



TAMINCO GROUP NV

*Panterschipstraat 207, 9000 Ghent, Belgium
Enterprise number 0891.533.631*

Offering of New Shares (with VVPR strips attached) and Existing Shares Listing on Euronext Brussels of all Shares and VVPR strips

This is an offering (the **Offering**) of ordinary shares (the **Shares**) of Taminco Group NV (the **Company** or the **Group**), consisting of (i) an offering (the **Primary Offering**) of up to € 160 million in new shares (with VVPR strips attached) (the **New Shares**) by the Company and (ii) an offering (the **Secondary Offering**) of up to 14,750,000 existing shares (without VVPR strips attached) (the **Existing Shares** and, together with the New Shares, the **Offer Shares**) by Taminco Group Holdings S.à r.l. (the **Selling Shareholder**).

The Offering consists of (i) a public offering to retail investors in Belgium (the **Retail Tranche**) and (ii) an offering to institutional investors (the **Institutional Tranche**) (A) outside of the United States pursuant to Regulation S (**Regulation S**) under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), and (B) in the United States to “qualified institutional buyers” as defined in, and in reliance on, Rule 144A (**Rule 144A**) under the U.S. Securities Act.

The Selling Shareholder will grant to Merrill Lynch International, as stabilisation manager (the **Stabilisation Manager**), on behalf of itself and the Underwriters (as defined herein), an option to purchase additional Existing Shares (the **Over-allotment Shares**) at the Offer Price, representing a maximum of 15% of the total number of Offer Shares, solely to cover short positions, if any, created by over-allotments and/or from the sale of Shares effected by them during the Stabilisation Period (as defined herein) (the **Over-allotment Option**).

The Offer Price will be determined on the basis of a book-building process, conducted during the Offering Period (as defined herein), in which only institutional investors will participate. The Offer Price is expected to be published in the Belgian press February 5, 2010 and in any event will be published no later than one Business Day (as defined herein) thereafter. The Offer Price will be a single price in euro that will apply to all investors. It is expected to be set within an Offer Price range of between € 11.00 and € 14.00 per Offer Share (the **Offer Price Range**), although it may be set below the lower end of the Offer Price Range.

The Offering Period will start on January 21, 2010 and close at 4.00 p.m. CET on February 3, 2010, subject to the possibility of an early closing (the **Offering Period**). In the event of an early closing, the pricing, allocation, listing and closing of the Offering may be advanced accordingly.

Prior to this Offering, there has been no public market for the Shares or the VVPR strips (as defined herein). Application has been made to list the Shares on Euronext Brussels under the symbol “AMIN” and the VVPR strips under the symbol “AMINS”. Trading of the Shares and the VVPR strips on Euronext Brussels is expected to commence, on an “if-and-when-issued and/or delivered” basis, on or about February 5, 2010 (the **Listing Date**). Delivery of the Offer Shares and the VVPR strips is expected to take place in book-entry form against payment thereof in immediately available funds on or about February 9, 2010 (the **Closing Date**).

An investment in the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips involves substantial risks and uncertainties. Prospective investors should read the entire document and, in particular, the section headed “Risk Factors”, when considering an investment in the Company.

NOTICE FOR NON-BELGIAN RESIDENT INVESTORS

The Offer Shares, the Over-allotment Shares, if any, and the VVPR strips have not been and will not be registered under the securities laws of any jurisdictions other than Belgium. The distribution of this document and the offer, sale and delivery of the Offer Shares, the Over-allotment Shares, if any, and the VVPR strips in certain jurisdictions may be restricted by law. The Offer Shares, the Over-allotment Shares and the VVPR strips have not been and will not be registered under the U.S. Securities Act or the applicable securities laws of any state or other jurisdiction of the United States and, subject to certain exceptions, may not be offered or sold within the United States. Prospective purchasers are hereby notified that sellers of the Shares may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A. For a description of these and certain other restrictions on transfer of the Shares and the distribution of this Prospectus, see “Selling and Transfer Restrictions”.

Joint Global Co-ordinators and Bookrunners

BofA Merrill Lynch Morgan Stanley KBC Securities BNP PARIBAS FORTIS

Prospectus dated January 19, 2010