

**Counter motions and election proposals
of the Annual General Meeting of Brenntag SE
on 20 May 2026**



*The English version of the following text is only a convenience translation of the German original.
In case of any deviations, only the German version shall be decisive.
For the legally binding German-language document, please refer to the original German version which is
published on the Internet at www.brenntag.com/hauptversammlung*

Latest update: 6 May 2026

Shareholders can submit countermotions against proposals from the Board of Management and Supervisory Board on specific agenda items of the virtual Annual General Meeting, as well as nominations for the election of Supervisory Board members or auditors, in accordance with Sections 126 (1), 127 German Stock Corporation Act (*Aktiengesetz*).

Below you will find all the disclosable shareholder motions relating to the agenda items of the Annual General Meeting of Brenntag SE on 20 May 2026, as well as any statements from management. The motions and reasoning reflect solely the author's view as shared with us. Factual statements were also published by us unchanged and without verification on the dedicated AGM website in case they are required to be disclosed.

You can endorse any countermotion aimed exclusively at rejecting a proposed resolution by voting against the proposal of management. With regard to the details of the procedure for exercising voting rights, reference is made to the corresponding statements in the convocation of the Annual General Meeting 2026.

Counter-motion by the Dachverband der Kritischen Aktionärinnen und Aktionäre for the Annual General Meeting of Brenntag SE on 20 May 2026

Re: Agenda item 3: Discharge of the Management Board

The Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that the Board of Management of Brenntag SE be denied discharge.

Reason:

The Management Board is failing to fulfil its human rights and social responsibilities towards its own employees.

Labour rights: Contradiction between human rights obligations and practice

Brenntag's conduct in its US business operations stands in stark contradiction to its own corporate guidelines and human rights declaration. There, under point 2 ('Freedom of association, right to collective bargaining'), Brenntag expressly undertakes to respect the right of employees 'to join or not to join a trade union or employee representative body of their choice without threat or intimidation', as well as to recognise the right to collective bargaining and to ensure that employee representatives are neither disadvantaged nor favoured.

This stands in contrast to the practice documented by the US trade union Teamsters, whereby employees active in trade union activities have repeatedly been temporarily excluded from their work. Such so-called "lockouts" are deliberately used as a means of pressure in ongoing collective bargaining negotiations, including by Brenntag. This deliberately deprives employees of their economic livelihood in order to enforce below-average or disadvantageous contractual or working conditions for employees in negotiations with trade unions.

A concrete example of this is the case at Brenntag Great Lakes in Iowa, USA: Teamsters members were abruptly locked out in February 2026 after rejecting a contract offer they considered inadequate. This lockout lasted 35 days and led to a total of 60 days of industrial action, including a strike over unfair labour practices. Only then was a new collective agreement reached.

Such a course of action involving lockouts clearly constitutes significant pressure, intimidation and discrimination against unionised employees. For us, such a course of action is incompatible both with internationally recognised labour and human rights standards and with Brenntag's own commitment to ensuring that collective bargaining and union involvement are free from intimidation and discrimination.

The use of lockouts not only undermines trust between staff and management, but also causes lasting damage to the credibility of the

company's own human rights commitments. When a company disregards its own principles in practice, responsible corporate governance becomes mere rhetoric.

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The management of Brenntag SE takes the following position on the motion from the Umbrella Organization of Critical Shareholders

The proposed resolution of the Board of Management and Supervisory Board is maintained. The Board of Management and the Supervisory Board propose that the acts of the members of the Board of Management serving in the financial year 2025 shall be formally approved (*Entlastung*) for that period.

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