

Notice of Annual General Meeting

Friday 21 May 2021 at 12 noon

to be held at Cowick Hall, Snaith, Goole, East Yorkshire, DN14 9AA

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 2021 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 Wednesday 19 May 2021**. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing enquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If you hold shares in CREST you can use the CREST electronic proxy appointment service. Further details on how to do this are set out in the Notes to this Notice.

As **shareholders are strongly encouraged not to attend the Annual General Meeting this year**, to ensure their votes are counted, shareholders are strongly advised to appoint the Chair of the Annual General Meeting as their proxy.

CRODA

23 March 2021

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 Friday 21 May 2021. The AGM will be at Cowick Hall, Snaith, Goole, East Yorkshire, DN14 9AA 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 4 to 6 of this document. Explanatory notes on each Resolution to be considered at the AGM appear on pages 7 to 9 of this document.

Final dividend

Shareholders are being asked to approve a final dividend of 51.5 pence per ordinary share for the financial year ended 31 December 2020. If shareholders approve the recommended final dividend, this will be paid on 4 June 2021 to all ordinary shareholders who are on the Register of Members at close of business on 7 May 2021.

The Board of Directors

I would like to take this opportunity to make special mention of Resolutions 4 to 11, which relate to the 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 set out on pages 54 and 55 of the Company's Annual Report and Accounts or at 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 64 of the Annual Report and Accounts.

Arrangements for the AGM

As at the date of this letter, legislation and government guidance relating to COVID-19 prohibits public gatherings and restricts non-essential travel. Given the constantly evolving nature of the situation, there can be no guarantee that the current restrictions will not still be in force on the date of the Meeting. The health and safety of our shareholders and colleagues is also our priority in making the arrangements for the AGM. As a result, and given the current restrictions, **shareholders are strongly advised not to attend the AGM**. We are proposing to hold the AGM with the minimum attendance required to form a quorum, which will be satisfied by the attendance of a minimum number of director shareholders and/or employee shareholders.

The Board is monitoring closely the evolving COVID-19 situation and public health concerns and will continue to have regard to developments over the coming weeks ahead of the AGM. To the extent that they become necessary, any changes to the arrangements for the AGM will be notified as early as is possible before the date of the Meeting. Shareholders should monitor the Investor Relations Section of the Croda website (at www.croda.com/agm) and its Regulatory News Service announcements for any updates in relation to the AGM.

Although we do not expect to have the opportunity to meet with you in person at our AGM this year, we are very keen to engage with all shareholders and will therefore be holding an online pre-AGM shareholder event on Thursday 13 May 2021. More details of this event, and other ways in which shareholders can engage with the Company, are set out on page 3 of this document.

Voting procedures

For the reasons set out above, shareholders are strongly encouraged not to attend the AGM in person, and **we therefore strongly advise you to appoint 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 19 May 2021 online at www.signalshares.com or, if you hold shares in CREST, via the CREST electronic proxy appointment service in accordance with the procedures set out in the Notes to the Notice. Please refer to pages 10 and 11 of the Notice for further details of how to do this.

In accordance with current recommended best practice, 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.

Pre-AGM Shareholder Event

The Board recognises the opportunity that the AGM provides for shareholders to ask questions that they have relating to the Company. Ahead of the AGM, at 2.30pm on Thursday 13 May 2021, we will live stream a presentation and hold a Q&A session with members of our Board to provide shareholders with an opportunity to hear from our Board members and ask questions relating to the business of the AGM (the 'Pre-AGM Shareholder Event'). Further details on how to access the webcast and how to submit questions are included on page 12 of this Notice. We strongly encourage you to submit any questions in advance of the webcast by 4pm on Wednesday 12 May 2021 via email to agm@croda.com, although you will be able to submit questions via the platform during the webcast itself. Questions that are submitted by shareholders ahead of the webcast will be prioritised. Questions may also be submitted in writing via the platform during the webcast and answered as time allows. We will endeavour to respond to questions not covered on the webcast via our website on Monday 17 May 2021. Questions may be summarised or thematically grouped and responded to.

The webcast will not constitute part of the AGM and shareholders watching the presentation and Q&A session will not be counted towards the quorum of the AGM taking place on 21 May 2021. For those unable to join the webcast, a transcript of the Q&A session will be posted to our website on Monday 17 May 2021.

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



Anita Frew
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.

Holders of 6.6 per cent. cumulative preference shares and of 5.9 per cent. cumulative preference shares are entitled to vote but only on Resolution 20 (being a proposed amendment to the Company's articles of association).

Holders of 7½ per cent. cumulative preference shares are not entitled to vote on the Resolutions.

Notice is hereby given that the ninety-sixth Annual General Meeting (the 'AGM' or the 'Meeting') of Croda International Plc (the 'Company') will be held at Cowick Hall, Snaith, Goole, East Yorkshire, DN14 9AA on Friday 21 May 2021 at 12 noon to consider and, if thought fit, to pass the Resolutions set out below (the 'Resolutions').

Resolutions numbered 1 to 15 (inclusive) will be proposed as Ordinary Resolutions and Resolutions numbered 16 to 20 (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 2020.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2020, in accordance with section 439 of the Companies Act 2006 (the 'Act').
3. To declare a final dividend of 51.5 pence per ordinary share.
4. To re-elect R Cirillo as a director.
5. To re-elect J P C Ferguson as a director.
6. To re-elect S E Foots as a director.
7. To re-elect A M Frew as a director.
8. To re-elect H L Ganczakowski as a director.
9. To re-elect K Layden as a director.
10. To re-elect J K Maiden as a director.
11. To re-elect J Ramsay as a director.

12. 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.
13. To authorise the Company's Audit Committee to determine the remuneration of the auditors on behalf of the directors.

Political donations

14. 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

15. 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 £4,884,855; and
 - ii. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £9,769,710 (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. 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 permitted by the rights of those securities, 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 21 August 2022 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

16. That subject to the passing of Resolution 15 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 15 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 21 August 2022), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired;
- ii. shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 15, 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

- iii. in the case of the authority granted under paragraph (i) of Resolution 15 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 £740,130.

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 15 in this Notice” were omitted.

17. Subject to the passing of Resolution 15 in this Notice and in addition to any power given pursuant to Resolution 16 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 15 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 21 August 2022), 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 15 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 16 up to an aggregate nominal amount of £740,130 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 15 in this Notice” were omitted.

Notice of Annual General Meeting (continued)

Company's authority to purchase its own shares

18. 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 13,951,868 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) 21 November 2022; 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

19. 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.

Approval and adoption of new articles of association

20. That, with effect from the conclusion of this AGM, the articles of association of the Company produced to the AGM, and initialled by the Chair for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

By Order of the Board

Tom Brophy

Group General Counsel
and Company Secretary
23 March 2021

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 2020. 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 76 to 99 of the Annual Report and Accounts, gives details of the directors' remuneration for the year ended 31 December 2020. KPMG LLP have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found on pages 106 to 115 of the Annual Report and Accounts. The Directors' Remuneration Policy (which is summarised on pages 100 and 101 of the Annual Report and Accounts) was approved at the 2020 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 dividend

The directors are recommending that the ordinary shareholders declare a final dividend of 51.5 pence per ordinary share in respect of the year ended 31 December 2020. 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 4 June 2021 to ordinary shareholders who are on the Register of Members at close of business on 7 May 2021.

4. Resolutions 4 to 11 – 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. Biographical details of the directors appear on pages 54 and 55 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 the directors.

5. Resolutions 12 and 13 – Appointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders. Resolution 12 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 13 proposes to give such authority to the Company's Audit Committee on behalf of the directors.

6. Resolution 14 – 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 14 (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 2020, no donations were made by the Company or any of its subsidiaries for political purposes.

7. Resolution 15 – 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 £4,884,855 representing approximately 33% of the issued share capital, excluding shares held in treasury, as at 10 March 2021 (the latest practicable date prior to publication of this Notice); and
- ii. up to an additional nominal amount not exceeding £4,884,855 in the case of allotments in connection with a rights issue. As at 10 March 2021, 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 rights issue to approximately 66% of the issued ordinary share capital as at 10 March 2021, excluding shares held in treasury.

As at 10 March 2021, the Company held 3,018,203 ordinary shares in treasury, representing 2.16% 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) 21 August 2022

8. Resolution 16 and 17 – 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 16 and Resolution 17 ask shareholders to grant this limited waiver. The Resolutions will be proposed as Special Resolutions.

Resolution 16 contains a two-part waiver. One part is limited to the allotment of shares for cash up to an aggregate nominal value of £740,130 (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 10 March 2021 (the latest practicable date before the publication of this Notice).

The other part is limited to the allotment of shares for cash in connection with a pre-emptive rights issue so as 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 17 is in addition to the waiver granted by Resolution 16(ii). It is limited to the allotment of shares for cash up to an aggregate nominal value of £740,130 (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 10 March 2021 (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 Statement of Principles.

The directors do not intend, in any three year rolling period, to issue more than 7.5% of the issued ordinary share capital for cash on a non-pre-emptive basis, in accordance with the Pre-emption Group’s 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 21 August 2021).

9. Resolution 18 – Company’s authority to purchase its own shares

Resolution 18 is a Special Resolution seeking to renew the authority granted at the 2020 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 13,951,868 ordinary shares (being approximately 10 per cent. of the number of ordinary shares in issue of the Company (excluding treasury shares) as at 10 March 2021, 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) 21 November 2022.

As at 10 March 2021 (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 723,973 ordinary shares. This represents approximately 0.52% 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 0.58% 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.

10. Resolution 19 – 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. 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.

11. Resolution 20 – Approval and adoption of new articles of association

It is proposed in Resolution 20 that the Company adopt amended articles of association (the ‘New Articles’) to update the Company’s current articles of association (the ‘Existing Articles’), which were last amended in 2013. The proposed updates reflect developments in market practice and legal and regulatory requirements, provide additional flexibility and clarify certain aspects of the operation of the Existing Articles where necessary or appropriate.

The principal changes as compared to the Company’s Existing Articles are summarised in the Appendix to this Notice. Other changes, which are of a minor, technical, procedural or clarificatory nature, have not been summarised in the Appendix. Subject to the passing of Resolution 20, the New Articles will take effect from the conclusion of the AGM.

Due to the extent of the changes the Company is proposing the adoption of the New Articles rather than amendments to the Existing Articles.

A copy of the New Articles and a copy of the Existing Articles marked up to show all proposed changes will be available for inspection at www.croda.com/agm, and, as noted on page 11, at the registered office of the Company during normal business hours on any business day from the date of this Notice until the conclusion of the AGM and at the AGM venue for at least 15 minutes prior to and during the AGM.

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 19 May 2021 (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 strongly encouraged not to attend the AGM this year.**

The company will, however, ensure that the legal requirements to hold the AGM are met by the minimum attendance required to form a quorum. Shareholders are therefore strongly advised 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. A proxy need not be a shareholder of the Company. **As shareholders, corporate representatives and proxies (other than the Chair of the AGM) are strongly encouraged not to attend the AGM this year, to ensure their votes are counted, shareholders are strongly advised to appoint the Chair of the AGM as their proxy. Shareholders are advised not to appoint any other person as their proxy.** The health and safety of our shareholders and colleagues is our priority and, in light of the legislation and guidance relating to COVID-19 at the date of this Notice, we are proposing to hold the AGM with the minimum attendance required to form a quorum, which will be satisfied by the attendance of a minimum number of director shareholders and/or employee shareholders.

All valid proxy votes will be included in the poll to be taken at the AGM.

- ii. You will not have received a hard copy proxy form for the 2021 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 Wednesday 19 May 2021. You may request a hard copy proxy form directly from the Registrars, Link Group by emailing enquiries@linkgroup.co.uk or by post at Link Group, 10th Floor, 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, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 12 noon on Wednesday 19 May 2021.
- iii. 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.
- iv. The submission of a proxy vote (online or through CREST) or the return of a hard copy proxy form will not prevent you attending the AGM and voting in person should you wish, should this be permitted under applicable COVID-19 restrictions. 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 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 & Ireland 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 19 May 2021 (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 & 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(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.

4. Voting rights

As at 10 March 2021 (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 3,018,203 ordinary shares in treasury and so the total number of voting rights in the Company at that date was 139,518,681.

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, if there is more than one corporate representative, they do not do so in relation to the same shares. Any person appointed as a corporate representative should bring a certified copy of the authority under which they have been appointed to the meeting.

As shareholders, corporate representatives and proxies (other than the Chair of the AGM) are strongly encouraged not to attend the AGM this year, corporations should consider appointing the Chair of the meeting as a proxy to ensure their votes can be cast in accordance with their wishes. Any corporation which is a member is strongly encouraged not to appoint any other person as their proxy to attend the Meeting. The health and safety of our shareholders and colleagues is our priority and, in light of the legislation and guidance relating to COVID-19 at the date of this Notice, we are proposing to hold the AGM with the minimum attendance required to form a quorum, which will be satisfied by the attendance of a minimum number of director shareholders and/or employee shareholders.

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 (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

The Company must cause to be answered any question put by a shareholder at 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. **Given that shareholders are strongly advised not to attend the AGM this year, please see paragraph 12 below for further details on the procedure to follow if you wish to submit a question.**

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.

9. Inspection of documents

The following documents are available for inspection at the registered office of the Company and at the offices of Freshfields Bruckhaus Deringer LLP, 100 Bishopsgate, London, EC2P 2SR during normal business hours on any business day until the close of the AGM:

- i. Copies of the service contracts of the executive directors;
- ii. Copies of the letters of appointment of the non-executive directors; and
- iii. A copy of the New Articles and a copy of the Existing Articles marked up to show all proposed changes under Resolution 20.

So that appropriate arrangements can be made for shareholders wanting to inspect documents, we request that shareholders contact the Company by e-mail at agm@croda.com in advance of any visit to ensure that access can be arranged. Any such access will be subject to health and safety requirements, and any limits on gathering and social distancing and any other measures imposed or recommended by the UK Government.

10. 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.

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 8 April 2021, 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.

12. Shareholder engagement

The Board recognises the opportunity that the AGM provides for shareholders to ask questions that they have relating to the Company. Ahead of the AGM, at 2.30pm on Thursday 13 May 2021, we will live stream a presentation and hold a Q&A session with members of our Board to provide shareholders with an opportunity to hear from our Board members and ask questions relating to the business of the AGM (the 'Pre-AGM Shareholder Event').

You will need to visit the Shareholder information section of our website at: www.croda.com/agm using your smartphone, tablet or computer and follow the link to the webcast. You will then be prompted to enter your unique 'Login Code' and 'PIN'. Your Login Code is your 11 digit Investor Code (IVC), including any leading zeros. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Access to the shareholder engagement meeting will be available from 30 mins before start of event, although you will not be able to submit questions until the meeting is declared open. You can however submit any questions in advance of the webcast before 4pm on 12 May 2021 via email to agm@croda.com and we strongly encourage you to do so. Your IVC can be found on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link, our Registrar, by calling +44 (0) 371 277 1020*.

If you wish to appoint a proxy and for them to attend the virtual meeting on your behalf, please contact Link Group on telephone number +44 (0) 371 277 1020*.

If your shares are held within a nominee and you wish to attend the webcast, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to Link Group, our registrar, no later than 72 hours before the start of the webcast in order that they can obtain for you from Link Group, your unique Login Code and PIN number to attend the shareholder engagement meeting. If you are in any doubt about your shareholding, please contact our registrar.

*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

We strongly encourage you to submit any questions in advance of the webcast via email to agm@croda.com, when doing so please ensure you include your Investor Code although you will be able to submit questions during the webcast itself. Questions that are submitted by shareholders ahead of the webcast will be prioritised. Questions may also be submitted in writing via the platform during the webcast and answered as time allows. We will endeavour to respond to questions not covered on the webcast via our website on Monday 17 May 2021. Questions may be summarised or thematically grouped and responded to.

The webcast will not constitute part of the AGM and shareholders watching the presentation and Q&A session will not be counted towards the quorum of the AGM taking place on 21 May 2021. For those unable to join the webcast, a transcript of the Q&A session will be posted to our website on Monday 17 May 2021.

Appendix

Summary of the principal proposed changes to the Existing Articles

It is proposed in Resolution 20 to adopt the New Articles. In adopting the New Articles, the opportunity has been taken to update the Existing Articles to reflect developments in market practice and legal and regulatory requirements, to provide additional flexibility and to clarify certain aspects of the operation of the Existing Articles where necessary or appropriate.

Set out below is a summary of the principal changes proposed to be made in the New Articles as compared to the Existing Articles. The New Articles also include some additional minor, technical, procedural or clarificatory amendments which have not been detailed below.

Hybrid meetings

To make it easier for Company shareholders (including those based overseas) to take part in future general meetings and to promote shareholder engagement, the New Articles contain amendments which facilitate the Company's ability to hold and conduct combined physical and electronic general meetings (a hybrid meeting).

Changes have been made throughout the New Articles to provide the flexibility to hold hybrid meetings, at which shareholders are able to attend and participate either in person or virtually by electronic means. Amendments have also been proposed to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the outbreak of COVID-19. The Board recognises the value and importance of shareholders being able to attend meetings in person and, accordingly, the proposed changes do not permit "virtual-only" meetings held exclusively on an electronic basis.

Payment of dividends

The proposed New Articles update the Existing Articles to provide additional flexibility for the Company to prescribe the manner in which dividends (or other moneys payable in respect of a share) may be paid. In addition to the methods of payment currently permitted, the New Articles would allow the Company to pay dividends by inter-bank transfer or electronic means to an account nominated by the shareholder in writing or in such other manner as the Board may decide.

Untraced shareholders

The proposed amendments in the New Articles update the provisions relating to untraced shareholders, in order to bring these into line with best practice, consistent with similar changes that have been implemented in recent years by other large listed companies.

In particular, the proposed changes include replacing the requirement for notices in national and local newspapers with an authorisation for the Company to use such efforts as the Board considers reasonable to trace the shareholder or person entitled, which may include, if considered appropriate, engaging a professional asset reunification company or other tracing agent. In addition, it is proposed that the Company be required to send notice to the last known address the Company has for such untraced shareholder advising of its intention to sell the shares.

Under the New Articles, where the Company exercises its right to sell shares belonging to an untraced shareholder, if no valid claim for the proceeds of the sale has been received by the Company within 12 months from the date on which the relevant untraced shares were sold, the proceeds will then be forfeited to the Company, and the Company can use these funds as the Board thinks fit. Likewise, any unclaimed dividend payable on a share that is sold pursuant to the above procedure, shall be forfeited and shall revert to the Company. Should the Company decide to operate these procedures, it is the Company's intention to use any funds raised in this way for such charitable purposes as the directors may decide and consistent with the Group's corporate social responsibility strategy.

Scrip dividends

The New Articles decrease the period for which shareholders can authorise directors, by ordinary resolution, to offer scrip dividends from five to three years. This amendment is in line with corporate governance best practice as stipulated by Investment Association guidelines. The Company does not currently intend to pay a scrip dividend.

Share capital

At the Company's Annual General Meeting in 2016, shareholders approved a share consolidation which was completed on 9 May 2016. As a result, shareholders held 28 new ordinary shares of 10.357143 pence each in exchange for every 29 ordinary shares of 10 pence each held immediately prior to the share consolidation, which were cancelled by the Company.

Following this, at the Company's Annual General Meeting in 2019, shareholders approved a further share consolidation which was completed on 29 April 2019. As a result, shareholders held 41 new ordinary shares of 10.609756 pence each in exchange for every 42 ordinary shares of 10.357143 pence each held immediately prior to the share consolidation, which were cancelled by the Company.

Appendix (continued)

In the New Articles, the reference to ordinary shares of 10 pence each has been updated to reflect the new nominal value of the ordinary shares following the share consolidations. The references to “Deferred Ordinary Shares” in the Existing Articles have also been deleted as these are now redundant.

On a vote on a resolution on a poll, the reference to nominal amount of share capital in the Existing Articles has also been replaced in the New Articles with a reference to shareholders being entitled to one vote for each ordinary share held and one vote for each preference share held conferring a right to vote on that resolution. These amendments take into account and accommodate any further changes to the nominal value of the Company’s shares in the future.

Directors

The UK Corporate Governance Code requires all directors of FTSE 350 companies to be subject to annual re-appointment by shareholders. The Company has in practice been compliant with this provision. The Board proposes that this requirement be enshrined in the New Articles so that all directors at the date of the notice of AGM retire from office and are subject to re-appointment.

It is proposed in the New Articles that where a director has been appointed after the notice of annual general meeting has been despatched, that director shall retire at the next annual general meeting of which notice is first given after his or her appointment as director.

Share transfers and share certificates

In order to cater for any future change in the law which may allow a transfer of certificated shares to be executed in electronic form, the Board proposes to clarify in the New Articles that the Board may permit instruments of transfers of certificated shares to be executed or authenticated in any manner acceptable to the Board and permitted by law.

Amendments proposed in the New Articles allow the Board, in the case of a certificated share, to decline to register a transfer of such share if: (a) the instrument of transfer is not duly stamped or duly certified or otherwise shown to the satisfaction of the Board to be exempt from stamp duty; and/or (b) where the instrument of transfer is executed or authenticated by some other person on the transferor’s behalf, it is not accompanied by such evidence as the Board may reasonably require to show the authority of that person so to do.

Appointment of proxies

The Board proposes adjustments to procedures surrounding the appointment of proxies by shareholders. The Existing Articles provide that evidence of a proxy appointment by a shareholder must be received by or on behalf of the Company not less than 48 hours before the general meeting to which it relates. Under the Companies Act 2006, the deadline for receipt of proxy appointments cannot be more than 48 hours before the relevant meeting but it can be less. The proposed wording of the New Articles will allow the Company to set a deadline that is less than 48 hours before the meeting (where it is practicable to do so) to provide additional flexibility for shareholders. The New Articles also clarify that a proxy appointment must be received:

- in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours (or such shorter time as the Board may determine) before the time of the poll; and
- in the case of a poll taken following the conclusion of a meeting but 48 hours or less after it was demanded, before the end of the meeting at which it was demanded (or at such later time as the Board may determine).

The New Articles provide greater flexibility for appointments of proxy to be executed or authenticated in such manner as may be approved by the Company from time to time.

Definition of “writing”

To modernise the Existing Articles, amendments in the New Articles clarify that references to “writing” and “written” include any method of representing or reproducing words in a legible and non-transitory form including, except where otherwise expressly stated or the context otherwise requires, by way of electronic communications.

Directors’ interests

It is proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. The Board has an established process for declaring and monitoring actual and potential conflicts.

Non-executive directors’ fees

Under the Existing Articles, the Company may pay fees to the non-executive directors of up to £750,000 in aggregate each year. This limit was set when the articles were last updated in 2013. While the Board currently has no plans for material increases to the base fees for non-executive directors, the Board considers it appropriate to seek shareholder approval to increase the annual limit to £1,000,000. This would provide flexibility and headroom for possible market increases in fees and the appointment of new non-executive directors. It would also ensure that the Company can execute any future succession plans and continue to attract skilled, diverse and experienced non-executive directors. Any increases in the fees that are paid to non-executive directors under this limit would be in line with the latest remuneration policy which is approved by shareholders.

Borrowing powers

The Company is proposing to provide additional borrowing headroom. The Existing Articles restrict the Board’s borrowing powers to the higher of £750 million and an amount equal to six times adjusted capital and reserves. The New Articles increase the numerical limit set from £750 million to £1,500 million. This will increase the Board’s powers to incur borrowings to the higher of £1,500 million and an amount equal to six times adjusted capital and reserves. The Board considers that the proposed increase reflects the Group’s current size and that it is commercially prudent and timely to refresh the borrowing limits since they were last amended and adopted at the 2007 AGM. The adoption of the higher limit will not materially change the Company’s borrowing policy and the Board believes the change to be in the best commercial interests of the Group and will keep the limit under review.

Communications

The New Articles contain additional provisions permitting the Board to issue, endorse or adopt terms and conditions relating to the use of electronic means for the sending of notices or documents by the Company to shareholders or by shareholders to the Company. Unless otherwise provided by the articles of association, a shareholder shall send a document or information pursuant to the articles to the Company in such form and by such means as the Company may in its absolute discretion determine provided that: (a) the determined form and means are permitted by the Companies Acts in respect of that type of document; and (b) unless the Board otherwise permits, any applicable condition or limitation specified in the Companies Acts, including without limitation as to the address to which the document or information may be sent, is satisfied.

The New Articles also include flexibility to allow the Board: (a) to send notices or documents in hard copy form alone to some or all shareholders; and (b) not to send notices or documents to certain shareholders in overseas jurisdictions where it considers this to be necessary to comply with, or to avoid practical issues relating to, the laws of certain jurisdictions.

General changes

As it is proposed to adopt the New Articles in order to effect the changes noted above, the opportunity has been taken to generally include clarificatory amendments in other parts of the New Articles to update them in line with common market practice. It is also proposed that all gender references be made gender neutral in the New Articles, to demonstrate the Company’s continued support for diversity. These changes appear throughout the New Articles. Other such minor, technical and clarifying changes have not been noted.

AGM information

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:

enquiries@linkgroup.co.uk

in writing to:

Link Group
10th Floor
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(ii) 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.