

Atotech Limited

Registered company no 127906

(the Company)

WHITE Form of Proxy

An extraordinary general meeting of the holders of the Atotech Shares (as defined in the scheme document of the Company dated September 28, 2021 (the **Scheme Document**)) to be convened for the purposes of considering and, if thought fit, approving (with or without modification) the resolutions set out in "*Part X Notice of General Meeting*" of the Scheme Document. Such extraordinary general meeting shall be held at the offices of Latham & Watkins (London) LLP, 99 Bishopsgate, London EC2M 3XF, United Kingdom on November 3, 2021 at 10.15 a.m. (Eastern Time) / 2.15 p.m. (London Time) (the **General Meeting**) at which place and time all Atotech Shareholders are requested to attend either in person, remotely via the Virtual Meeting Platform or by proxy.

Lumi [●]
control
number

I/We ^{1 2}

of

being a member/members of the Company and the holder/holders of

..... (number and class of shares)³

appoint as my/our proxy ⁴

the Chairperson of the General Meeting

or in his/her absence ⁵

.....
in respect of (number and class of
shares) of the Atotech Shares held by me/us in the capital of the Company

to attend, speak, and vote at the General Meeting, and any adjournment thereof as indicated below.

¹Please read the explanatory notes overleaf before completing this form.

²Full name(s) and address(es) of the holder (as appearing in the Company's register of members) to be typed or inserted in **BLOCK LETTERS**. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

³If multiple proxies are to be appointed, insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary duplicates of which can be obtained from the Company.

⁴ Atotech Shareholders are **strongly encouraged to appoint the Chairperson of the General Meeting as their proxy**. If an Atotech Shareholder wishes to appoint an individual other than the Chairperson to represent such Atotech Shareholder at the General Meeting, such Atotech Shareholder may do so by crossing out the Chairperson and inserting the name of that other individual in the blank space provided.

⁵If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the General Meeting.

If the Chairperson is appointed as proxy, the following is a statement of the Chairperson's voting intentions in relation to undirected proxies:

IN FAVOUR

Please indicate with a tick mark in the spaces opposite to each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may withhold their vote at his/her discretion.

Business

Special Resolution		For	Against	Vote withheld
1	<p>To give effect to the scheme of arrangement between the Company and the Scheme Shareholders:</p> <p>1 to authorize the directors of the Company to take all such action as they may consider necessary or appropriate; and</p> <p>2 to make certain amendments to the articles of association of the Company,</p> <p>in each case as more particularly set out in the notice of this General Meeting in "<i>Part X Notice of General Meeting</i>" of the Scheme Document to which this proxy relates.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[signature page follows immediately]

Dated: _____ 2021

Execution as an individual

.....
Signature of shareholder

.....
Signature of joint-shareholder, if any

Execution as a Company

Signed for and on behalf of [Company]

Signature

Print name

Capacity

Proxy instructions

*Before completing this **WHITE** Form of Proxy, please also read the sections entitled “Actions to be Taken” and the “Part X Notice of General Meeting” set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.*

What happens if you do not follow these instructions?

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

Eligible members

- 2 If you are a member entitled to attend and vote at this General Meeting of the Company, you may appoint a proxy or proxies (provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder) to vote on your behalf.
- 3 A proxy need not be a member of the Company.

Speaking

- 4 Note that while your proxy is entitled to attend and vote on your behalf, he/she is not entitled to speak at the General Meeting.

If you complete a Form of Proxy, can you still attend and vote at the General Meeting?

- 5 The completion and return of the Forms of Proxy by email will not prevent you from attending, speaking at, submitting written questions and voting at the General Meeting either in person or remotely via the Virtual Meeting Platform as described in the Scheme Document and in the guide prepared by Lumi explaining how Atotech Shareholders can access and participate in the General Meeting remotely via the Virtual Meeting Platform (the **Virtual Meeting Guide**), if you are entitled to and wish to do so.

Multiple proxies

- 6 If you are a member entitled to cast two or more votes at the General Meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the General Meeting may decide at his sole discretion which form to accept.

Joint shareholders

- 7 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

How to appoint a proxy

- 8 Atotech Shareholders should send their dated, completed and signed Forms of Proxy to **Atotech@ogier.com** no later than 10.15 a.m. (Eastern Time) / 2.15 p.m. (London Time) on November 1, 2021 for the General Meeting (or, if the General Meeting is adjourned, no later than 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned General Meeting). To be valid, completed Forms of Proxy must be dated, completed, signed and deposited with Ogier Global through one of the methods described in this Form of Proxy and the Scheme Document.
- 9 If your Atotech Shares are held in the name of a broker or other Intermediary, please complete and sign the materials provided to you in accordance with the instructions provided to you by such broker or other Intermediary
- 10 In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of such company or an attorney for such company. If the Form of Proxy or any other authority is signed by your attorney, the authority under which it was signed or a certified copy of the authority.
- 11 Voting will be on a poll. A space has been included in this form of proxy to allow Atotech Shareholders to specify the number of shares in respect of which that proxy is appointed. Atotech Shareholders who return this form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their Atotech Shares.

How to revoke your proxy

- 12 Atotech Shareholders can revoke their proxy by sending an email to **Atotech@ogier.com** by 5.00 p.m. (Eastern Time) / 9.00 p.m. (London Time) on November 2, 2021 (or, in the case of any adjournment, 5.00 p.m. (Eastern Time) on the last Business Day before the date fixed for the adjourned Meeting), stating that you want to revoke your proxy.

How to change your vote

- 13 Atotech Shareholders can also change their vote by sending in another properly completed and signed Form of Proxy with a later date, as long as it is received by 10.15 a.m. (Eastern Time) / 2.15 p.m. (London Time) on November 1, 2021 (in the case of the extraordinary general Meeting or if the General Meeting is adjourned, not later than 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned General Meeting).

Record date

- 14 Only those Atotech Shareholders registered in the register of members of the Company as at 5.00 p.m. (Eastern Time) / 10.00 p.m. (London Time) on the day which is 10 days before the General Meeting or, if the General Meeting is adjourned for more than 30 days, 5.00 p.m. (Eastern Time) on the day which is 10 days before the date of such adjourned General Meeting, shall be entitled to attend or vote at the General Meeting in respect of the number of Atotech Shares registered in their names at the relevant time. Changes to entries after the relevant time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

Shareholder Helpline

- 15 If Atotech Shareholders have any questions about the General Meeting or the completion and return of the Forms of Proxy, please contact Ogier Global on +44 1534 514000 or by email at **Atotech@ogier.com**. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside Jersey, Channel Islands will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.00 p.m. (London time), Monday to Friday excluding public holidays in Jersey, Channel Islands. Please note that Ogier Global cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. If requested, electronic copies of the Forms of Proxy will be provided free of charge.