

Declaration of Conformity

according to Section 161 of the German Stock Companies Act (*Aktiengesetz*)

The Board of Management and the Supervisory Board hereby declare that Brenntag AG complies and plans to continue to comply with the recommendations of the Government Commission German Corporate Governance Code in the version dated June 24, 2014, announced by the Federal Ministry of Justice in the official section of the *Bundesanzeiger* (Federal Gazette), with the exception of the recommendation in Section 4.2.3 para. 3 of the Code. The deviation from the recommendation is declared for precautionary reasons and is based on the following considerations:

Brenntag AG generally follows this recommendation. However, for one member of the Board of Management there is a defined contribution plan, which does not aim to achieve a specific level of pensions. The Supervisory Board therefore does not establish the targeted level of pensions in this respect.

Furthermore, the Board of Management and the Supervisory Board hereby declare that Brenntag AG did comply with the recommendations of the Government Commission German Corporate Governance Code in the version dated May 13, 2013 since its last declaration of conformity dated December 18, 2013 with the exception of the recommendation in Section 4.2.3 para. 3 of the Code as described above.

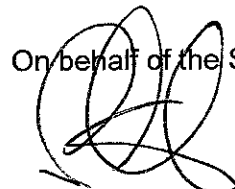
Mülheim an der Ruhr, December 15, 2014

On behalf of the Board of Management



-Holland -

On behalf of the Supervisory Board



- Zuschke -