

**Declaration of Conformity in accordance with Section 161 of the German Stock Corporation Act (Aktiengesetz)**

The Board of Management and the Supervisory Board hereby declare that Brenntag complies and plans to continue to comply with the recommendations of the Government Commission "German Corporate Governance Code" as amended on February 7, 2017, published by the Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger), with the exception of the recommendations in number 4.2.3, para. 3 and number 5.4.1, para. 2 of the Code. The exceptions are declared for the following reasons:

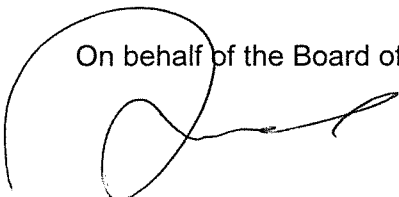
With regard to two members of the Board of Management Brenntag follows the recommendation in number 4.2.3, para. 3 of the Code. Three members of the Board of Management receive payments of different forms, which are partially earmarked for their pension scheme, but also, apart from that, are at the free disposal of the specific board member. Therefore, the Supervisory Board has not established target levels of pension benefits for every pension commitment.

In addition, the Supervisory Board does not set a regular limit on length of membership, as recommended in number 5.4.1, para. 2 of the Code. A regular limit on length of membership does not take into account the benefits of individual members' experience.

Furthermore, the Board of Management and the Supervisory Board hereby declare that, since its last declaration of conformity dated December 15, 2016, Brenntag has complied with the recommendations of the Government Commission "German Corporate Governance Code" as amended on February 7, 2017 with the exception of the recommendation in number 4.2.3, para. 3 and the recommendation in number 5.4.1, para. 2 of the Code as described above.

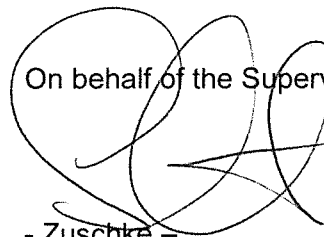
Essen, December 14, 2017

On behalf of the Board of Management



- Holland -

On behalf of the Supervisory Board



- Zuschke -