan") was adopted by the Company on 2 May 2014 following its approval by the Company's shareholders at the Company's Annual General Meeting on 24 April 2014. Under the rules of the Plan it is not possible to grant any further awards after 2 May 2024 (being the tenth anniversary of the date upon which the Plan was adopted). However, the Company's Remuneration Committee is of the view that the Plan (which has been amended on a number of occasions since its adoption in order to remain aligned with changing legislation, corporate governance and best practice) is still an appropriate vehicle for incentivising and retaining key executives. Accordingly, the Company wishes to extend the life of the Plan so that the Company may continue to grant awards under the Plan for a further ten years following its expiry on 2 May 2024, such ten year period to end on 2 May 2034.

Furthermore, the Company's shareholders approved a new Directors' Remuneration Policy at the Company's Annual General Meeting on 26 April 2023. Under such Directors' Remuneration Policy, (which took effect immediately after the end of the Annual General Meeting on 26 April 2023), in the absence of any exceptional circumstances, the Company is authorised to make annual awards under the Plan to the Group Chief Executive up to a maximum value of 250 per cent of salary and to other executive directors of the Company up to a maximum value of 200 per cent of salary. The rules of the Plan however, currently limit the maximum value of any awards that may be granted to an individual during a financial year of the Company, in the absence of any exceptional circumstances, to 225 per cent of salary. Accordingly, in order to align the rules of the Plan with the authority in the current Directors' Remuneration Policy, the Company wishes to amend the rules of the Plan so that the current limit on the value of awards that may be made under the Plan to an individual during a financial year of the Company, in the absence of any exceptional circumstances, of 225 per cent of salary is replaced by the limit of 250 per cent of salary.

If Resolution 22 is passed, the rules of the Plan shall be amended in the manner set out in Resolution 22. The effect of such amendment shall be to enable awards to continue to be granted by the Company under the Plan until 2 May 2034 and to permit awards up to a maximum value of 250 per cent of salary to be made to an individual in any financial year of the Company in any case where there is not the presence of exceptional circumstances that may otherwise justify the grant of awards in excess of such limit.

Directors' biographies

Danuta Gray, 65

Non-Executive Director and Chair designate

Appointment: February 2024

Nationality: British

Board skills and competencies: Danuta is a highly experienced Non-Executive Director and Chair with a strong understanding of consumers, technology, sales and marketing within the UK and international business markets gained through her executive career. Danuta is currently Chair of Direct Line Insurance Group Plc and a Non-Executive Director and Remuneration Committee Chair at Burberry Group plc. She was previously Chair of St Modwen Properties plc, Senior Independent Director at Aldemore Bank plc, a Non-Executive member of the Ministry of Defence Board, Non-Executive Director and Chair of the Remuneration Committee at Page Group plc and Old Mutual plc.

Danuta's wealth of Plc board experience and a deep understanding of UK governance requirements make her a strong asset to the Croda Board. Her broad knowledge and experience across a range of sectors will be invaluable to the Board and the Group as a whole.

External appointments: Chair of Direct Line Insurance Group Plc, Non-Executive Director and Remuneration Committee Chair at Burberry Group plc.

Committee membership: Nomination Committee.

Steve Foots, 55

Group Chief Executive

Appointment: July 2010 and Group Chief Executive since January 2012

Nationality: British

Board skills and competencies: Steve joined Croda as a Graduate Trainee in 1990 and brings to the Board a business, strategic and operational background gained from a number of senior leadership roles across the Group. Having spent several years leading many different Croda businesses, he has also gathered extensive insight into the markets served, the importance of customer focus and the power of an innovative culture.

Outside of Croda, Steve's role as Industry co-Chair of the UK Chemistry Council enables him to work alongside Government Ministers and industry peers to bring wider industry knowledge into the Croda business.

External appointments: Industry co-Chair of the UK Chemistry Council.

Committee membership: Chair of the Executive Committee and Investment and Performance Committee, member of Group SHEQ Committee.

Roberto Cirillo, 52

Non-Executive Director

Appointment: April 2018

Nationality: Swiss

Board skills and competencies: With ten years' experience as Country and Group CEO in the Service and Health Care industries, and many years spent as a strategy practitioner in Europe and Asia, Roberto brings knowledge of, and passion for, growth and operations to the Croda boardroom. He can also share lessons learned from large transformations and M&A. Roberto's engineering background enables him to link Croda's R&D and production competences with the evolving demands of its multinational markets. He was previously the Group CEO at Optegra Eye Health Care Ltd, France, CEO and Group COO at Sodexo SA and Associate Partner at McKinsey & Co.

External appointments: CEO of Swiss Post, national postal service of Switzerland.

Committee membership: member of the Audit, Remuneration and Nomination Committees.

Louisa Burdett, 55

Chief Financial Officer

Appointment: January 2023

Nationality: British

Board skills and competencies: Louisa is an experienced Finance Director who has held senior financial positions in industrial, manufacturing, publishing and pharmaceutical companies. She brings financial, commercial, M&A and risk management experience to the Croda Board. Louisa was previously Chief Financial Officer of Meggitt plc and before that Chief Financial Officer of Victrex plc.

External appointments: Non-Executive Director and Chair of the Audit Committee of RS Group Plc.

Committee membership: Chair of the Group Risk Committee, member of the Executive Committee and Investment and Performance Committee.

Jacqui Ferguson, 53

Non-Executive Director (Senior Independent Director)

Appointment: September 2018

Nationality: British

Board skills and competencies: Jacqui is an experienced CEO from the technology industry with general management and M&A experience in international and emerging markets. She has first-hand insight of transformational/disruptive digital, cyber security, technology and business process solutions. Jacqui spent three years in Silicon Valley as Chief of Staff at Hewlett Packard, focused on a new company strategy and turnaround.

External appointments: Chair of Tesco Bank and Non-Executive Director of John Wood Group Plc, National Grid plc and Softcat plc; a member of the Scottish First Ministers Advisory Board for Women and Girls and a Trustee of Engineering UK.

Committee membership: Chair of the Remuneration Committee and member of the Audit, Board Sustainability Oversight and Nomination Committees.

Directors' biographies continued

Chris Good, 64

Non-Executive Director

Appointment: April 2023

Nationality: British

Board skills and competencies: Chris has spent his career in the consumer care industry. He recently retired following more than 20 years at Estee Lauder Companies, a global leader in prestige beauty. Prior to joining Estee Lauder Companies, Chris spent over 10 years at Unilever in senior marketing, executive and general management roles across Europe, North America and Asia.

Chris' deep understanding of the consumer care industry and in particular his insights into beauty care markets and consumers will be of great value to Croda and the Board. As well as having significant P&L experience, Chris also brings a truly international perspective to the Board, having lived and worked in the USA, Switzerland, Japan, Singapore, Russia and the UK.

His appointment strengthens the consumer care knowledge and experience we have around the Board table, which will support our continued transition to a pure play Consumer Care and Life Sciences business.

External appointments: None.

Committee membership: Chair of the Board Sustainability Oversight Committee, member of the Audit, Remuneration and Nomination Committees.

Julie Kim, 53

Non-Executive Director

Appointment: September 2021

Nationality: US

Board skills and competencies: Julie brings nearly 30 years of experience in the health care industry, with more than 15 years in international leadership positions. She is currently President, US Business Unit and US Country Head at Takeda Pharmaceutical, a global, values-based, R&D-driven biopharmaceutical leader headquartered in Japan. Her geographic experience in both global and regional roles means that she brings valuable strategic and operational insight to Board discussions. Previous executive positions include roles as Head of International Market Access and Global Franchise Head of multiple therapeutic areas at Shire, Baxalta and Baxter.

External appointments: President US Business Unit and US Country Head at Takeda Pharmaceutical. Julie also sits on the industry board for the Plasma Protein Therapeutics Association.

Committee membership: member of the Audit, Remuneration and Nomination Committees.

Keith Layden, 64

Non-Executive Director

Appointment: February 2012 and Non-Executive Director since May 2017

Nationality: British

Board skills and competencies: Keith brings to the Croda Board 34 years' experience of working at Croda in a variety of positions, most recently leading the Global Research, Development and Innovation function and as President of the Global Life Sciences business before his retirement from the business in 2017. He also has an interest and background in organisational culture and innovation, which are key considerations in the decision making of the Board. In his external roles he widens his network of emerging technology companies and research institutes to spot new talent that will aid Croda's future success.

External appointments: Honorary Professor of Chemistry and Industry at the University of Nottingham; member of Council at the University of Sheffield, and a Fellow of the Royal Society of Chemistry.

Committee membership: member of the Nomination and Board Sustainability Oversight Committees.

Nawal Ouzren, 45

Non-Executive Director

Appointment: February 2022

Nationality: French

Board skills and competencies: Nawal has 20 years of expertise across a wide range of international business roles, including clinical development, operational and strategic management roles within the pharmaceutical industry. Nawal brings with her first-hand experience in biologics and novel gene therapies. Her pharma experience and market insight provides a real advantage in driving the implementation of Croda's Pharma strategy.

External appointments: CEO at Sensorion, a Euronext listed biopharmaceutical company headquartered in France.

Committee membership: member of the Audit, Remuneration, Nomination and Board Sustainability Oversight Committees.

John Ramsay, 66

Non-Executive Director

Appointment: January 2020

Nationality: British

Board skills and competencies: John has over 30 years' broad-based international finance background with Life Science businesses such as ICI, AstraZeneca and Syngenta. A large part of this experience was gained while working in Latin American and Asia countries. John brings extensive knowledge of business strategy to the Croda Board as well as a keen interest in building on Croda's strong culture to deliver superior business performance.

External appointments: Non-Executive Director of DSM-Firmenich AG, RHI Magnesita N.V. and Babcock International Group PLC. He is also Audit Committee Chair at each of these companies.

Committee membership: Chair of the Audit Committee, member of the Nomination and Remuneration Committees.

Notes

1. Entitlement to vote

To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 22 April 2024 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting. Shareholders are encouraged to appoint the Chair of the AGM as their proxy to ensure their votes are counted.

2. Appointment of proxies

- i. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
- ii. A proxy need not be a shareholder of the Company.
- iii. You will not have received a hard copy proxy form for the 2024 AGM in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate or dividend notification. Proxy votes should be submitted as early as possible and in any event, no later than 12 noon on Monday 22 April 2024.

You may request a hard copy proxy form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. To be valid, any hard copy proxy form must be received by post or (during normal business hours only) by hand at the Company's registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 12 noon on Monday 22 April 2024.

- iv. If you hold shares in CREST you can vote by using the CREST electronic proxy appointment service. Further details on how to do this are set out in paragraph 3 below.
- v. If you are an institutional investor you can vote via the Proximity platform. Further details on how to do this are set out in paragraph 4 overleaf.
- vi. The submission of a proxy vote (online, through CREST or via Proximity) or the return of a hard copy proxy form will not prevent you attending the AGM and voting in person should you wish. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting. In accordance with section 149 of the Act, the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Act (a 'Nominated Person'). Any Nominated Person to whom this Notice is sent may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

- vii. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

3. Electronic proxy voting through CREST

- i. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- ii. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 12 noon on 22 April 2024 (or no later than two business days before the time appointed for any adjourned meeting).

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- iii. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- iv. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Notes continued

4. Electronic proxy voting via Proximity

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12 noon on Monday 22 April 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

5. Voting rights

As at 4 March 2024 (being the last practicable date before the publication of this Notice) the Company's issued ordinary share capital consisted of 142,536,884 ordinary shares, carrying one vote each. Croda International Plc holds 2,901,442 ordinary shares in treasury and so the total number of voting rights in the Company at that date was 139,635,442.

6. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if two or more representatives purport to vote in respect of the same shares, they do not do so in relation to the same shares:

- i. if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- ii. in other cases, the power is treated as not exercised.

Any person appointed as a corporate representative should bring a certified copy of the authority under which they have been appointed to the meeting.

7. Website publication of audit concerns

Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

8. Questions

The Company must cause to be answered any question put by a shareholder attending the Meeting relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

9. Website

A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at www.croda.com/agm.

10. Inspection of documents

The following documents are available for inspection at the registered office of the Company during normal business hours on any business day, and will also be available for inspection during the AGM and for 15 minutes beforehand:

- i. Copies of the service contracts of the executive directors; and
- ii. Copies of the letters of appointment of the non-executive directors.

A copy of the draft form of the rules of the Croda International Plc Performance Share Plan, as they are proposed to be amended, will be available for inspection at the location of the Meeting from at least 15 minutes before the start of the Meeting until it ends and on the National Storage Mechanism at <http://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date that this Notice is sent to shareholders.

11. Addresses

You may not use any electronic address provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

12. Shareholders' statement and AGM business

Under section 338 and section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive this Notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory, or (c) it is frivolous or vexatious.

Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 12 March 2024 (being the date six clear weeks before the AGM) or if later, by the time at which the Notice is given, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

AGM information

Attending the Meeting

You may find it useful to bring this Notice and the 2023 Annual Report and Accounts in order that you may refer to them in the Meeting. All joint shareholders may attend and speak at the AGM. However, it is only the most senior shareholder by reference to the Register of Members and in attendance who is entitled to vote.

Confirmation of name and address should be sufficient to facilitate entry to the meeting. However, ID verification may be required in the form of a driving licence/passport.

To assist with arrangements you may email the Company at agm@croda.com if you propose to attend the Meeting.

Not attending the Meeting

Whoever you appoint as a proxy (whether you appoint them using the CREST service, via Proxymity, online or via a hard copy proxy form) can attend, speak, vote or abstain from voting, as he or she decides on any other business which may validly come before the AGM.

Details of how to appoint a proxy are given in the Notes to this Notice.

Enquiries

Link Group maintain the Company's share register. If you have any enquiries about the Meeting or about your Croda International Plc shareholding, you may contact Link.

Email enquiries:

shareholderenquiries@linkgroup.co.uk

In writing to:

Link Group
Central Square
29 Wellington Street
Leeds
LS1 4DL

or by telephone to the shareholder helpline:
(from the UK) 0371 664 0300
(from outside the UK) + 44 (0) 371 664 0300

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate; lines are open 9.00am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

You may also contact Croda International Plc at the following corporate address:

Cowick Hall
Snaith
Goole
East Yorkshire
DN14 9AA

Email:

agm@croda.com

Form of Proxy

Croda is committed to reducing paper and improving efficiency wherever possible in its communications with shareholders.

Once again this year we are no longer sending paper proxy cards to shareholders unless specifically asked to do so. Advice on how to request a paper proxy is set out in Note 2(iii) in the Notes to this Notice.

Data Protection Statement

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data are to be processed.

The Company and any third party to which it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Venue location

Pavilions of Harrogate

The Pavilions of Harrogate is accessible by plane, rail, bus or car. Leeds Bradford International Airport is just over 10 miles away and Harrogate train station is less than two miles from the venue.

By car

Satellite navigation post code HG2 8QZ. The Pavilions of Harrogate is just over five miles from junction 47 of the A1(M).

Parking at the Pavilions of Harrogate

There is free on-site car parking for over 500 cars.

