

**Declaration of Compliance with the German Corporate Governance Code by the Management Board and Supervisory Board of Brenntag AG
made in accordance with Article 161 of the German Stock Corporation Act**

The Management Board and the Supervisory Board hereby declare that Brenntag AG complies with all recommendations of the Government Commission German Corporate Governance Code in the version dated May 26, 2010, announced by the Federal Ministry of Justice in the official section of the electronic Bundesanzeiger (Federal Gazette). Furthermore the Management Board and the Supervisory Board hereby declare that since the previous declaration dated December 17, 2010, Brenntag AG has complied with these recommendations of the German Corporate Governance Code in the version dated May 26, 2010.

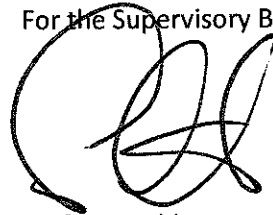
Mülheim an der Ruhr, December 16, 2011

For the Management Board



Steven Holland

For the Supervisory Board



Stefan Zuschke