

BRENNTAG UK HOLDING LIMITED**DIRECTORS' STATEMENT OF COMPLIANCE WITH DUTY TO PROMOTE THE SUCCESS OF THE COMPANY**

Under section 172(1) of the Companies Act 2006, the Board has a duty to act in good faith and in a way that would be most likely to promote the success of the Company for the benefit of its shareholder whilst having regard to matters set out in S172(1) (a-f) of the Act:

- (a) the likely long term consequences of decisions;
- (b) the interest of the Company's employees;
- (c) the need to foster the Company's business relationships with suppliers, customers and others;
- (d) the impact of the Company's operations on the community and the environment;
- (e) the desirability of the Company maintaining a reputation for high standards of business and conduct; and
- (f) the need to act fairly as between the Company's owners.

To discharge their section 172(1) duties the Board had regard to the factors set out above in making the principal decisions taken by the Company.

The Company is the UK parent company of the Brenntag UK & Ireland group of companies, has no employees, external customers or suppliers, therefore the Board primarily considers the interests of its sole member and ultimate parent company, Brenntag AG with regard to performing their duties under S172(1). All Board decisions made during the year were made to promote the long term success of both the Company and its ultimate parent company and were in line with the strategic goals and objectives of the group.

Developments during the year

The Board made a number of key decisions on behalf of the Company during the year and throughout the decision making process considered the impact on the Company's stakeholders. The principal decisions included:

The approval of an interim dividend payment to its immediate parent. The Board considered the long term consequences of paying up its distributable reserves and considered on balance it was in the best interest of its stakeholders as a whole.

The Board also approved the acquisition of Glenalmond Holdings Limited and its trading subsidiary Tan International Limited. When approving any acquisition the Board considers the impact on the Company's stakeholders and the stakeholders of the wider Brenntag Group. The Company's ultimate parent company Brenntag AG, is actively involved in such decisions through a formal and comprehensive approval process. The Board believe the acquisition strengthens Brenntag's position in the UK market place, improves product and servicing offerings and promotes the long term success of the business. The decision was considered to be in the best interest of both the Company's shareholder and the wider group's business partners and employees.