

**Atotech Limited**

**Registered company no 127906**

**(the Company)**

**BLUE Forms of Proxy**

By an Act of Court dated August 26, 2021 made pursuant to a Representation brought by the Company, the Royal Court of Jersey has granted permission for the Company to convene a meeting of the holders of the Scheme 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) a scheme of arrangement pursuant to Article 125 of the Companies (Jersey) Law 1991 (as amended) (the **Scheme**) between the Company and the Scheme Shareholders and that such court meeting shall be held at the offices of Latham & Watkins (London) LLP, 99 Bishopsgate, London EC2M 3XF, United Kingdom on November 3, 2021 at 10.00 a.m. (Eastern Time) / 2.00 p.m. (London Time) (the **Court Meeting**) at which place and time all Scheme Shareholders are requested to attend either in person, remotely via the Virtual Meeting Platform or by proxy.

Lumi [ ● ]  
control  
number

I/We <sup>1 2</sup> .....

of .....

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

..... (number and class of shares)<sup>3</sup>

appoint as my/our proxy <sup>4</sup>

**the Chairperson of the Court Meeting**  
or in his/her absence <sup>5</sup>

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

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

<sup>1</sup>Please read the explanatory notes overleaf before completing this form.

<sup>2</sup>Full 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.

<sup>3</sup>If 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.

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

<sup>5</sup>If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the 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**

<b>Scheme Resolution</b>		<b>For the Scheme</b>	<b>Against the Scheme</b>
1	Considering, and if thought fit, approving the Scheme referred to in the notice convening the Court Meeting contained in Part IX of the Scheme Document	<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 **BLUE** Form of Proxy, please also read the sections entitled “Actions to be Taken” and the “Part IX Notice of Court 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 Court 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 Court Meeting.

### **If you complete a Forms of Proxy, can you still attend and vote at the Court 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 Court 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 Scheme Shareholders can access and participate in the Court 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 Court 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 Court 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 Scheme Shareholders should send their dated, completed and signed Forms of Proxy to **Atotech@ogier.com** no later than 10.00 a.m. (Eastern Time) / 2.00 p.m. (London Time) on November 1, 2021 for the Court Meeting (or, if the Court Meeting is adjourned, no later than 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned Court Meeting) or, by handing it to the Chair of the Court Meeting before the start of the Court Meeting (in person or electronically by email to **Atotech@ogier.com**) including, if the Forms 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. 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 Forms of Proxy and the Scheme Document.
- 9 If your Scheme 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 Forms 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 Forms 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 Scheme Shareholders to specify the number of shares in respect of which that proxy is appointed. Scheme 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 Scheme Shares.

#### **How to revoke your proxy**

- 12 Scheme 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 Scheme 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 10.00 a.m. (Eastern Time) / 2.00 p.m. (London Time) on November 1, 2021 (in the case of the Court Meeting or if the Court 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 Court Meeting).

#### **Record date**

- 14 Only those Scheme 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 Court Meeting or, if the Court 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 Court Meeting, shall be entitled to attend or vote at the Court Meeting in respect of the number of Scheme 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 Court Meeting.

## Shareholder Helpline

- 15 If Scheme Shareholders have any questions about the Court 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.