

## Declaration of Conformity according to Section 161 of the German Stock Companies Act (Aktiengesetz)

The Board of Management and the Supervisory Board hereby declare that Brenntag AG complies and plans to continue to comply with the recommendations of the Government Commission German Corporate Governance Code in the version dated May 5, 2015, announced by the Federal Ministry of Justice in the official section of the Bundesanzeiger (Federal Gazette), with the exception of the recommendations in Section 4.2.3 para. 3 and Section 5.4.1 para 2 of the Code. The deviations from the recommendations are based on the following considerations:

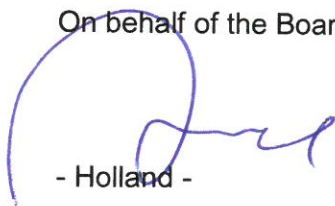
Brenntag AG generally follows the recommendation in Section 4.2.3 para. 3 of the Code. However, for two members of the Board of Management there are contractually determined contributions without the aim to achieve a specific level of pensions. The Supervisory Board therefore does not establish the targeted level of pensions in this respect.

In addition the Supervisory Board does not specify a regular limit of length of membership as recommended in Section 5.4.1 para 2 of the Code. A regular limit of length of membership does not take into account the benefits resulting from the experience of individual members.

Furthermore, the Board of Management and the Supervisory Board hereby declare that Brenntag AG did comply with the recommendations of the Government Commission German Corporate Governance Code in the version dated June 24, 2014 since its last declaration of conformity dated December 15, 2014 with the exception of the recommendation in Section 4.2.3 para. 3 of the Code as described above.

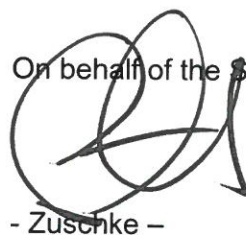
Mülheim an der Ruhr, December 17, 2015

On behalf of the Board of Management



- Holland -

On behalf of the Supervisory Board



- Zuskne -