

## **Rules of Procedure of the Supervisory Board of Brenntag SE**

### **Article 1 General provisions**

1. The Supervisory Board advises and supervises the Board of Management in its management of the Company.
2. The Supervisory Board conducts its business in accordance with applicable law, the Company's Articles of Association and these Rules of Procedure. The recommendations of the German Corporate Governance Code, as amended from time to time, pertaining to the supervisory board shall be observed, unless otherwise stated in the Declaration of Conformity of the Board of Management and Supervisory Board pursuant to Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 161 of the German Stock Corporation Act (Aktiengesetz) published on the website of the Company. In fulfilling its duties, it cooperates closely in an atmosphere of trust with the Board of Management in the best interests of the Company.

### **Article 2 Members**

1. The Supervisory Board shall comprise a total of eight members.
2. The Supervisory Board has to be composed in such a way that its members collectively possess the knowledge, skills and professional expertise required to properly perform their duties and are sufficiently independent. At least one member shall have expertise in the field of accounting, which shall consist of special knowledge and experience in the application of accounting principles and internal control and risk management systems. At least another member shall have expertise in the field of auditing, which shall consist of specific knowledge and experience in the auditing of financial statements. The members as a whole shall have the required knowledge of the respective area of business of the Company including expertise regarding sustainability issues relevant to Brenntag Group.
3. Each Supervisory Board member ensures that it has sufficient time available to discharge its duties.
4. No member of the Supervisory Board shall continue to hold office beyond the close of the General Shareholders' Meeting following the 70th birthday of the member of the Supervisory Board. Moreover, election proposals by the Supervisory Board shall consider that the members of the Supervisory Board shall generally not serve on the Supervisory Board for more than twelve years. The Supervisory Board shall determine concrete objectives regarding its composition and shall prepare a profile of skills and expertise for the entire board, while taking diversity into account. The concrete

objectives and the status of the implementation shall be published in the Corporate Governance Statement.

### **Article 3 Elections**

1. The Supervisory Board's proposals for the election of new members of the Supervisory Board by the General Shareholders' Meeting shall take into account the Supervisory Board's objectives, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Supervisory Board, as well as the following principles:
  - a) Candidates who are members of the management board of another listed company shall not serve on the Supervisory Board if he or she holds more than two supervisory board seats – including a potential appointment of the Company – at non-group listed companies or in comparable bodies of non-group companies with similar requirements and shall not accept the chair position of a supervisory board of a non-group listed company. A candidate who is not a member of any management board of a listed company shall not accept more than five supervisory board mandates – including a potential appointment of the Company – at non-group listed companies or comparable functions, with an appointment as chair of the supervisory board being counted twice.
  - b) No more than two former members of the Company's Board of Management shall serve on the Supervisory Board. Members of the Supervisory Board shall not hold directorships or similar positions, or work in an advisory capacity, at major competitors of the Company.
  - c) The appointment of a former member of the Board of Management (especially the Chair) as Chair of the Supervisory Board or as Chair of a Committee shall not be the rule. If such appointment is proposed, it shall be especially justified before the General Shareholders' Meeting.
  - d) The Supervisory Board shall comprise – in its own estimation – an adequate number of independent members, provided that more than half of the members shall be independent. Members of the Supervisory Board are particularly considered as independent if they have no personal or business relations with the Company, its Board of Management, a controlling shareholder or an enterprise associated with the latter which may cause a substantial and not merely temporary conflict of interest. The Chair of the Supervisory Board as well as the Chair of the Audit and Compliance Committee and the Nomination and Remuneration Committee shall be independent from the Company and the Board of Management.

- e) In its concrete objectives regarding its composition, and its profile of required skills and expertise for the entire Board, the Supervisory Board shall appropriately address among others the international activities of the Brenntag Group, potential conflicts of interest, an age limit for the members of the Supervisory Board and diversity (including an appropriate degree of female representation in line with the applicable law).
- 2. Recommendations by the Supervisory Board to the General Shareholder's Meeting shall take these objectives into account as well as a satisfaction of the Supervisory Board that the respective candidates can devote the expected amount of time required.
- 3. The Supervisory Board shall disclose in its election proposals to the General Shareholders' Meeting the personal and business relationships of every candidate with the Company, the governing bodies of the Company, and any shareholders who directly or indirectly hold more than 10% of the voting shares of the Company. The disclosure is limited to information and circumstances that, in the opinion of the Supervisory Board, an objectively judging shareholder would consider decisive for their election decision.
- 4. The Supervisory Board shall accompany the proposal for a candidate by a curriculum vitae, providing information on the candidate's relevant knowledge, skills and professional experience, and an overview of the candidate's material activities in addition to the Supervisory Board mandate.

## **Article 4 Rights and obligations**

- 1. All members of the Supervisory Board have the same rights and duties unless otherwise determined by applicable law, the Articles of Association, the Committees' Rules of Procedures or these Rules of Procedure. They are not bound by mandates or instructions.
- 2. The members of the Supervisory Board shall be bound to secrecy with regard to confidential information and secrets of the Company (especially confidential reports and consultations) to which they gain access through their service on the Supervisory Board. This obligation continues to apply after they have left office. All confidential documents must be returned to the Chair of the Supervisory Board when their respective membership of the Supervisory Board comes to an end.
- 3. Each member of the Supervisory Board is bound by the Company's best interests. No member of the Supervisory Board may pursue personal interests in their decisions or use business opportunities intended for the Company for themselves.

4. The members of the Supervisory Board shall on their own take on the necessary training and further education measures required for their tasks. They shall be sufficiently supported by the Company upon their appointment and during training and professional development measures. Such measures shall be disclosed in the report of the Supervisory Board.
5. Each member of the Supervisory Board shall inform the Chair of the Supervisory Board of any conflicts of interest without undue delay. If necessary, the Chair will arrange for the matter to be discussed by the Nomination and Remuneration Committee. The Chair of the Supervisory Board shall inform the Supervisory Board or the Nomination and Remuneration Committee of the Chair's own conflicts of interest. The Supervisory Board shall inform the General Shareholders' Meeting in its annual report of any conflicts of interest and the handling thereof. Significant conflicts of interest concerning a Supervisory Board member which are not temporary shall lead to the termination of the mandate.
6. Each member of the Supervisory Board shall inform the Chair of the Audit and Compliance Committee and provide sufficient information of any intended transaction of a member of the Supervisory Board or a close family member, or of a company controlled by a member of the Supervisory Board or by a close family member of a member of the Supervisory Board (all in accordance with Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 111a para. 1 sentence 2 of the German Stock Corporation Act and IAS 24) with the Company or a Brenntag Group company before undertaking such transaction.
7. Each member of the Supervisory Board shall inform the Company without undue delay of any purchase or sale of shares in the Company or any of its subsidiaries and of any options, other derivatives or financial instruments in relation to such shares.
8. The Supervisory Board appoints and dismisses the members of the Board of Management. When appointing the Board of Management, the Supervisory Board shall take diversity into account and, in particular, aim for an appropriate consideration of women. The period of office of a member of the Board of Management shall not be extended beyond the 65th birthday. Together with the Board of Management, the Supervisory Board shall ensure that there is a long-term succession planning. The approach shall be described in the Corporate Governance Statement. The first-time appointment of Board of Management members shall be for a period of not more than three years. Only under special circumstances shall the Supervisory Board undertake the reappointment of members of the Board of Management earlier than one year prior to the end of the appointment period while at the same time revoking the current appointment.

## **Article 5 Chair and Deputy Chair**

1. As provided by the German Stock Corporation Act and the Articles of Association, the Supervisory Board shall elect from among its members a Chair and a deputy Chair under the direction of the oldest Supervisory Board member present. The election takes place in each case for the duration of the membership of the Supervisory Board.
2. Should one of the aforementioned retire before the respective period of office has expired, the Supervisory Board shall elect a successor immediately to serve the remaining term of the retired member.
3. The Chair is authorized to make any declarations on behalf of the Supervisory Board, which are necessary to implement the resolutions of the Supervisory Board. The Chair is authorized to accept declarations addressed to the Supervisory Board. If the Chair is incapacitated the deputy Chair has such authorities.
4. The Chair is authorized and shall be available – within reasonable limits – to discuss Supervisory Board related issues with investors provided this is (i) deemed to be in the best interests of the Company and (ii) compliant with applicable laws, in particular the duty of confidentiality, insider regulation and the principle of equal treatment of shareholders as established in the German Stock Corporation Act. The Chair shall inform the Supervisory Board on all material topics of such investor discussions, if any, and keep the Board of Management sufficiently informed. Other members of the Supervisory Board shall only be entitled to discussions with investors with the explicit approval of the Chair of the Supervisory Board.
5. Between meetings, the Chair of the Supervisory Board shall be in regular contact with the Board of Management – in particular, the Chair of the Board of Management – in order to discuss with them issues of strategy, business development, the risk situation, risk management and compliance of the Brenntag Group. The Chair shall report on these matters to the Supervisory Board in its subsequent meeting.

## **Article 6 Convening of meetings**

1. The Supervisory Board shall hold at least two meetings in the first two quarters and at least two meetings in the second two quarters of each calendar year. Additional meetings shall be held if necessary.
2. The Chair of the Supervisory Board must inform the Supervisory Board and, if required, must convene an extraordinary meeting of the Supervisory Board if the Chair of the Supervisory Board is informed by the Chair of the Board of Management of important events which are essential for the assessment of the situation and development as well as for the management of the Company.
3. The Chair of the Supervisory Board or, if the Chair is prevented, the deputy Chair convenes the meetings of the Supervisory Board and determines the venue of the meeting. Notices of the meetings shall be given in text form (e.g. by letter, fax or e-mail)

to the address last made known to the Board of Management. In urgent cases the Chair can also convene meetings by telephone.

4. Notice of the meeting is given with seven days' notice and such notice shall state the individual items on the agenda. In urgent cases, the notice period can be shortened. Working documents are sent to the members of the Supervisory Board in good time. For the purpose of calculating the aforementioned notice period, the dispatch of the notice is decisive.
5. Each member of the Supervisory Board or the Board of Management, indicating the purpose and the request's reasons shall be entitled to have the Chair immediately convene a meeting of the Supervisory Board. Should this request not be granted, the member of the Supervisory Board or the Board of Management may convene the Supervisory Board themselves, stating an agenda.
6. Proposals for resolutions by individual members of either the Supervisory Board or the Board of Management which are received before the agenda is circulated shall be placed on the agenda.
7. The Board of Management shall attend the meetings of the Supervisory Board unless the Chair of the Supervisory Board decides otherwise. If the auditor is called in as expert, the Board of Management shall not attend the meeting unless the Supervisory Board decides otherwise. The Supervisory Board shall also meet on a regular basis without the Board of Management.

## **Article 7 Meetings**

1. The Chair of the Supervisory Board chairs the meetings of the Supervisory Board. The Chair determines the order in which items are dealt with as well as the type of voting procedure.
2. The Chair also determines the language in which the meeting shall be conducted. If a member of the Supervisory Board does not speak the language so determined, the Chair shall procure a simultaneous translator. Meetings are generally held personally and may also be held by means of video conference or teleconference or by any other common means of communication.
3. Resolutions of the Supervisory Board are generally adopted in meetings orally. Resolutions can be adopted outside of meetings orally, by telephone, in writing, by fax, by e-mail or by any other common means of communication, in particular by video conference, as well as by making combined use of the aforementioned means of communication, if all members of the Supervisory Board participate in the adoption of



the resolution or if the Chair of the Supervisory Board orders to all members of the Supervisory Board, and no member of the Supervisory Board objects to the adoption of the resolution by any such means within a reasonable period of time, such period being determined by the Chair in the Chair's order.

4. Absent members of the Supervisory Board can participate in the voting by submitting their votes in written form through other members present at the meeting. They can also cast their votes during a meeting or following the meeting within a reasonable period of time to be determined by the Chair by telephone, by fax, by e-mail or by any other common means of communication.
5. The quorum for the Supervisory Board is determined by the law and the Articles of Association. Resolutions shall be adopted by simple majority of the votes cast unless provided otherwise by applicable mandatory law or the Articles of Association. A member is also deemed to have participated in the vote on the adoption of a resolution if the member abstains from voting.
6. In the event of a tie, the Chair of the Supervisory Board shall have a casting vote. Pursuant to para. 4, this casting vote may also be submitted in written form. If no Chair is appointed or the Chair does not participate in the vote, a proposal for a resolution is deemed to be rejected in case of a tie of votes.
7. Items not included in the agenda may be dealt with if the members present resolve upon such items by simple majority. Resolutions on such items may only be adopted if no member raises an objection in the meeting and all the absent members subsequently approve this procedure within a period to be set by the Chair of the Supervisory Board.
8. The Chair of the Supervisory Board appoints the person to take down the minutes and decides whether to call upon experts and people able to provide information for dealing with individual points on the agenda.
9. Minutes are kept for each meeting of the Supervisory Board which are to be signed by the Chair. The minutes are to state the place and the day of the meeting, those present, the items on the agenda, the essential content of what was dealt with, and the resolutions passed by the Supervisory Board. Resolutions adopted outside of meetings are recorded in writing and such minutes have to be sent to all members of the Supervisory Board immediately. Minutes shall be kept in the language determined by the Chair of the Supervisory Board pursuant to para. 2 and subsequently translated into a language spoken by the member(s) who do(es) not speak the language in which the meeting was conducted.

10. The minutes pursuant to para. 9 shall be sent to all members of the Supervisory Board and officially approved in the following Supervisory Board meeting. They also count as approved if no member of the Supervisory Board who took part in the voting submits a written objection to the Chair of the Supervisory Board within four weeks of the minutes being sent.

## **Article 8 Committees**

1. From among its members, the Supervisory Board sets up and appoints the following Committees:
  - a) a Nomination and Remuneration Committee,
  - b) an Audit and Compliance Committee.
2. From among its members, the Supervisory Board may set up and appoint further committees and, to the extent legally possible, transfer to them decision-making powers similar to those of the committees mentioned in para. 1.
3. The regulations established for the Supervisory Board in the Articles of Association and these Rules of Procedure apply *mutatis mutandis* to the internal organization of the committees unless a different arrangement is established below or in the Committee's Rules of Procedure which are to be issued by the Supervisory Board.

## **Article 9 Committee members**

1. The members of the committees are generally appointed at the constituent meeting of the Supervisory Board for their entire period of office as members of the Supervisory Board.
2. Insofar as the committees take decisions in place of the full Supervisory Board, they shall have a quorum if at least three of their members are taking part in the adoption of the resolution.
3. Each committee Chair regularly reports to the Supervisory Board on the activity of the committee.



## **Article 10 Auditors' reports**

The auditors' reports shall be handed over or sent to the members of the Supervisory Board pursuant to Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 170 para. 3 of the German Stock Corporation Act in order to prepare for the Supervisory Board meeting whose agenda includes a resolution on the annual financial statements. The appendices and notes to the auditors' reports shall be handed over or sent solely to the members of the Audit and Compliance Committee; however, all members of the Supervisory Board may inspect these documents.

## **Article 11 Termination of mandate**

1. Upon termination of the mandate, the member of the Supervisory Board shall return to the Company all confidential documents still in his or her possession which he or she received or prepared in the course of his or her activities as a member of the Supervisory Board, such as reports to the Supervisory Board, Supervisory Board documents, meeting documents and minutes, meeting and other notes containing confidential Company information, or, if data were stored electronically, delete them.
2. If third parties or the Company assert claims in connection with the Supervisory Board activity against a member of the Supervisory Board or a former member after he or she has left the Supervisory Board, the Company shall grant the person concerned and any lawyers commissioned by him or her access to the Supervisory Board documents prepared during the term of the mandate of the person concerned for the purpose of defending against the claims raised. The person concerned is obliged to use the information and documents received exclusively for the purpose of defending the claims asserted in judicial and extrajudicial proceedings. The Company is obliged to retain the Supervisory Board documents in accordance with the statutory retention periods.

## **Article 12 Self-assessment**

The Supervisory Board shall assess at regular intervals, how effective the Supervisory Board as a whole and its committees fulfil their tasks and shall examine opportunities to improve its work. The self-assessment shall include in particular the procedures of the Supervisory Board and its committees, the alignment of the content of the Supervisory Board's and committee's work, the quality of the meetings as well as the information obtained. The Supervisory Board shall report in the Corporate Governance Statement if and how the self-assessment was conducted.

## **Article 13 Miscellaneous**

1. These Rules of Procedure were approved by the Supervisory Board on September 04, 2025, and shall be effective as of the date thereof. It shall remain in force until amended or abolished by the Supervisory Board.

2. In cases of doubt, the English version of these Rules of Procedure shall prevail. The German version is for convenience purposes only and not binding.