

# Notice of Annual General Meeting

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## **Wednesday 25 April 2018 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. A personalised Form of Proxy for use by holders of ordinary shares in the Company has been despatched with this Notice.

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 25 April 2018. 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 1 and 2 of this document. Explanatory notes on each Resolution to be considered at the AGM appear on pages 3 and 4 of this document.

## **Final dividend**

Shareholders are being asked to approve a final dividend of 46.0 pence per ordinary share for the financial year ended 31 December 2017. If shareholders approve the recommended final dividend, this will be paid on 31 May 2018 to all ordinary shareholders who are on the Register of Members on 20 April 2018.

## **The Board of Directors**

I would like to take this opportunity to make special mention of Resolutions 4 to 10 which relate to the re-election of directors. In accordance with the UK Corporate Governance Code, all directors will be standing for re-election this year, with the exception of Nigel Turner who will retire at this year's AGM. 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 set out on pages 36 and 37 of the Company's Annual Report and Accounts or at [www.croda.com](http://www.croda.com). Each of the directors being proposed for 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 performance evaluation are set out in the Corporate Governance report on page 41 of the Annual Report and Accounts.

## **Actions to be taken by shareholders**

As in previous years, voting on all Resolutions at the AGM will be conducted by way of a poll rather than a show of hands. Your Board believes that this is more transparent and equitable as the voting intentions of all members are taken into account; not just those who are able to attend the meeting. Voting by way of a poll will give as many shareholders as possible the opportunity to have their votes counted, whether tendered by proxy in advance of, or in person at, the AGM. The results of the poll will be announced via a Regulatory News Service and made available at [www.croda.com](http://www.croda.com) as soon as practicable after the AGM.

Although we like as many shareholders as possible to attend our AGM, I do appreciate that this is not always possible. However, even if you are not able to come to the AGM in person your vote is still important. I would therefore encourage you, regardless of the number of shares you own, to complete, sign and return the accompanying Form of Proxy to our Registrars as soon as possible but, in any event, no later than 12 noon on 23 April 2018. Alternatively, you may also register your proxy appointment(s) and voting instructions electronically. Please refer to pages 5 and 6 of the Notice for further details of how to appoint a proxy or proxies, the deadlines for submission and also how to vote electronically. Registration of a proxy appointment will not prevent you from attending and voting at the Meeting if you so wish. CREST members may also choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice.

## **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.

## **Questions and answers**

The AGM provides an opportunity for you to ask questions about the business set out in this Notice and to raise other matters about the business of the Company. I will endeavour to ensure that discussions are kept relevant and that as many shareholders as possible have the opportunity to speak. I do hope that you will be able to attend the Meeting and I look forward to seeing you.

Yours sincerely



**Anita Frew**  
Chairman

# Notice of Annual General Meeting

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

**Notice is hereby given that the ninety-third 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 25 April 2018 at 12 noon.**

You will be asked to consider and, if thought fit, to pass the Resolutions set out below (the 'Resolutions'), of which Resolutions numbered 1 to 14 (inclusive) will be proposed as Ordinary Resolutions and Resolutions numbered 15 to 18 (inclusive) will be proposed as Special Resolutions.

As a member of the Company, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Meeting.

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 2017.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2017, in accordance with section 439 of the Companies Act 2006 (the "Act").
3. To declare a final dividend of 46.0 pence per ordinary share.
4. To re-elect A M Ferguson as a director.
5. To re-elect S E Foots as a director.
6. To re-elect A M Frew as a director.
7. To re-elect H L Ganczakowski as a director.
8. To re-elect K Layden as a director.
9. To re-elect J K Maiden as a director.
10. To re-elect S G Williams as a director.
11. To 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.
12. To authorise the Company's Audit Committee to determine the remuneration of the auditors on behalf of the directors.

## Political donations

13. 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

14. 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 £4,490,818 and
- (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £8,981,636 (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 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 25 July 2019 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.

## Disapplication of pre-emption rights

15. That subject to the passing of Resolution 14 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 14 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 25 July 2019), 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 14, 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; and

# Notice of Annual General Meeting

(continued)

- (iii) in the case of the authority granted under paragraph (i) of Resolution 14 shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (ii) up to an aggregate nominal value of £680,427.

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 14” in this Notice were omitted.

16. Subject to the passing of Resolution 14 in this Notice and in addition to any power given to it pursuant to Resolution 15 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 14 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 25 July 2019), 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 14 shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £680,427 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 Pre-emption 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 14” in this Notice were omitted.

## Company’s authority to purchase its own shares

17. 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 13,139,279 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 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) 25 October 2019; 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

18. 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.

## By Order of the Board

**Tom Brophy**  
Group General Counsel  
and Company Secretary  
19 March 2018

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 2017. These are contained within the Annual Report and Accounts and include the strategic report.

## 2. Resolutions 2 – Directors' Remuneration Report

The Directors' Remuneration Report, which may be found on pages 61 to 77 of the Annual Report and Accounts, gives details of the directors' remuneration for the year ended 31 December 2017. The Company's auditors for the year ended 31 December 2017, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on page 82 of the Annual Report and Accounts. The Directors' Remuneration Policy (which is summarised on pages 76 and 77 of the Annual Report and Accounts) was approved at the 2017 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 Resolution 2 is not passed.

## 3. Resolution 3 – Declaration of dividends

The directors are recommending that the ordinary shareholders declare a final dividend of 46.0 pence per ordinary share in respect of the year ended 31 December 2017. 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 31 May 2018 to ordinary shareholders who are on the Register of Members at close of business on 20 April 2018.

## 4. Resolutions 4 to 10 – Re-election of directors

These Resolutions concern the re-appointment of directors. All directors are standing for re-election at this AGM in accordance with the UK Corporate Governance Code, with the exception of Nigel Turner who is retiring at this year's AGM having served nine years on the Board. Biographical details of the directors appear on pages 36 and 37 of the Annual Report. 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 re-elect them.

## 5. Resolutions 11 and 12 – Appointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders. Resolution 11 proposes the appointment of KPMG LLP as the Company's auditors until the conclusion of the next AGM. In 2017 the Company's Audit Committee oversaw a formal, competitive tender process for the external audit appointment. In line with statutory requirements, as PricewaterhouseCoopers LLP (PwC) had been the Company's auditor for more than 20 years, it was not invited to tender for this appointment. Following the conclusion of the tender process, the directors announced in October 2017 that they had approved the proposed appointment of KPMG LLP, to succeed PwC as the Company's external auditor for the financial year commencing 1 January 2018. Full details of the tender process are provided in the Audit Committee report set out on pages 51 to 57 of the Annual Report and Accounts. As outgoing auditors, PwC have provided the Company with a statement of reasons, as required by company law, which is set out in the Appendix to this Notice.

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 12 proposes to give such authority to the Company's Audit Committee on behalf of the directors.

## 6. Resolution 13 – 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 13 (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 2017, no donations were made by the Company or any of its subsidiaries for political purposes.

## 7. Resolution 14 – 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 an aggregate nominal amount of £4,490,818 (representing 43,359,622 ordinary shares of 10.357143 pence each and being approximately 33% of the current issued share capital, excluding shares held in treasury, as at 1 March 2018 (the latest practicable date prior to publication of this Notice) and up to an additional amount not exceeding £4,490,818 in the case of allotments in connection with a rights issue. As at 1 March 2018, this additional authority represents approximately 33% of the issued ordinary share capital, excluding shares held in treasury, which brings the aggregate authority for allotments in connection with a rights issue to approximately 66% of the issued ordinary share capital, excluding shares held in treasury. As at 1 March 2018, the Company held 3,731,314 ordinary shares in treasury,

# Explanatory notes

(continued)

representing 2.84% of the issued ordinary share capital of the Company, excluding shares held in treasury. The directors have no present intention to exercise either of the authorities sought under this Resolution. 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) 25 July 2019.

## 8. Resolution 15 and 16 – 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 15 and Resolution 16 ask shareholders to grant this limited waiver. The Resolutions will be proposed as Special Resolutions.

Resolution 15 contains a two-part waiver. The first is limited to the allotment of shares for cash up to an aggregate nominal value of £680,427 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the issued ordinary share capital, excluding shares held in treasury, as at 1 March 2018 (the latest practicable date before the publication of this Notice). The second is limited to the allotment of shares for cash in connection with a rights issue 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 waiver granted by Resolution 16 is in addition to the waiver granted by Resolution 15. It is limited to the allotment of shares for cash up to an aggregate nominal value of

£680,427 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents a further 5% (approximately) of the issued ordinary share capital, excluding shares held in treasury, as at 1 March 2018 (the latest practicable date before the publication of this Notice). This further 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 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 Pre-emption Group's March 2015 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 25 July 2019).

## 9. Resolution 17 – Company's authority to purchase its own shares

Resolution 17 is a Special Resolution seeking to renew the authority granted at the 2017 AGM to purchase by way of market purchases up to 10% of the Company's issued ordinary shares (excluding treasury shares). 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 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 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 10.357143 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) 25 October 2019.

As at 1 March 2018, 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 1,225,344 ordinary shares. This represents approximately 0.93% of the Company's issued ordinary share capital (excluding treasury shares) on that date and would represent 1.04% 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.

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.

## 10. Resolution 18 – Notice period for shareholders' meetings

The Act requires that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period which is subject to a minimum of 14 days. In order to be able to call a 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.

## 1. Entitlement to attend and vote

To be entitled to speak, attend and 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 23 April 2018 (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 attend, speak and vote at the Meeting.

## 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. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact our registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. Alternatively you may choose to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the 'Proxy Voting' link. 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 tax voucher.
- (ii) To be valid any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or online at [www.signalshares.com](http://www.signalshares.com) or, in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case by no later than 12 noon on 23 April 2018.
- (iii) The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 3 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

- (iv) 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.
- (v) The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 2 (i) and 2 (ii) 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 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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 23 April 2018. 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 providers should note that Euroclear UK & Ireland 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, 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 system providers 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.

## 4. Voting rights

As at 1 March 2018 (being the last practicable date before the publication of this Notice) the Company's issued ordinary share capital consisted of 135,124,108 ordinary shares, carrying one vote each. Croda International Plc holds 3,731,314 ordinary shares in treasury and so the total number of voting rights in the Company at that date was 131,392,794.

## 5. 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 they do not do so in relation to the same shares.

## 6. 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

# Notes

(continued)

(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.

## 7. Questions

Any member attending the Meeting or any proxy or corporate representative attending the Meeting on behalf of a member has the right to ask questions. The Company must cause to be answered any such question 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. The Chairman may also nominate a Company representative to answer a specific question after the AGM.

## 8. 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](http://www.croda.com/AGM).

## 9. 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:

- Copies of the service contracts of the executive directors; and
- Letters of appointment of the non-executive directors.

## 10. Addresses

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

## 11. 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 13 March 2018, being the date six clear weeks before the AGM, 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.

# Appendix – Auditors' Statement of Reasons



The Directors  
Croda International Plc  
Cowick Hall  
Snaith  
East Yorkshire  
DN14 9AA

8 March 2018

Dear Sirs,

**Statement of Reasons connected with ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number CO01004062, ceasing to hold office as auditors of Croda International Plc, registered no: 00206132 (the "Company") effective from 25 April 2018.

The reason we are ceasing to hold office is that the Company undertook a competitive tender process for the position of statutory auditor and we mutually agreed with the Audit Committee not to participate due to the time of our tenure.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors.

Yours faithfully,

A handwritten signature in blue ink that reads 'PricewaterhouseCoopers LLP'.

PricewaterhouseCoopers LLP

*PricewaterhouseCoopers LLP, Central Square, 29 Wellington Street, Leeds, LS1 4DL  
T: +44 (0) 1132 894 000, F: +44 (0) 1132 894 460, www.pwc.co.uk*

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

# AGM information

## Attending the Meeting

If you are attending the AGM please bring your attendance card and poll card with you. This will authenticate your right to attend, speak and vote at the AGM and also expedite your admission. You may find it useful to bring this Notice and the 2017 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.

## Not attending the Meeting

Whoever you appoint as a proxy can attend, speak, vote or abstain from voting, as he or she decides on any other business which may validly come before the AGM. This includes proxies appointed using the CREST service. Details of how to complete the appointment of a proxy either electronically or on paper are given in the notes to this Notice and in the accompanying Form of Proxy.

## Enquiries

Link Asset Services 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:

### by telephone to the shareholder helpline:

(from the UK) 0871 664 0300

(from outside the UK) + 44 (0)371 664 0300

Calls cost 12p per minute plus your phone company's access charge. 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.

### or in writing to:

Link Asset Services  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU

### Email enquiries:

[enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)

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

Cowick Hall  
Snaith  
Goole  
East Yorkshire  
DN14 9AA

## Form of Proxy

Croda is committed to reducing paper and improving efficiency wherever possible in its communications with shareholders. From 2019 we will no longer send paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.

## 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.

### Shuttle bus

Complimentary minibuses will be available from 10.45am until 11.40am from Harrogate train station (**not** Starbeck or Hornbeam Park) to take you to the Pavilions of Harrogate – look out for the Croda representative who will direct you to the correct bus. After the AGM the minibuses will be available to take you back to Harrogate train station.

