

Platform Specialty Products Corp
Form PRE 14A
April 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- x Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material under §240.14a-12

Platform Specialty Products Corporation

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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o Fee paid previously with preliminary materials.

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(1)Amount Previously Paid:

(2)Form, Schedule or Registration Statement No.:

(3)Filing Party:

(4)Date Filed:

5200 Blue Lagoon Drive, Suite 855
Miami, Florida 33126

NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS
PRELIMINARY PROXY STATEMENT – SUBJECT TO COMPLETION

April [___], 2014

It is my pleasure to invite you to attend Platform Specialty Product Corporation's 2014 Annual Meeting of Stockholders. The meeting will be held on June 12, 2014, at 2:00 p.m. at the Hotel Sofitel – Miami, located at 5800 Blue Lagoon Drive, Miami, Florida 33126. At the meeting, you will be asked to:

1. Elect seven directors for a one-year term expiring at the 2015 Annual Meeting of Stockholders;
2. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ended December 31, 2014;
3. Approve the amendment to our Certificate of Incorporation to increase the number of authorized shares of our common stock from 200,000,000 to 400,000,000 shares;
4. Approve our Amended and Restated 2013 Incentive Compensation Plan;
5. Approve our 2014 Employee Stock Purchase Plan; and
6. Transact such other business as may properly come before the 2014 Annual Meeting and any adjournment or postponement of the 2014 Annual Meeting.

Only stockholders of record as of the close of business on April 21, 2014 may vote at the 2014 Annual Meeting.

It is important that your shares be represented at the 2014 Annual Meeting, regardless of the number of shares you may hold. Whether or not you plan to attend, please vote using the Internet, by telephone or by mail, in each case by following the instructions in our Proxy Statement. This will not prevent you from voting your shares in person if you are present.

I look forward to seeing you on June 12, 2014.

Sincerely,

Martin E. Franklin
Chairman of the Board

Important Notice Regarding the Availability of Proxy Materials for the 2014 Annual Meeting of Stockholders to be held on June 12, 2014: this Proxy Statement, the accompanying Proxy Card and our 2013 Annual Report to Stockholders are available electronically at www.proxyvote.com.

We have elected to use the “Full Set Delivery Option” for our 2014 annual meeting of stockholders. Accordingly, this proxy statement, the accompanying proxy card and our 2013 annual report to stockholders, which includes our financial statements and schedule thereto for the fiscal year ended December 31, 2013, are being mailed to stockholders on or about April [__], 2014. The proxy card includes instructions on how to access the proxy materials over the Internet, how to request additional printed copies of these materials, and how to vote shares of our common stock, par value \$0.01 per share. In addition, by following the instructions in the proxy card or other voting instruction card, stockholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

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APPENDIX B: Platform Specialty Products Corporation 2014 Employee Stock Purchase Plan

5200 Blue Lagoon Drive, Suite 855
Miami, Florida 33126

PRELIMINARY PROXY STATEMENT
– SUBJECT TO COMPLETION

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 12, 2014

You are receiving this proxy statement (the “Proxy Statement”), the accompanying proxy card or other voting instruction card (the “Proxy Card”) and our 2013 annual report to stockholders (the “2013 Annual Report”) because you own shares of common stock, par value \$0.01 per share (the “Common Stock”) of Platform Specialty Products Corporation (“Platform,” the “Company,” “our,” “we” or “us”) that entitle you to vote at the 2014 annual meeting of stockholders (the “2014 Annual Meeting”). Our Board of Directors (the “Board of Directors” or the “Board”) is soliciting proxies from stockholders entitled to vote at the 2014 Annual Meeting. By use of the Proxy Card, you can vote even if you do not attend the 2014 Annual Meeting. This Proxy Statement describes the matters on which you are being asked to vote and provides information on those matters so that you can make an informed decision. These proxy materials are being distributed and/or made available to stockholders on or about April [___], 2014.

Date, Time and Place of the 2014 Annual Meeting

We will hold the 2014 Annual Meeting on June 12, 2014, at 2:00 p.m. at the Hotel Sofitel – Miami, located at 5800 Blue Lagoon Drive, Miami, Florida 33126.

Our Board of Directors has fixed the close of business on April 21, 2014 as the record date (the “Record Date”) for the determination of stockholders entitled to notice of and to vote at the 2014 Annual Meeting. Each stockholder will be entitled to one vote for each share of our Common Stock held as of the Record Date on all matters to come before the 2014 Annual Meeting and may vote in person, via Internet or telephone or by proxy authorized in writing.

QUESTIONS AND ANSWERS ABOUT VOTING AT THE 2014 ANNUAL MEETING AND RELATED MATTERS

Q: Who may vote at the 2014 Annual Meeting?

A: You may vote all of the shares of Common Stock that you owned at the close of business on the Record Date. On the Record Date, we had [___] shares of our Common Stock issued and outstanding and entitled to be voted at the 2014 Annual Meeting. You may cast one vote for each share of our Common Stock held by you on the Record Date on all items of business presented at the 2014 Annual Meeting.

Q: How do I obtain electronic access to the proxy materials?

A: This Proxy Statement and our 2013 Annual Report are available to stockholders free of charge at www.proxyvote.com. If you hold your shares in street name, you may be able to elect to receive future annual reports or proxy statements electronically. For information regarding electronic delivery you should contact your brokerage firm, bank, trustee or other agent (each, a “nominee”).

Q: What constitutes a quorum, and why is a quorum required?

A: We are required to have a quorum of stockholders present for all items of business to be voted at the 2014 Annual Meeting. The presence at the 2014 Annual Meeting, in person or by proxy, of the holders of a majority in voting

power of the shares issued and outstanding and entitled to vote on the Record Date will constitute a quorum, permitting us to conduct the business of the 2014 Annual Meeting. Proxies received but marked as abstentions, if any, and broker non-votes (described below) will be included in the calculation of the number of shares considered to be present at the 2014 Annual Meeting for quorum purposes. If we do not have a quorum, then the person presiding over the 2014 Annual Meeting or the stockholders present at the 2014 Annual Meeting may, by a majority in voting power thereof, adjourn the meeting from time to time, as authorized by our Amended and Restated By-laws, until a quorum is present.

Q: What is the difference between a stockholder of record and a beneficial owner?

A: Stockholder of Record: If your shares of Common Stock are registered directly in your name with Platform's transfer agent, Computershare, you are considered, with respect to those shares, the "stockholder of record."

Beneficial Owner: If your shares of Common Stock are held by a nominee, you are considered the "beneficial owner" of shares held in "street name." The Proxy Card has been forwarded to you by your nominee who is considered, with respect to those shares, the "stockholder of record." As the beneficial owner, you have the right to direct your nominee on how to vote your shares by following their instructions for voting by telephone or on the Internet or, if you specifically request a copy of the printed materials, you may use the Proxy Card included in such materials.

Q: How do I vote?

A: Stockholder of Record: If you are a stockholder of record, there are four ways to vote:

- In person. You may vote in person at the 2014 Annual Meeting by requesting a ballot when you arrive. You must bring valid picture identification such as a driver's license or passport and may be requested to provide proof of stock ownership as of the Record Date.
- Via the Internet. You may vote by proxy via the Internet by following the instructions provided in the Proxy Card.
 - By Telephone. You may vote by proxy by calling the toll free number found on the Proxy Card.
 - By Mail. You may vote by proxy by filling out the Proxy Card and returning it in the envelope provided.

Beneficial Owners: If you are a beneficial owner of shares held in "street name," there are four ways to vote:

- In person. You must obtain a "legal proxy" from the organization that holds your shares. A legal proxy is a written document that will authorize you to vote your shares held in "street name" at the 2014 Annual Meeting. Please contact your nominee for instructions regarding obtaining a legal proxy. You must bring a copy of the legal proxy to the 2014 Annual Meeting and ask for a ballot when you arrive. You must also bring valid picture identification such as a driver's license or passport. In order for your vote to be counted, you must submit both the copy of the legal proxy and your completed ballot.
- Via the Internet. You may vote by proxy via the Internet by visiting www.proxyvote.com and entering the control number found on the Proxy Card. The availability of Internet voting may depend on the voting process of your nominee.
- By Telephone. You may vote by proxy by calling the toll free number found on the Proxy Card. The availability of telephone voting may depend on the voting process of your nominee.
 - By Mail. You may vote by proxy by filling out the Proxy Card and returning it in the envelope provided.

If you vote on the Internet or by telephone, you do not need to return your Proxy Card. Internet and telephone voting for stockholders will be available 24 hours a day, and will close at 11:59 p.m., Eastern Time, on June 11, 2014. Even if you plan to attend the 2014 Annual Meeting, the Company recommends that you vote your shares in advance as described above so that your vote will be counted if you later decide not to attend the 2014 Annual Meeting.

Q: What am I voting on?

A: At the 2014 Annual Meeting you will be asked to vote on the following five proposals. Our Board's recommendation for each of these proposals is set forth below:

Proposal	Board Recommendation
1. To elect seven directors for a one-year term expiring at the 2015 Annual Meeting of Stockholders.	FOR
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2014 fiscal year.	FOR
3. To approve the amendment to our Certificate of Incorporation to increase the number of authorized shares of our Common Stock from 200,000,000 to 400,000,000 shares.	FOR
4. To approve our Amended and Restated 2013 Incentive Compensation Plan.	FOR
5. To approve our 2014 Employee Stock Purchase Plan.	FOR

We will also consider other proposals that properly come before the 2014 Annual Meeting in accordance with our Amended and Restated By-laws.

Q: Is my vote confidential?

A: Yes. Platform encourages stockholder participation in corporate governance by ensuring the confidentiality of stockholder votes. Platform has designated Computershare, its transfer agent, to receive and tabulate stockholder votes. Your vote on any particular proposal will be kept confidential and will not be disclosed to Platform or any of its officers or employees except (i) where disclosure is required by applicable law, (ii) where disclosure of your vote is expressly requested by you or (iii) where Platform concludes in good faith that a bona fide dispute exists as to the authenticity of one or more proxies, ballots or votes, or as to the accuracy of any tabulation of such proxies, ballots or votes. However, aggregate vote totals will be disclosed to Platform from time to time and publicly announced at the 2014 Annual Meeting.

Q: What happens if additional matters are presented at the 2014 Annual Meeting?

A: Our Amended and Restated By-laws provide that items of business may be brought before the 2014 Annual Meeting only (i) pursuant to the Notice of 2014 Annual Meeting of Stockholders (or any supplement thereto) included in this Proxy Statement, (ii) by or at the direction of the Board of Directors, or (iii) by a stockholder of Platform who was a stockholder of Platform at the time proper notice of such business is delivered to the Corporate Secretary of Platform in accordance with our Amended and Restated By-laws. Other than the five items of business described in this Proxy Statement, we are not aware of any other business to be acted upon at the 2014 Annual Meeting as of the date of this Proxy Statement. If you grant a proxy, the persons named as proxy holders, Daniel H. Leever and Frank J. Monteiro, will have the discretion to vote your shares on any additional matters properly presented for a vote at the 2014 Annual Meeting in accordance with Delaware law and our Amended and Restated By-laws.

Q: How many votes are needed to approve each proposal?

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A: The table below sets forth, for each proposal described in this Proxy Statement, the vote required for approval of the proposal, assuming a quorum is present:

Proposal		Vote Required
1.	To elect seven directors for a one-year term expiring at the 2015 Annual Meeting of Stockholders.	The majority of votes cast
2.	To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2014 fiscal year.	The majority of votes cast

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- | | | |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| 3. | To approve the amendment to our Certificate of Incorporation to increase the number of authorized shares of our Common Stock from 200,000,000 to 400,000,000 shares. | The majority of outstanding Common Stock |
| 4. | To approve our Amended and Restated 2013 Incentive compensation Plan. | The majority of votes cast |
| 5. | To approve our 2014 Employee Stock Purchase Plan. | The majority of votes cast |

Q: What if I sign and return my proxy without making any selections?

A: If you sign and return your Proxy Card without making any selections, your shares will be voted “FOR” proposals 1, 2, 3, 4 and 5. If other matters properly come before the 2014 Annual Meeting, Daniel H. Leever and Frank J. Monteiro will have the authority to vote on those matters for you at their discretion. As of the date of this Proxy Statement, we are not aware of any matters that will come before the 2014 Annual Meeting other than those disclosed in this Proxy Statement.

Q: What if I am a beneficial owner and I do not give the nominee voting instructions?

A: If you are a beneficial owner and your shares are held in the name of a broker or other nominee, such broker or nominee is bound by the rules of the New York Stock Exchange (the “NYSE”) regarding whether or not it can exercise discretionary voting power for any particular proposal if the broker has not received voting instructions from you. Brokers have the authority to vote shares for which their customers do not provide voting instructions on certain “routine” matters. A broker non-vote occurs when a nominee who holds shares for another does not vote on a particular item because the nominee does not have discretionary voting authority for that item and has not received instructions from the beneficial owner of the shares. Broker non-votes are included in the calculation of the number of votes considered to be present at the 2014 Annual Meeting for purposes of determining the presence of a quorum.

The table below sets forth, for each proposal described in this Proxy Statement, whether a broker can exercise discretion and vote your shares absent your instructions and if not, the impact of such broker non-vote on the approval of the proposal:

Proposal	Can Brokers Vote Absent Instructions?	Impact of Broker Non-Vote
1. To elect seven directors for one-year term expiring at the 2015 Annual Meeting of Stockholders.	No	None
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2014 fiscal year.	Yes	Not Applicable
3. To approve the amendment to our Certificate of Incorporation to	No	Against

increase the number of authorized shares of our Common Stock from 200,000,000 to 400,000,000 shares.

- | | | | |
|----|-----------------------------------------------------------------------|----|------|
| 4. | To approve our Amended and Restated 2013 Incentive Compensation Plan. | No | None |
| 5. | To approve our 2014 Employee Stock Purchase Plan. | No | None |

Q: What if I abstain on a proposal?

A: If you sign and return your Proxy Card marked “Abstain” on any proposal, your shares will not be voted on that proposal.

The table below sets forth, for each proposal described in this Proxy Statement, the impact marking your Proxy Card “Abstain” will have on the approval of the proposal:

Proposal	Impact of Abstention
1. To elect seven directors for one-year term expiring at the 2015 Annual Meeting of Stockholders.	None
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2014 fiscal year.	None
3. To approve the amendment to our Certificate of Incorporation to increase the number of authorized shares of our Common Stock from 200,000,000 to 400,000,000 shares.	Against
4. To approve our Amended and Restated 2013 Incentive Compensation Plan.	None
5. To approve our 2014 Employee Stock Purchase Plan.	None

Q: Can I change my vote after I have delivered my Proxy Card?

A: Yes. You may revoke your Proxy Card at any time before its exercise. You may also revoke your proxy by (i) voting in person at the 2014 Annual Meeting, (ii) delivering to the Corporate Secretary (at the address indicated below) a revocation of proxy or (iii) executing a new proxy bearing a later date. If you are a beneficial owner, you must contact your nominee to change your vote or obtain a proxy to vote your shares if you wish to cast your vote in person at the 2014 Annual Meeting.

Corporate Secretary
 Platform Specialty Products Corporation
 245 Freight Street
 Waterbury, Connecticut 06702
 United States

Q: Who can attend the 2014 Annual Meeting?

A: Only stockholders and our invited guests are invited to attend the 2014 Annual Meeting. To gain admittance, you must bring a form of personal identification to the 2014 Annual Meeting, where your name will be verified against our stockholder list. If a broker or other nominee holds your shares and you plan to attend the 2014 Annual Meeting, you should bring a recent brokerage statement showing your ownership of the shares as of the Record Date, a letter from such broker or nominee confirming such ownership, and a form of personal identification.

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Q: If I plan to attend the 2014 Annual Meeting, should I still vote by proxy?

A: Yes. Casting your vote in advance does not affect your right to attend the 2014 Annual Meeting.

If you vote in advance and also attend the 2014 Annual Meeting, you do not need to vote again at the 2014 Annual Meeting unless you want to change your vote. Written ballots will be available at the 2014 Annual Meeting for stockholders of record.

Beneficial owners who wish to vote in person must request a legal proxy from their broker or other nominee and bring that legal proxy to the 2014 Annual Meeting.

Q: Am I entitled to dissenter's rights?

A: No. Delaware General Corporation Law does not provide for dissenter's rights in connection with the matters being voted on at the 2014 Annual Meeting.

Q: Where can I find voting results of the 2014 Annual Meeting?

A: We will announce the results for the proposals voted upon at the 2014 Annual Meeting and publish final detailed voting results in a Form 8-K filed within four business days after the 2014 Annual Meeting.

Q: Who should I call with other questions?

A: If you need assistance voting your shares, please contact Investor Relations at (203) 575-5850. If you have additional questions about this Proxy Statement or the 2014 Annual Meeting or would like additional copies of this Proxy Statement or our 2013 Annual Report, please contact: Platform Specialty Products Corporation, 245 Freight Street, Waterbury, Connecticut 06702, Attention: Investor Relations, Telephone: (203) 575-5850.

I. PROPOSAL 1 – ELECTION OF DIRECTORS

Under our Amended and Restated By-laws, directors are elected for a one-year term expiring at the next annual meeting of stockholders. Upon the recommendation of the Nominating and Policies Committee, our Board of Directors has nominated Martin E. Franklin, Daniel H. Leever, Ian G.H. Ashken, Nicolas Berggruen, Michael F. Goss, Ryan Israel and E. Stanley O’Neal for re-election, each for a one-year term that will expire at the 2015 annual meeting of stockholders. Each of our directors consented to serve if elected.

Our Amended and Restated By-laws provide that directors are elected by a majority of the votes cast with respect to the nominee for election to the Board of Directors at any meeting of stockholders at which directors are to be elected and a quorum is present, except in the case of a contested election. As set forth in our Amended and Restated By-laws, “a majority of the votes cast” means that the number of shares voted “for” a nominee for election to the Board of Directors exceeds the votes cast “against” such nominee. In the event of a contested election, in accordance with our Amended and Restated By-laws, directors shall be elected by a plurality of the votes cast.

We believe that each of our directors possesses the experience, skills and qualities to fully perform his duties as a director and contribute to our success. Our directors were nominated because each is of high ethical character, highly accomplished in his field with superior credentials and recognition, has a reputation, both personal and professional, that is consistent with Platform’s image and reputation, has the ability to exercise sound business judgment, and is able to dedicate sufficient time to fulfilling his obligations as a director. Our directors as a group complement each other and each of their respective experiences, skills and qualities so that collectively the Board operates in an effective, collegial and responsive manner. Each director’s principal occupation and other pertinent information about particular experience, qualifications, attributes and skills that led the Board to conclude that such person should serve as a director, appears on the following pages.

Martin E. Franklin
Director Since 2013
Chairman Since 2013
Age: 49

Mr. Franklin has served as a director of Platform since April 28, 2013 and has served as Chairman since October 31, 2013. Mr. Franklin is the founder and Executive Chairman of Jarden Corporation, a Fortune 500 broad-based consumer products company (“Jarden”). Mr. Franklin was appointed to Jarden’s board of directors in June 2001 and served as Jarden’s Chairman and Chief Executive Officer from September 2001 until June 2011, at which time he began service as Executive Chairman. Mr. Franklin has experience serving on the boards of private and public companies. Mr. Franklin served on the board of directors of Justice Holdings Limited (“Justice”) from February 2011 until its business combination with Burger King Worldwide, Inc. (“Burger King”) in June 2012, and continues to serve on the board of Burger King and as a member of its audit committee. During the last five years, Mr. Franklin also served on the board of directors of Kenneth Cole Productions, Inc., Liberty Acquisition Holdings (International) Company and GLG Partners, Inc. (f/k/a Freedom Acquisition Holdings, Inc.). Mr. Franklin is also a director and trustee of a number of private companies and charitable institutions. Mr. Franklin graduated from the University of Pennsylvania.

Qualifications: We believe Mr. Franklin’s qualifications to serve on our Board of Directors include his leadership, extensive experience as a member of other corporate boards and his knowledge of public companies.

Daniel H. Leever
Director Since 2013
Vice Chairman Since 2013
Age: 65

Mr. Leever has served as a director of Platform since October 31, 2013. Mr. Leever is currently the Chief Executive Officer, President and Vice Chairman of Platform. Mr. Leever served as Chief Executive Officer of MacDermid, Incorporated (“MacDermid”) from 1990 to 2013. From 1998 to 2013, Mr. Leever served as Chairman of the Board of Directors of MacDermid. From 1989 to 1990, Mr. Leever served as Senior Vice

President and Chief Operating Officer of MacDermid. Mr. Leever initially joined MacDermid as an employee in 1982. Mr. Leever attended undergraduate school at Kansas State University and graduate school at the University of New Haven School of Business.

Qualifications: We believe Mr. Leever's qualifications to serve on our Board of Directors include his extensive knowledge of MacDermid and his years of leadership at MacDermid.

Ian G.H. Ashken
Director Since 2013
Age: 53

Mr. Ashken has served as a director of Platform since October 31, 2013. Mr. Ashken co-founded Jarden and serves as its Vice Chairman, President and Chief Financial Officer. Until February 15, 2007, Mr. Ashken was also Secretary of Jarden. Mr. Ashken was appointed to Jarden's board of directors on June 25, 2001 and became its Vice Chairman, Chief Financial Officer and Secretary effective September 24, 2001. Mr. Ashken is also a director or trustee of a number of private companies and charitable institutions. Mr. Ashken also served as the Vice Chairman and/or Chief Financial Officer of three public companies, Benson Eyecare Corporation, Lumen Technologies, Inc. and Bollé Inc., between 1992 and 2000. During the last five years, Mr. Ashken also served as a director of GLG Partners, Inc. (f/k/a Freedom Acquisition Holdings, Inc.) and Phoenix Group Holdings (f/k/a Pearl Group).

Qualifications: We believe Mr. Ashken's qualifications to serve on our Board of Directors include his executive experience, service on other corporate boards and his knowledge of public companies.

Nicolas Berggruen
Director Since 2013
Age: 52

Mr. Berggruen has served as a director of Platform since April 28, 2013. Mr. Berggruen founded what became Berggruen Holdings Ltd in 1984 to act as the direct investment vehicle of what became the Nicolas Berggruen Charitable Trust. Mr. Berggruen has served as the Chairman of Berggruen Holdings Ltd since its inception. Mr. Berggruen is also founder of the Berggruen Institute on Governance, an independent, nonpartisan think tank. Mr. Berggruen has experience serving on the boards of private and public companies. He served on the board of directors of Justice from February 2011 until its business combination with Burger King in June 2012. Mr. Berggruen also served on the board of directors of Liberty Acquisition Holdings Corp. from June 2007 until its business combination with Grupo Prisa, Spain's largest media conglomerate, in November 2010, and continues to serve on the board of Grupo Prisa. Mr. Berggruen served on the board of directors of Liberty Acquisition Holdings (International) Company from January 2008 until its acquisition of Phoenix Group Holdings (f/k/a Pearl Group) in September 2009, and Freedom Acquisition Holdings, Inc. from June 2006 until its acquisition of GLG Partners, Inc. in November 2007 and continued to serve on the board of GLG Partners, Inc. until February 2009. Mr. Berggruen studied at l'Ecole Alsacienne before attending Le Rosey in Switzerland and obtained his B.S. in finance and international business from New York University.

Qualifications: We believe Mr. Berggruen's qualifications to serve on our Board of Directors include his leadership, service on other corporate boards and financial management expertise.

Michael F. Goss
Director Since 2013
Age: 54

Mr. Goss has served as a director of Platform since October 31, 2013. Mr. Goss joined Bain Capital in 2001, and served as Managing Director and Chief Financial Officer until 2011. In 2004, he was also named Chief Operating Officer, a role he held until 2011. He currently serves, since 2012, as Managing Director and Head of Global Investor Relations of Bain Capital with responsibility for capital raising activities and client relationship matters. Prior to joining Bain Capital, Mr. Goss was Executive Vice President and Chief Financial Officer of Digitas Inc., a global internet professional services firm, which he helped take public in March 2000. Prior to joining Digitas Inc., Mr. Goss was Executive Vice President and Chief Financial Officer, and a member of the board of directors of Playtex Products, Inc. Mr. Goss graduated from Kansas State University in 1981 with a BS in economics and received an MBA with Distinction from Harvard Business School

in 1986.

Qualifications: We believe Mr. Goss's qualifications to serve on our Board of Directors include his leadership, executive experience, service on other corporate boards and financial management expertise.

Ryan Israel
Director Since 2013
Age: 29

Mr. Israel has served as a director of Platform since October 31, 2013. Mr. Israel is currently a partner at Pershing Square Capital Management, L.P. ("Pershing Square"), a research intensive, fundamental value based investment firm based in New York City. Mr. Israel joined Pershing Square in March 2009, and is responsible for identifying, analyzing and monitoring current and prospective investment opportunities across a variety of industries. Before joining Pershing Square, during the last five years, Mr. Israel was an investment banker in the technology, media and telecom division at Goldman Sachs. Mr. Israel attended the Wharton School at the University of Pennsylvania, where he received a B.S. in Economics, with concentrations in Finance and Accounting.

Qualifications: We believe Mr. Israel's qualifications to serve on our Board of Directors include his extensive experience in business and management, including his experience identifying and analyzing potential investment opportunities.

E. Stanley O'Neal
Director Since 2013
Age: 62

Mr. O'Neal has served as a director of Platform since October 31, 2013. Mr. O'Neal served as Chairman of the Board and Chief Executive Officer of Merrill Lynch & Co., Inc. ("Merrill Lynch") until October 2007. He became Chief Executive Officer of Merrill Lynch in 2002 and was elected Chairman of the Board in 2003. Mr. O'Neal was employed with Merrill Lynch for 21 years, serving as President and Chief Operating Officer from July 2001 to December 2002; President of U.S. Private Client from February 2000 to July 2001; Chief Financial Officer from 1998 to 2000 and Executive Vice President and Co-head of Global Markets and Investment Banking from 1997 to 1998. Mr. O'Neal has served as a director of Alcoa, an aluminum manufacturing company, since January 2008 and is a member of its audit and governance and nominating committees. Mr. O'Neal was a director of General Motors Corporation from 2001 to 2006, and a director of American Beacon Advisors, Inc. (investment advisor registered with the Securities and Exchange Commission (the "SEC")) from 2009 to September 2012. Mr. O'Neal graduated from Kettering University in 1974 with a degree in industrial administration and received his MBA from Harvard Business School in 1978.

Qualifications: We believe Mr. O'Neal's qualifications to serve on our Board of Directors include his leadership, executive experience, service on other corporate boards and financial management expertise.

RECOMMENDATION OF THE BOARD OF DIRECTORS

PLATFORM'S BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"
THE ELECTION OF EACH OF THE DIRECTOR NOMINEES.

II. CORPORATE GOVERNANCE

Overview

Prior to our domestication to Delaware on January 22, 2014, we were a British Virgin Islands corporation with ordinary shares listed on the London Stock Exchange. In connection with our acquisition of MacDermid Holdings, LLC on October 31, 2013 (the “MacDermid Acquisition”), we formed our Audit Committee, Compensation Committee and Nominating and Policies Committee. Our Common Stock began trading on the NYSE on January 23, 2014. Prior to the listing of our Common Stock on the NYSE, we were subject to and complied with the rules of the London Stock Exchange, but were not yet subject to the NYSE corporate governance listing standards.

Meetings

Since April 23, 2013 (date of our inception), the Board of Directors held a total of 8 meetings. Each incumbent director attended at least seventy five percent (75%) of the aggregate of (i) the total number of meetings of the Board during the period for which he was a director and (ii) the total number of meetings of all Board committees (the “Committees”) on which he served during the period for which he was a director. We did not hold an annual meeting of stockholders in 2013, but expect that each of our Board members will attend the 2014 Annual Meeting. It is the policy of the Board of Directors to encourage its members to attend Platform’s annual meeting of stockholders.

Since April 23, 2013 (date of our inception), the directors met in executive session 4 times. Martin E. Franklin, who was serving as non-executive lead director, scheduled and chaired each executive session held.

Corporate Governance Guidelines

Our Board of Directors is responsible for overseeing the management of our Company. On December 16, 2013, the Board adopted a Board of Directors Governance Principles and Code of Conduct (the “Governance Principles”) which sets forth our governance principles relating to, among other things:

- director independence;
- director qualifications and responsibilities;
- board structure and meetings;
- management succession; and
- the performance evaluation of our Board and Chief Executive Officer.

Our Governance Principles are available in the Investor Relations section of our website at www.platformspecialtyproducts.com.

Board Leadership Structure

The Board has not adopted a formal policy regarding the need to separate or combine the offices of Chief Executive Officer and Chairman of the Board and instead the Board remains free to make this determination from time to time in a manner that seems most appropriate for Platform. Currently, Platform separates the positions of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles. The Chief Executive Officer is responsible for the day-to-day leadership and performance of Platform, while the Chairman of the Board provides strategic guidance to the Chief Executive Officer, sets the agenda for and presides over the Board meetings. In addition, Platform believes that the current separation provides a more effective monitoring and objective evaluation of the Chief Executive Officer’s performance. The separation also allows the Chairman of the Board to strengthen the Board’s independent oversight of Platform’s performance and governance standards.

Director Independence

Upon the listing of our Common Stock on the NYSE, the composition of the Board and its Committees became subject to the independence requirements set forth under the NYSE corporate governance listing standards as well as the Governance Principles which have been adopted by the Board. Under the NYSE corporate governance listing standards, a director qualifies as “independent” if the Board affirmatively determines that the director has no material relationship with the Company. While the focus of the inquiry is independence from management, the Board is required to broadly consider all relevant facts and circumstances in making an independence determination. In making each of these independence determinations, the Board has considered all of the information provided by each director in response to detailed inquiries concerning his independence and any direct or indirect business, family, employment, transactional or other relationship or affiliation of such director with us.

Based on information provided by each director concerning his background, employment and affiliations, we have determined that each of Ian G.H. Ashken, Nicolas Berggruen, Michael F. Goss, Ryan Israel and E. Stanley O’Neal is “independent” as this term is defined under the applicable rules and regulations of the SEC and the NYSE corporate governance listing standards. In evaluating such independence, the Board specifically considered, among other things, their present employment and other direct or indirect affiliations or relationships between or with the Company.

Involvement in Certain Legal Proceedings

No director, executive officer or person nominated to become a director or executive officer has, within the last ten years: (i) had a bankruptcy petition filed by or against, or a receiver, fiscal agent or similar officer appointed by a court for, any business of such person or entity with respect to which such person was a general partner or executive officer either at the time of the bankruptcy filing or within two years prior to that time; (ii) been convicted in a criminal proceeding or is currently subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (iii) been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting his involvement in any type of business, securities or banking activities or practice; or (iv) been found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

We are not aware of any material proceedings to which any director, executive officer or affiliate of the Company, any owner of record or beneficial owner of more than five percent (5%) of any class of the Company’s voting securities, or any associate of any such director, executive officer, affiliate, owner of record or beneficial owner of the Company is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

Family Relationships

There are no family relationships among any of the directors or executive officers of the Company.

Board Committees

The Board has three standing Committees that were formed on October 31, 2013: the Audit Committee, the Compensation Committee and the Nominating and Policies Committee. Copies of the Committee charters of each of the Audit Committee, the Compensation Committee and the Nominating and Policies Committee setting forth the respective responsibilities of the Committees can be found under the Investor Relations section of our website at www.platformspecialtyproducts.com. Such information is also available in print to any stockholder who requests it through our Investor Relations department. We will periodically review and revise the Committee charters.

Below is a summary of our membership information and committee structure:

Name	Audit Committee	Compensation Committee	Nominating and Policies Committee
Ian G.H. Ashken	X		X
Nicolas Berggruen		X	X*
Michael F. Goss	X*		
Ryan Israel	X	X	X
E. Stanley O’Neal		X*	

* Chairman of applicable Committee

Audit Committee

Number of Meetings since October 31, 2013 (formation): 2

Responsibilities. On December 16, 2013, our Board adopted a written Audit Committee charter that governs the responsibilities of the Audit Committee. The Audit Committee is responsible for, among other things:

- overseeing our accounting and the financial reporting processes;
- appointing and overseeing the audit of our independent registered public accounting firm (including resolution of disagreements between management and the independent auditor);
- pre-approving all auditing services and permitted non-auditing services to be performed for us by our independent registered public accounting firm and approving the fees associated with such services;
 - reviewing interim and year-end financial statements with management and our independent auditors;
- overseeing our internal audit function, reviewing any significant reports to management arising from such internal audit function and reporting to the Board; and
- reviewing and approving all related-party transactions required to be disclosed under Item 404 of Regulation S-K under the Securities Act of 1933, as amended (the “Securities Act”).

The Audit Committee has the power to investigate any matter brought to its attention within the scope of its duties and to retain counsel for this purpose where appropriate. Under procedures adopted by the Audit Committee, the Audit Committee reviews and pre-approves all audit and non-audit services performed by our independent registered public accountants.

Independence and Financial Expertise. We have reviewed the background, experience and independence of the Audit Committee members and based on this review, we have determined that each member of the Audit Committee:

- meets the independence requirements of the NYSE corporate governance listing standards;
- meets the enhanced independence standards for audit committee members required by the SEC; and
 - is financially literate, knowledgeable and qualified to review financial statements.

In addition, the Board has determined that each of Michael F. Goss, Chairman of the Audit Committee, and Ian G.H. Ashken qualifies as an “audit committee financial expert” within the meaning of SEC regulations.

Compensation Committee

Number of Meetings since October 31, 2013 (formation): 2

Responsibilities. On December 16, 2013, our Board adopted a written Compensation Committee charter that governs the responsibilities of the Compensation Committee. The Compensation Committee is responsible for, among other things:

- assisting the Board in developing and evaluating potential candidates for executive positions and overseeing the development of any executive succession plans;
- reviewing and approving corporate goals and objectives with respect to compensation for the Chief Executive Officer;
- making recommendations to the Board with respect to compensation of other executive officers and providing oversight of management’s decisions concerning the performance and compensation of such executive officers;
 - reviewing on a periodic basis compensation and benefits paid to directors;
- reviewing our incentive compensation and other stock-based plans and recommending changes in such plans to our Board of Directors as needed;

- to assure the effective representation of Platform's stockholders; and

- preparing a compensation committee report on executive compensation required by the SEC to be included in our annual proxy statement.

The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. The Compensation Committee also has authority to retain compensation consultants, outside counsel and other advisors as it may deem appropriate in its sole discretion. The Compensation Committee has sole authority to approve related fees and retention terms.

Platform did not retain a compensation consultant during the fiscal year ended December 31, 2013. Effective March 6, 2014, Platform has retained Towers Watson (the “Consultant”) as an independent compensation consultant to assist the Compensation Committee in evaluating Platform’s compensation plans and policies.

Independence. We have reviewed the background, experience and independence of the Compensation Committee members and based on this review, we have determined that each member of the Compensation Committee:

- meets the independence requirements of the NYSE corporate governance listing standards;
- is an “outside director” pursuant to the criteria established by the Internal Revenue Services; and
- meets the enhanced independence standards for Compensation Committee members established by the SEC.

In addition, the Board has determined that each of E. Stanley O’Neal, Chairman of the Compensation Committee, Nicolas Berggruen and Ryan Israel is (i) independent pursuant to the enhanced independence standards for compensation committee members set forth in Section 303A.02(A)(ii) of the NYSE Listed Company Manual, based on evaluations conducted in accordance with and considering the factors set forth in Section 303A.02(A)(ii), and (ii) an “outside director” pursuant to the criteria established by the Internal Revenue Service.

The Compensation Committee also reviewed the background, experience and independence of the Consultant and, based on this review, has determined that the Consultant meets the independence requirements of the NYSE corporate governance listing standards.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee who presently serve, or in the past year have served, on the Compensation Committee has interlocking relationships as defined by the SEC or had any relationships with Platform requiring disclosure under the SEC’s rules relating to certain relationships and related party transactions.

Nominating and Policies Committee

Number of Meetings since October 31, 2013 (formation): 2

Responsibilities. On December 16, 2013, our Board adopted a written Nominating and Policies Committee charter that governs the responsibilities of the Nominating and Policies Committee. The Nominating and Policies Committee is responsible for, among other things:

- assisting our Board in identifying prospective director nominees and recommending nominees for each annual meeting of stockholders to our Board;
- leading the search for individuals qualified to become members of the Board and selecting director nominees to be presented for stockholder approval at our annual meetings;
- reviewing the Board’s committee structure and recommending to the Board for approval directors to serve as members of each committee;

- developing and recommending to the Board for approval a set of corporate governance guidelines and generally advising the Board on corporate governance matters;
- reviewing such corporate governance guidelines on a periodic basis and recommending changes as necessary; and
- reviewing director nominations submitted by stockholders.

The Nominating and Policies Committee may, when it deems appropriate, delegate certain of its responsibilities to one or more Nominating and Policies Committee members or subcommittees.

Consideration of Director Nominees. The Nominating and Policies Committee considers possible candidates for nominees for directors from many sources, including management and stockholders. The Nominating and Policies Committee evaluates the suitability of potential candidates nominated by stockholders in the same manner as other candidates recommended to the Nominating and Policies Committee.

In making nominations, the Nominating and Policies Committee is required to submit candidates who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders. In evaluating nominees, the Nominating and Policies Committee is required to take into consideration the following attributes, which are desirable for a member of the Board: leadership, independence, interpersonal skills, financial acumen, business experiences, industry knowledge and diversity of viewpoints. In addition, while Platform does not have a formal, written diversity policy, the Nominating and Policies Committee will attempt to select candidates who will assist in making the Board a diverse body. Platform believes that a diverse group of directors brings a broader range of experiences to the Board and generates a greater volume of ideas and perspectives, and therefore, is in a better position to make complex decisions.

Independence. We have reviewed the background, experience and independence of the Nominating and Policies Committee members and based on this review, we have determined that each of Nicolas Berggruen, Chairman of the Nominating and Policies Committee, Ian G.H. Ashken and Ryan Israel meets the independence requirements of the NYSE corporate governance listing standards and SEC rules and regulations.

Codes of Ethics

On December 16, 2013, our Board adopted a written Business Conduct and Ethics Policy (the “Ethics Policy”) that establishes the standards of ethical conduct applicable to all our directors, officers and employees. The Ethics Policy addresses, among other things, competition and fair dealing, conflicts of interest, financial matters and external reporting, company funds and assets, confidentiality and corporate opportunity requirements and the process for reporting violations of the Ethics Policy, employee misconduct, conflicts of interest or other violations.

On March 26, 2014, our Board also adopted a written Code of Ethics for Senior Financial Officers (the “Code of Ethics”), which is applicable to our Chief Executive Officer, Chief Financial Officer and principal accounting officer (collectively, the “Financial Officers”). The Code of Ethics defines additional specific requirements, beyond the Ethics Policy, to which the Financial Officers are bound. The Code of Ethics is designed to promote honest and ethical conduct, confidentiality, proper disclosure in Platform’s periodic reports and compliance with applicable laws, rules and regulations.

Copies of both our Ethics Policy and Code of Ethics are publicly available in the Investor Relations section of our website at www.platformspecialtyproducts.com. Any waiver of our Ethics Policy or Code of Ethics with respect to any Financial Officer, controller or persons performing similar functions may only be authorized by our Board of Directors and will be disclosed on our website as promptly as practicable, as may be required under applicable SEC and NYSE rules.

Certain Relationships and Related Transactions

Retaining Holder Securityholders’ Agreement

Immediately prior to the closing of the MacDermid Acquisition on October 31, 2013, each of Daniel H. Leever, Frank J. Monteiro and John L. Cordani (each a “Retaining Holder”) executed a Retaining Holder Securityholders’ Agreement (each, a “RHSA”) with us pursuant to which they agreed to exchange their respective interests in MacDermid Holdings, LLC (“MacDermid Holdings”) for shares of common stock of our subsidiary Platform Delaware Holdings, Inc. (the “PDH Common Stock”), at an exchange rate of \$11.00 per share plus, with respect to the common, class A and class B unit equity interests of MacDermid Holdings held by the Retaining Holder (i) a proportionate share of a contingent interest in certain pending litigation, and (ii) a proportionate share of up to \$100 million of contingent purchase price payable upon the attainment of certain EBITDA and stock trading price performance metrics during the seven-year period following the closing of the MacDermid Acquisition. Immediately prior to the closing of the MacDermid Acquisition, members of MacDermid management and certain affiliates, including each of Messrs. Leever, Monteiro and Cordani, contributed all or a portion of their MacDermid Holdings interests to Tartan Holdings, LLC, a newly-formed Delaware limited liability company (“Tartan”), and Tartan agreed to receive the PDH Common Stock consideration in exchange for such MacDermid Holdings equity interests. As of the date hereof, 7,468,466 shares of PDH Common Stock are being indirectly held by Daniel H. Leever; 283,117 by Frank J. Monteiro and 69,246 by John L. Cordani through their membership in Tartan.

Pursuant to the terms of each RHSA, each Retaining Holder agreed to not, without our prior consent, (i) sell, assign, transfer (including by operation of law), incur any liens, charges, security interests, options, claims, mortgages, pledges, proxies, voting trusts or agreements, obligations, understandings or arrangements or other restrictions on title or transfer of any nature whatsoever, dispose of or otherwise encumber any PDH Common Stock received, (ii) deposit any PDH Common Stock into a voting trust or enter into a voting agreement or arrangement or grant any proxy or power of attorney with respect to PDH Common Stock that is inconsistent with the RHSA, or (iii) enter into any contract, option or other arrangement or undertaking with respect to the direct or indirect transfer or other disposition of any PDH Common Stock or the economic interests thereunder; provided, that each Retaining Holder may transfer any PDH Common Stock, for a period of four years from the closing of the MacDermid Acquisition, to (i) its spouse or former spouse pursuant to a domestic relations order or similar court order upon the divorce of such Retaining Holder and his or her spouse, and (ii) the Retaining Holder's executors, administrators or testamentary trustees upon the death of such Retaining Holder; provided that, in each case, (A) such transfer does not violate any federal or state securities laws and (B) the respective transferee, as a condition to such transfer, agrees in writing to be bound by the terms and conditions of the RHSA. Pursuant to the terms of each RHSA, each Retaining Holder further agreed not to transfer, make any short sale of, grant any option for the purchase of, or enter into any hedging or similar transaction with the same economic effect as a transfer of, 25% of the total shares of PDH Common Stock initially received by such Retaining Holder commencing on the first through the fourth anniversary of the closing of the MacDermid Acquisition.

Each RHSA also provides that after the earlier of (i) October 31, 2014 or (ii) a Change of Control, the PDH Common Stock received by each Retaining Holder will be exchangeable, at the option of the Retaining Holder, into shares of Common Stock, on a one-for-one basis (subject to adjustment). The RHSA defines "Change of Control" as (a) a merger or consolidation of Platform with another entity where Platform is not the surviving entity and where immediately after the merger or consolidation Platform's stockholders immediately prior to the merger or consolidation hold less than 50% of the voting stock of the surviving entity, or (b) the sale of all or substantially all of Platform's and its subsidiaries' assets to a third party if, immediately following such sale, Platform's stockholders hold less than 50% of the stock of said third party. Pursuant to the RHSA, we filed with the SEC a registration statement registering the resale of our Common Stock issuable upon exchange of the PDH Common Stock promptly after the completion of Platform's domestication into Delaware. We have agreed to use our commercially reasonable efforts to keep such registration statement continuously effective until the earlier of (a) the date on which all of such Retaining Holder's shares of our Common Stock have been sold, and (b) the date on which all of such Retaining Holder's shares of our Common Stock may be sold pursuant to Rule 144 (without volume or other restrictions).

Registration Rights Agreement

On November 7, 2013, we entered into a registration rights agreement with Pershing Square, the beneficial owner of approximately 27.4% of our outstanding shares as of April 10, 2014. Those shares were acquired by Pershing Square in our initial public offering and warrant exchange offer.

Pursuant to this agreement, for so long as any of the included funds managed by Pershing Square holds any Platform shares, Platform agreed to cooperate with such holders' reasonable requests to facilitate any proposed sale of shares by the requesting holder(s) in accordance with the provisions of Rule 144 ("Rule 144") promulgated under the Securities Act, or any successor rule, including, without limitation, by complying with the current public information requirements of Rule 144 and providing opinions of counsel, to the extent required. Additionally, Platform agreed that promptly after becoming eligible to utilize a Form S-3 registration statement, Platform will file with the SEC a registration statement on Form S-3 registering (among other securities) the resale of the Platform shares held by the holders and use its commercially reasonable efforts to have such registration statement declared effective as soon as practicable after its filing. Platform's obligations under the registration rights agreement shall terminate on the earlier of (i) the date on which all of a holder's shares have been sold, and (ii) the date on which all of a holder's shares may be sold pursuant to Rule 144 without volume or other restrictions.

Advisory Services Agreement

On October 31, 2013, Platform entered into an Advisory Services Agreement with Mariposa Capital, LLC, an affiliate of Martin E. Franklin and Mariposa Acquisition, LLC. Under this agreement, Mariposa Capital, LLC will provide certain advisory services to Platform. In connection with these services, Mariposa Capital, LLC is entitled to receive an annual fee equal to \$2,000,000 payable in quarterly installments. This agreement will expire on October 31, 2014 but will be automatically renewed for successive one-year terms unless either party notifies the other party in writing of its intention not to renew this agreement no later than 90 days prior to the expiration of the term. This agreement may only be terminated by Platform upon a vote of a majority of its directors. In the event that this agreement is terminated by Platform, the effective date of the termination will be six months following the expiration of the initial term or a renewal term, as the case may be. Platform paid a pro-rated fee of \$440,000 during the fiscal year 2013 under this agreement.

Bridge Loan

On August 28, 2013, MacDermid granted a bridge loan to Frank J. Monteiro in connection with his relocation and purchase of a new home. The principal amount of the loan was \$275,000 and the agreed interest rate was prime plus 1.0%. All principal and interest on the loan was to become due on the date Mr. Monteiro's existing home was sold. The principal amount of the loan and the accrued interest of \$2,081.34 was repaid in full on October 31, 2013, in advance of the due date.

Additional Stock Issuances to our Founder Entities, Certain Directors and Certain Stockholders

On November 6, 2013, in connection with the closing of our warrant exchange offer, we issued and sold 190,476 ordinary shares at \$10.50 per share to each of Berggruen Acquisition Holdings IV, Ltd., Mariposa Acquisition, LLC, Michael F. Goss (one-half of which were issued to a family trust) and E. Stanley O'Neal. In connection with our domestication from the British Virgin Islands into Delaware on January 22, 2014, our then-issued and outstanding ordinary shares automatically converted, on a one-for-one basis, into shares of our Common Stock.

On March 6, 2014, as contemplated by the Director Compensation Policy previously adopted by the Board on October 31, 2013, the Board approved the grant to each of Michael F. Goss and E. Stanley O'Neal of 4,621 restricted shares of our Common Stock that will vest on June 12, 2014. Such grants are subject to shareholder approval of the 2013 Incentive Compensation Plan (see proposal 4 below).

As of March 4, 2014, in accordance with the terms of the warrant instrument governing our outstanding warrants, a mandatory redemption event occurred with respect to all of our outstanding warrants as the daily volume weighted average price of our Common Stock on the NYSE for the ten consecutive trading days ended March 4, 2014 was equal to or greater than \$18.00. Each warrant was to be mandatorily redeemed by us for \$0.01 per warrant on April 3, 2014, unless exercised on or before April 2, 2014. The warrants were exercisable in multiples of three for one share of our Common Stock at an exercise price of \$11.50 per whole share of our Common Stock. On or after April 3, 2014, holders of warrants which were not exercised had no further rights with regards to such warrants, except to receive \$0.01 per warrant.

In connection with such mandatory redemption, the following exercises and purchases of shares of our Common Stock occurred:

On March 7, 2014, Pershing Square exercised 12,500,001 warrants to purchase 4,166,665 shares of our Common Stock.

On March 13, 2014, Mariposa Acquisition, LLC, an affiliate of Martin E. Franklin, exercised 2,649,999 warrants to purchase 883,333 shares of our Common Stock. Martin E. Franklin is the managing member of Mariposa Acquisition, LLC. On April 10, 2014, Mr. Franklin owns, directly or indirectly, 61.32% of Mariposa Acquisition, LLC representing 3,800,087 shares of our Common Stock and 649,992 shares of our Series A Preferred Stock.

On March 13, 2014, Ian G.H. Ashken benefited from the exercise by Mariposa Acquisition, LLC of 299,980 warrants to purchase 99,993 shares of our Common Stock, which represent Mr. Ashken's indirect interest held by Mariposa Acquisition, LLC.

On March 18, 2014, Standhope Investments exercised 9,999,999 warrants to purchase 3,333,339 shares of our Common Stock.

On March 26, 2014, Berggruen Acquisition Holdings IV Ltd., an affiliate of Nicolas Berggruen, exercised 2,350,004 warrants to purchase 783,334 shares of our Common Stock. Mr. Nicolas Berggruen does not have any pecuniary or beneficial ownership of such shares.

Policy Concerning Related Party Transactions

The Board of Directors has determined that the Audit Committee is best suited to review and approve or ratify transactions with related persons, in accordance with the policy set forth in the Audit Committee charter. Such review will apply to any transaction or series of related transactions or any material amendment to any such transaction involving a related person and Platform or any subsidiary of Platform, and which is required to be disclosed under Item 404 of Regulation S-K under the Securities Act. For purposes of the policy, "related persons" will consist of executive officers, directors, director nominees, any stockholder beneficially owning more than 5% of the issued and outstanding Common Stock, and immediate family members of any such persons. In reviewing related person transactions, the Audit Committee will take into account all factors that it deems appropriate, including whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction. No member of the Audit Committee will be permitted to participate in any review, consideration or approval of any related person transaction in which the director or any of his immediate family member is the related person.

Board Role in Risk Management

The Board is actively involved in the oversight and management of risks that could affect Platform. This oversight and management is conducted primarily through Committees of the Board, as disclosed in the descriptions of each of the Committees above and in the charters of each of the Committees, but the full Board has retained responsibility for general oversight of risks. The Audit Committee is primarily responsible for overseeing the Platform's policies and procedures with respect to risk assessment and risk management. The other Committees of the Board consider the risks within their areas of responsibility. The Board satisfies their oversight responsibility through full reports by each Committee chair regarding the Committee's considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within Platform.

Director Compensation

From April 23, 2013 (date of our inception) until October 31, 2013, we paid our non-founder directors an annual fee of \$85,000, paid in advance, and our Chairman an annual fee of \$125,000, paid in advance. Such annual fees were paid in shares of Platform in lieu of cash. Paul Myners, our former Chairman, was paid compensation for his services as Chairman.

Upon our inception, Mr. Myners was granted a five year option to acquire 100,000 ordinary shares and each of Alun Cathcart and Alain Minc was granted a five year option to acquire 75,000 ordinary shares. All of these options are fully vested and, upon our domestication into Delaware on January 22, 2014, became options to acquire shares of Common Stock.

Commencing as of October 31, 2013, all non-executive directors are entitled an annual fee of \$50,000, paid quarterly. Members of any of our Committees are entitled to an additional annual fee of \$2,000. The chairman of our Audit Committee is entitled to an additional \$10,000 annual fee, and each of the chairmen of our Compensation Committee and Nominating and Policies Committee is entitled to an additional \$7,500 annual fee. In addition, all non-executive directors will be granted annually a number of restricted shares of our Common Stock equal to \$100,000 at the date of issue. Such restricted shares will vest on the date of the following year's annual meeting or not later than 13 months from the date of issuance.

Messrs. Goss and O’Neal will be paid compensation for their respective services on our Board. For their initial term as directors, each of Messrs. Franklin, Ashken, Berggruen and Israel has elected to waive all compensation for service as a director. Neither Mr. Franklin nor Mr. Berggruen, who served as our founder directors, nor Mr. Leever, who serves as our Chief Executive Officer, is entitled to receive any additional compensation for their services as a director. Fees are payable quarterly in arrears. In addition, all of the directors are entitled to be reimbursed by Platform for travel, hotel and other expenses incurred by them in the course of their directors’ duties relating to Platform.

The following table sets forth information regarding the compensation of our directors for 2013:

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(5)	Option Awards (\$)(2)(5)	All Other Compensation (\$)(3)(4)	Total (\$)
Martin E. Franklin	—	—	—	440,000	440,000
Daniel H. Leever	—	—	—	—	—
Ian G.H. Ashken	—	—	—	—	—
N i c h o l a s					
Berggruen	—	—	—	—	—
Michael F. Goss	25,000	100,000	—	—	125,000
Ryan Israel	—	—	—	—	—
E. Stanley O’Neal	23,958	100,000	—	—	123,958
Lord Paul Myners	—	125,000	100,000	—	225,000
Alun Cathcart	—	85,000	75,000	—	160,000
Alain Minc	—	85,000	75,000	—	160,000

- (1) The amounts shown include the annual non-executive director fee and additional Committee and Committee chair fees for all directors.
- (2) Grants of restricted shares of our Common Stock were made on March 6, 2014. Grants of stock options were made on April 28, 2013. The amounts in the “Stock Awards” column and the “Option Awards” reflect the aggregate grant date fair value of awards for the fiscal year ended December 31, 2013 computed in accordance with FASB ASC Topic 718. For additional information on the valuation assumptions regarding the fiscal 2013 grants, refer to Note 6 in our financial statements for the fiscal year ended December 31, 2013, which is included in our Annual Report on Form 10-K filed with the SEC.
- (3) Represents fees paid to Mariposa Capital, LLC, an affiliate of Martin E. Franklin, pursuant to an Advisory Services Agreement. See “Certain Relationships and Related Transactions” in this Proxy Statement.
- (4) Platform entered into Director and Officer Indemnification Agreements with each of its current directors and officers. Such Indemnification Agreements generally provide that Platform shall indemnify each director or officer to the fullest extent permitted by Delaware law, subject to certain exceptions, against expenses, judgments, fines and other amounts actually and reasonably incurred in connection with their service as a director or officer of Platform. The Indemnification Agreements also include rights to advancement of expenses and contribution.
- (5) The following table sets forth the aggregate number of restricted shares of our Common Stock outstanding at December 31, 2013 for each of our non-executive directors:

Name	Aggregate Number of Restricted Shares Outstanding at December 31, 2013	Aggregate Number of Unexercised Stock Options Outstanding at December 31, 2013
Martin E. Franklin	—	—
Daniel H. Leever	—	—
Ian G.H. Ashken	—	—
Nicholas Berggruen	—	—
Michael F. Goss	4,621	—
Ryan Israel	—	—
E. Stanley O'Neal	4,621	—
Lord Paul Myners	—	100,000
Alun Cathcart	—	75,000
Alain Minc	—	75,000

III. EXECUTIVE COMPENSATION

Set forth below is certain information relating to our current executive officers and covered persons. Biographical information with respect to Mr. Leever is set forth above under “PROPOSAL 1 – ELECTION OF DIRECTORS.”

Name	Age	Title
Daniel H. Leever	65	Chief Executive Officer and President
Frank J. Monteiro	44	Senior Vice President and Chief Financial Officer
John L. Cordani	51	Corporate Secretary of Platform, Vice President and General Counsel of MacDermid

Frank J. Monteiro Mr. Monteiro has served as the Senior Vice President and Chief Financial Officer of Platform since the MacDermid Acquisition on October 31, 2013. Mr. Monteiro served as the Senior Vice President and Chief Financial Officer of MacDermid from February 2010 to October 31, 2013. From April 2007 until February 2010, Mr. Monteiro served as Vice President of Finance and Treasurer of MacDermid. Mr. Monteiro joined the MacDermid business in June 1998 and, from June 1998 to April 2007, served in the positions of General Accounting Manager, Domestic Accounting Manager and Assistant Controller of Industrial Americas operations, and as Assistant Treasurer and Risk Manager of MacDermid. Mr. Monteiro received a Bachelor of Science in Accountancy from Bentley University.

John L. Cordani Mr. Cordani has served as the Secretary and General Counsel of MacDermid from 1994, other than during the period from May 2000 to March 2002, when he worked as a partner at Carmody & Torrance LLP, and Corporate Secretary of Platform since the MacDermid Acquisition on October 31, 2013. From 1989 until 1992, Mr. Cordani served as IP Manager of MacDermid. Having joined MacDermid in 1986, Mr. Cordani served as a Researcher for the company from 1986 until 1989. Since 2001, Mr. Cordani also works as an Adjunct Professor of Law at Quinnipiac University Law School. Mr. Cordani received a Juris Doctor from Quinnipiac University Law School, a Master of Science in Materials Science from Rensselaer Polytech, and a Bachelor of Science in Chemical Engineering from Texas A&M University.

Summary Compensation Table

As an “emerging growth company,” we have opted to comply with the executive compensation disclosure rules applicable to “emerging growth companies” as such term is defined in the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”). Daniel H. Leever and Frank J. Monteiro were executive officers of MacDermid Holdings as of December 31, 2012. Upon completion of the MacDermid Acquisition, Messrs. Leever and Monteiro became executive officers of Platform. The following table summarizes the compensation to these persons (i) for the fiscal year ended December 31, 2013 (which includes compensation paid by MacDermid for the period of January 1, 2013 through October 31, 2013 and by Platform for the period of November 1, 2013 through December 31, 2013) and (ii) for their services to MacDermid for the fiscal year ended December 31, 2012. The MacDermid board of directors was responsible for all decisions regarding compensation until the MacDermid Acquisition.

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Name and Principal Position	Year	Salary (\$)(1)	Stock Awards (\$)		Non-Equity Incentive Plan Compensation (\$)(4)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$)(5)	All Other Compensation (\$)(11)(12)	Total (\$)
Daniel H. Leever Chief Executive Officer and President	2013	843,750	2,500,000(2)		1,700,000	363,590(6)	9,233	5,416,573
	2012	818,750	43,416 (3)		825,000	111,978(7)	3,564	1,802,708