

BRENNTAG UK 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 have had regard to the factors set out above and acknowledge that for the business to grow over the long term, a full understanding of the Company's stakeholders is required to ensure that the Board can make informed decisions which factor in stakeholder interest.

Stakeholder engagement

The Board consider its significant stakeholder groups to be:

(i) Customers and suppliers

The Company is part of the Brenntag Group, the global market leader in chemical and ingredient distribution. Brenntag's aim is to connect chemical manufacturers (our suppliers) with chemical users (our customers) providing a complete distribution solution rather than just chemical products.

The Group's philosophy "ConnectingChemistry" describes our Company's value creation, purpose and commitment to all partners in the supply chain. The Company supports its business partners in developing and growing their business and enabling them to expand their market reach.

Brenntag provides its business partners with in depth product, application and industry expertise. The Company is able to address the different requirements of its suppliers and customers flexibly and with the focus on providing the right solution because we have experts and specialists for all customer industries in which we operate. Our experts share their knowledge of local conditions and the specific applications of our products, thereby creating real added value for our partners.

As part of the Brenntag Group the Company has access to a global supply network whilst maintaining a unique local depot network – this ensures that the Company is well placed to meet its business partners' diverse requirements.

The Company's business partners are vital to ensuring the long term success of the Company, this principle remains unchanged and as a business we constantly review our business model with a view to leveraging further potential.

(ii) Employees

Our employees with their expertise and dedication play a key role in the Company's success and long term prospects. As part of the Brenntag Group, the Company follows the Brenntag global human resources strategy. A key part of this strategy is to promote employee retention and development at every level. We encourage open dialogue, allowing employees to play a part in shaping the Company and foster a change and performance culture.

The internal online group portal supports and promotes the flow of information, communication and cooperation between Brenntag Group employees. The platform brings together Brenntag Group employees and facilitates the sharing of information, experiences and best practice methods. The Coronavirus pandemic changed the working environment significantly in the year under review, as a result the Group focused on sharing best practice methods to ensure the health and safety of its employees. For example, movement and ergonomics when working from home and on maintaining an optimum work life balance.

During the year the Company also participated in the Brenntag global e learning programme, which offers flexible and digital based training on specific professional skills and regional compliance. The programme aims to foster a culture of autonomous learning.

(iii) Shareholders

Brenntag Group policies and procedures ensure that the Board constantly engage with its ultimate parent company Brenntag SE, which promotes and maintains consistently high standards of current, relevant, compliance. Brenntag SE's representatives are actively involved in decisions relating to strategy, operational performance, capital investments and financial structure and their input is factored into all such decisions.

(iv) The community and environment

As part of the Brenntag Group, the consideration of the impact on the community and environment is taken at Group level. Further details are available in the Annual Sustainability Report of the ultimate parent company Brenntag SE which is available on the Group's website at <https://www.brenntag.com/corporate/en/sustainability/>.

Details of the Company's greenhouse gas emissions, energy consumption and energy efficiency actions can be found on page 9.

The Company continued to participate in the "Brenntag Giving" programme. This programme is operated at a Brenntag UK & Ireland group level and involves each month a site being selected whose employees can choose a good cause or registered charity who should receive a donation from Brenntag. From November 2020, the Brenntag Giving program was expanded to link it to our Voice of the Customer programme. For every Voice of the Customer survey completed the Company now makes a donation to a Brenntag Giving charity chosen by our employees.

The Company continued to allow its employees to take time off work so they can support a charitable organisation in the local community.

Developments during the year

The Brenntag Group's transformation programme "Project Brenntag" made good progress in all areas last year. "Project Brenntag" is the first step in the Group's comprehensive transformation. It will lay solid foundations for sustainable organic earnings growth in the coming years and extend Brenntag's global market lead through a sharper focus, reduced complexity and even stronger partnerships with customers and suppliers.

Under the new global operating model the Company will aim to serve its business partners and stakeholders faster, better and more comprehensively by focusing even more closely on their specific changing requirements.

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 Company's ultimate parent company, Brenntag SE, is actively involved in all such decisions through a comprehensive formal approval process. 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 interests of its stakeholders as a whole.
- The approval of the acquisition of Brenntag Packed Chemicals Limited. The Board considered the long term consequences of the decision and considered it to be in the best interests of its stakeholders as a whole.
- As part of a business simplification exercise, the Board approved a business transfer to the Company from Tan International Limited, a fellow subsidiary. It also approved a business transfer from its direct subsidiary, Brenntag Packed Chemicals Limited. When approving any group restructuring the Board considers the impact on the Company's stakeholders and the stakeholders of the wider Brenntag Group. The Board believe streamlining the UK group organisational structure will reduce administrative burden, enabling resources to be focused on promoting the long term success of the business. The decision was considered to be in the best interest of the Company's and the wider Group's business partners and employees.