

Invitation to the General Shareholders' Meeting 2011



22 June 2011, 10:00 a.m. (CEST)
Congress Center Düsseldorf (CCD Ost)
Messe Düsseldorf
Stockumer Kirchstraße 61
40474 Düsseldorf

Financial figures at a glance

Consolidated Income statement		2010	2009
Sales	EUR m	7,649.1	6,364.6
Gross profit	EUR m	1,636.4	1,459.5
Operating EBITDA	EUR m	602.6	480.3
Operating EBITDA/Gross profit	%	36.8	32.9
EBITDA	EUR m	597.6	476.6
EBT	EUR m	231.8	47.1
Profit after tax	EUR m	146.6	0.5
Earnings per share	EUR	2.93	–

Consolidated Balance sheet		Dec. 31, 2010	Dec. 31, 2009
Total assets	EUR m	4,970.2	4,653.8
Equity	EUR m	1,617.9	172.3
Working capital	EUR m	831.7	598.1
Net financial liabilities	EUR m	1,420.9	2,535.9

Consolidated Cash flow		2010	2009
Cash provided by operating activities	EUR m	150.3	490.3
Investments in non-current assets (Capex)	EUR m	–85.1	–71.8
Free cash flow	EUR m	376.1	646.8

Key figures Brenntag share		Dec. 31, 2010	Mar. 29, 2010
Share price	EUR	76.30	50.00
No. of shares (unweighted)		51,500,000	51,500,000
Market capitalization	EUR m	3,929	2,575
Free float*	%	63.98	29.03

* as of January 19, 2011

Brenntag AG, Mülheim an der Ruhr

German Securities ID: A1DAH H

ISIN: DE 000A1DAH H0

Convocation of the General Shareholders' Meeting 2011

Dear shareholders,

We hereby invite you to the ordinary General Shareholders' Meeting of Brenntag AG which will be held on

June 22, 2011

at 10:00 a.m. CEST

(doors open at 9:00 a.m. CEST)

at the Congress Center Düsseldorf (CCD Ost)

Messe Düsseldorf

Stockumer Kirchstraße 61

40474 Düsseldorf

I. Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements as well as the combined group management report and management report (including the Board of Management's explanatory report regarding the information pursuant to Sections 289, para. 4 and 315, para. 4 of the German Commercial Code (Handelsgesetzbuch - HGB)), for the 2010 financial year, respectively, and the report of the Supervisory Board**

On March 21, 2011, the Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Board of Management. The annual financial statements are thus adopted pursuant to Section 172 of the German Stock Corporation Act (Aktiengesetz – AktG). A resolution by the General Shareholders' Meeting pursuant to Section 173, para. 1 sentence 1 and sentence 2, respectively, of the German Stock Corporation Act is therefore not necessary.

- 2. Resolution on the appropriation of distributable profit in the 2010 financial year**

The Board of Management and the Supervisory Board propose that the distributable profit of Brenntag AG of EUR 96,802,722.01 in the 2010 financial year be used as follows:

Distribution of a dividend of EUR 1.40 on each no-par-value share entitled to dividends	EUR 72,100,000.00
Appropriation to retained earnings	EUR 24,702,722.01
Total	EUR 96,802,722.01

- 3. Resolution on the ratification of the acts of the members of the Board of Management for the 2010 financial year**

The Board of Management and the Supervisory Board propose that the acts of the members of the Board of Management serving in the 2010 financial year be ratified for that period.

- 4. Resolution on the ratification of the acts of the members of the Supervisory Board for the 2010 financial year**

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board serving in the 2010 financial year be ratified for that period.

- 5. Election of the auditors and consolidated group auditors for the 2011 financial year**

Upon recommendation of the Audit Committee, the Supervisory Board proposes the election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditors and consolidated group auditors for the financial year ending 31 December 2011. They will also perform audit reviews of interim financial reports, should any such audit reviews be commissioned.

6. Resolution on the approval of the system of remuneration for the members of the Board of Management

The German Act on the Appropriateness of Board of Management Remuneration of July 31, 2009 (Gesetz zur Angemessenheit der Vorstandsvergütung - VorstAG) enables the General Shareholders' Meeting to resolve on the approval of the system of board of management remuneration (Section 120, para. 4 of the German Stock Corporation Act). This possibility is to be made use of. The system of remuneration for the members of the Board of Management is explained in detail in the Remuneration Report published in the 2010 Annual Report as a part of the Corporate Governance Report.

The Board of Management and the Supervisory Board propose to approve Brenntag AG's "Remuneration System for the Board of Management" described in the Remuneration Report (2010 Annual Report).

7. Election to the Supervisory Board

Thomas Weinmann informed the Company, represented by the Chairman of the Supervisory Board according to Article 10, para. 4, sentence 1 of the Articles of Association of Brenntag AG, that he is resigning from the Supervisory Board with effect as of the end of the General Shareholders' Meeting on June 22, 2011.

In accordance with Section 95, sentence 2 and Section 96, para. 1 of the German Stock Corporation Act in connection with Article 10, para. 1 of the Articles of Association, the Supervisory Board is composed of six members to be elected by the General Shareholders' Meeting. The General Shareholders' Meeting is not bound by any recommendations.

The shareholder, Brachem Acquisition S.C.A., Luxembourg, which holds more than 25% of the voting rights in Brenntag AG, proposed pursuant to Section 100, para. 2 sentence 1, No. 4 of the German Stock Corporation Act to elect the current Chief Executive Officer, Mr. Stephen Clark, as a Member of the Supervisory Board. Upon recommendation of its Presiding and Nomination Committee, the Supervisory Board follows this proposal. Mr. Clark will retire from the Board of Management with effect as of the end of the General Shareholders' Meeting on June 22, 2011.

Upon recommendation of its Presiding and Nomination Committee, the Supervisory Board proposes to elect Mr. Stephen Clark, residing at Wyomissing, Pennsylvania, USA, current Chief Executive Officer of Brenntag

AG, as a member of the Supervisory Board, with effect as of the end of the General Shareholders' Meeting adopting his election as a member of the Supervisory Board, for the period until the end of the General Shareholders' Meeting that will adopt a resolution on the ratification of the acts of the members of the Supervisory Board for the 2014 financial year.

Mr. Stephen Clark is currently not a member of supervisory boards to be established under applicable law but a member of comparable domestic and foreign control bodies of commercial enterprises as specified below:

Brenntag North America, Inc.	–	Chairman of the Board of Directors
Brenntag (Holding) B.V.	–	Supervisory Board Member (Raad van Commissarissen)
HCI Central Europe Holding B.V.	–	Supervisory Board Member (Raad van Commissarissen)
Brenntag HoldCo B.V.	–	Supervisory Board Member (Raad van Commissarissen)

Mr. Clark will resign from all memberships in the aforementioned control bodies with effect as of the end of the General Shareholders' Meeting on June 22, 2011.

II. Further information about the convocation

1. Total number of shares and voting rights

At the time of the convocation of this General Shareholders' Meeting, the Company's share capital of EUR 51,500,000.00 is divided into 51,500,000 registered no-par-value shares, each granting one vote at the General Shareholders' Meeting.

2. Prerequisites for participation in the General Shareholders' Meeting

According to Article 16 of the Articles of Association, those shareholders who are registered with the Company's share register and whose application for participation is received by the end of June 15, 2011 (midnight CEST) at the latest in text form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)) in German or English are entitled to participate in the General Shareholders' Meeting and to exercise the voting rights. The applications are to be sent to the following address:

Brenntag AG
c/o Haubrok Corporate Events GmbH

Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 / 210 27 288
E-mail: anmeldung@haubrok-ce.de

Alternatively, applications may be sent using the encrypted online service for the General Shareholders' Meeting at the Company's internet address www.brenntag.com/hauptversammlung/anmeldung. The convocation documents as well as the personal access data for the aforementioned online service will be sent by mail to all shareholders registered in the share register.

For processing reasons, no transfers or deregistrations can be undertaken in the share register during the preparation of the General Shareholders' Meeting. Applications for transfer or deregistration which are received after June 15, 2011 will therefore only be completed after the General Shareholders' Meeting on June 22, 2011. In such cases, the rights to participate and vote remain with the shareholder listed in the share register as long as he duly applies for the General Shareholders' Meeting.

Once their applications are received, the shareholders will be sent admission tickets for their participation in the General Shareholders' Meeting. Unlike the application for participation in the General Shareholders' Meeting, the admission ticket is not a prerequisite for participation, but merely serves to facilitate the process of admission at the access points to the General Shareholders' Meeting.

3. Procedure for voting by postal vote

Shareholders who choose not to attend the General Shareholders' Meeting personally may cast their votes in writing or by means of electronic communication by way of postal vote. The pre-printed form contained in the registration documents is available for this purpose. The form for voting by way of postal vote can also be downloaded from the Company's internet page www.brenntag.com/hauptversammlung/dokumente. Votes cast by postal vote must be received by the Company by and including June 20, 2011, at the following address

Brenntag AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 / 210 27 288
E-mail: briefwahl@haubrok-ce.de

Alternatively, votes may be cast by postal vote using the encrypted online service for the General Shareholders' Meeting at the Company's internet address www.brenntag.com/hauptversammlung/anmeldung.

Registration in due time by the shareholder by June 15, 2011 – as explained above under “Prerequisites for participation in the General Shareholders’ Meeting” – is necessary for voting by postal vote as well.

4. Procedure for voting by proxy

4.1 Third-party proxies

Shareholders may also have their voting rights or their right to participate in the General Shareholders’ Meeting, respectively, exercised by a proxy, for example the custodian bank, a shareholders’ association or another person of their choice. Registration in due time by the shareholder – as explained above under “Prerequisites for participation in the General Shareholders’ Meeting” – is necessary for voting by proxy as well.

The proxy nomination, its revocation and evidencing of the proxy must be provided in text form (see 4.2 below for the exceptions for voting proxies under Section 135 of the German Stock Corporation Act). The proxy form printed on the back of the admission ticket may be used for issuing the proxy. The form can also be downloaded from the Company’s internet page www.brenntag.com/hauptversammlung/vollmachten.

The proxy nomination and revocation may be either

- (1) sent in text form to the Company at the following address only

Brenntag AG
 c/o Haubrok Corporate Events GmbH
 Landshuter Allee 10
 80637 Munich
 Germany
 Fax: +49 (0) 89 / 210 27 288
 E-mail: vollmacht@haubrok-ce.de

- (2) sent via our online service at www.brenntag.com/hauptversammlung/anmeldung or
- (3) issued in text form to the proxy.

If the nomination is issued to the proxy in text form, evidence thereof must be provided in text form to the Company – unless stated otherwise in Section 135 of the German Stock Corporation Act. Evidence of the proxy may be sent to the Company at the aforementioned address, including via the medium of electronic communication (e-mail) stated there, until the end of the voting at the General Shareholders’ Meeting on June 22, 2011. Furthermore, the evidence of

the proxy may also be provided in text form on the day of the General Shareholders' Meeting at the admission and exit points.

The shareholders will receive more details about participation in the General Shareholders' Meeting, as well as on nominating proxies and issuing instructions, together with the registration documents.

4.2 Credit institutions, shareholders' associations or equivalent persons as voting proxies (Section 135 of the German Stock Corporation Act)

If a proxy is issued to a credit institution, a shareholders' association or person deemed equivalent thereto under stock corporation law with regard to the exercise of voting rights, the nomination and revocation thereof need not be in text form according to the law. It is sufficient if the nomination is verifiably held by the proxy representative. Credit institutions, shareholders' associations, as well as persons deemed equivalent thereto pursuant to Section 135 of the German Stock Corporation Act may stipulate different requirements with regard to their own nomination as proxies; please coordinate with the respective proxy to be nominated. In such cases, no separate proof of the proxy need be given to the Company.

4.3 Company-nominated proxies

We offer all shareholders the possibility of being represented by our voting proxies. If the voting proxies named by the Company are to be nominated, they must in any case receive instructions on how to exercise the voting right. The proxy is not valid without such instructions. The proxy and the instructions must be issued in text form. The proxy and instruction form sent with the registration documents may be used for this purpose. The proxy and instruction form can also be downloaded from the Company's internet page www.brenntag.com/hauptversammlung/vollmachten. Proxies and instructions must be received by the Company either at the address below, or via our online service at www.brenntag.com/hauptversammlung/anmeldung, by **June 21, 2011 (5:00 p.m. CEST)** in order to be taken into account at the General Shareholders' Meeting:

Brenntag AG
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 / 210 27 288
E-mail: vollmacht@haubrok-ce.de

The revocation of a proxy as well as any amendment to instructions must also be sent in text form to the aforementioned address or communicated using our online service at www.brenntag.com/hauptversammlung/anmeldung. On the day of the General Sharehol-

ders' Meeting, a nomination of the Company's voting proxies or instructions to the Company's voting proxies, or a revocation or change to the proxy or instructions, may be performed in text form at the admission and exit points. If the Company's voting proxies are nominated, the shareholder may not vote on any counter-motions first proposed at the General Shareholders' Meeting, proposals for election or other motions not communicated prior to the General Shareholders' Meeting, and also not issue instructions therefor. The voting proxies may also not exercise the shareholder's rights to ask questions or speak, to submit motions or to raise objections.

5. Additional agenda items requested by a minority pursuant to Section 122, para. 2 of the German Stock Corporation Act

Shareholders whose shares amount in aggregate to a proportional amount of the share capital of Brenntag AG of EUR 500,000.00 (this corresponds to 500,000 shares), or one twentieth of the share capital, respectively, may request that items be included on the agenda and published. Each new item must be accompanied by an explanation or a draft resolution. The request must be sent in writing to Brenntag AG's Board of Management and must be received by the Company at least 30 days before the General Shareholders' Meeting, i.e. at the latest on **May 22, 2011 (midnight CEST)** at the following address:

Brenntag AG
Vorstand
Stinnes-Platz 1
45472 Mülheim an der Ruhr
Germany

The proposers must also prove that they have been the owners of the necessary quorum of shares for at least three months before the day of the request and will hold the shares until the Board of Management's decision on the request.

6. Shareholders' counter-motions and proposals for election pursuant to Section 126, para. 1 and Section 127 of the German Stock Corporation Act

Counter-motions and proposals for election pursuant to Sections 126 and 127 of the German Stock Corporation Act must be sent exclusively to the following address by **June 7, 2011 (midnight CEST)** at the latest:

Brenntag AG
Corporate Legal
Stinnes-Platz 1
45472 Mülheim an der Ruhr
Germany

Telefax: + 49 (0) 208 7828 418
E-Mail: corporate.legal@brenntag.de

All counter-motions and proposals for election that are to be made available pursuant to Sections 126 and 127 of the German Stock Corporation Act will be made available to the other shareholders on the internet at www.brenntag.com/hauptversammlung/dokumente including the name of the shareholder and his required explanation in case of a counter-motion as well as any position taken thereon by the management.

7. Shareholders' right to obtain information pursuant to Section 131, para. 1 of the German Stock Corporation Act

Upon oral request at the General Shareholders' Meeting, the Board of Management must provide every shareholder with information about company affairs, including its legal and business relationships with affiliated companies as well as on the position of the group and the companies included in the consolidated financial statements insofar as the information is necessary for proper consideration of the agenda item, and no right to withhold the information is applicable pursuant to Section 131, para. 3 of the German Stock Corporation Act.

In order to ensure that the General Shareholders' Meeting is properly conducted, the chairman of the meeting is entitled, pursuant to Article 18, para. 3 of the Articles of Association, to limit the shareholders' rights to speak and ask questions at the General Shareholders' Meeting to a reasonable time.

8. Publication on the internet page

As of the time of convocation of the General Shareholders' Meeting, all documents required to be published pursuant to Section 124a of the German Stock Corporation Act will be made available on the Company's internet page at www.brenntag.com/hauptversammlung/dokumente. More information on shareholder rights pursuant to Section 122, para. 2, Section 126, para. 1, Section 127 and Section 131 para. 1 of the German Stock Corporation Act is also to be found there as well as further information, particularly about participating in the General Shareholders' Meeting, voting by postal vote and issuing proxies and instructions.

Mülheim an der Ruhr, May 2011

Brenntag AG
The Board of Management

Directions

Ordinary General Shareholders' Meeting of Brenntag AG on June 22, 2011

Congress Center Düsseldorf
 Messe Düsseldorf
 Entrance CCD Ost, Room: M
 Stockumer Kirchstr. 61
 40474 Düsseldorf
 www.ccd.de



The most important and reliable sign to the Düsseldorf fair grounds.

Arrival by car



Input data for your GPS:
 Stockumer Kirchstraße 61
 40474 Düsseldorf

Travelling from the north

Follow the A52 in the direction of Düsseldorf. Change to the A44 in the direction of the airport (Flughafen). Leave the motorway at the Düsseldorf Stockum exit and follow the signs Messe / CCD Ost.

Travelling from the south

Follow the A57. At intersection Meerbusch switch to the A44 in the direction of the airport (Flughafen). After the tunnel, leave the motorway at the Messe / Arena exit and follow the signs Messe / CCD Ost.

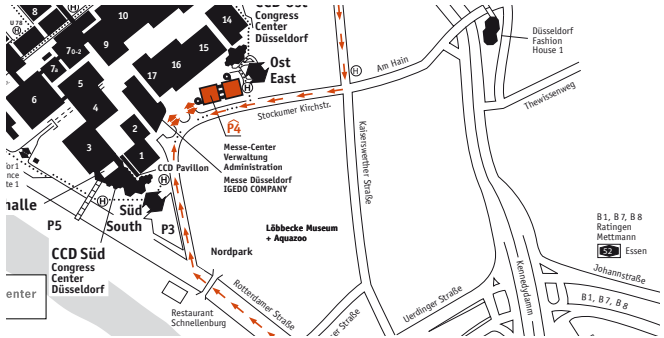
Travelling from the east

Follow the A46. At intersection Hilden switch to the A3 in the direction Oberhausen / Düsseldorf-Nord. At intersection Ratingen-Ost switch to A44 in the direction of the airport (Flughafen). Leave the motorway at the Düsseldorf Stockumer exit and follow the signs Messe / CCD Ost.

Travelling from the west

Follow the A57. At intersection Meerbusch, switch to the A44 in the direction of the airport (Flughafen). After the tunnel, leave the motorway at the Messe / Arena exit and follow the signs Messe / CCD Ost.

Please use the designated car park P4 when arriving by car.



Arrival by bus/train:

From Düsseldorf main train station, please take the U78 underground line (direction Innenstadt/Esprit Arena/Messe Nord) or the U79 underground line (direction Innenstadt/Kaiserswerth/Wittlaer/Duisburg) to the “Messe Ost/Stockumer Kirchstraße” stop. From there it is a 10-minute walk along Stockumer Kirchstraße to the CCD Congress Center Düsseldorf. Alternatively you can take the 722 bus in the direction of Messe/Congress Center/ Stadthalle to the stop “Messe Osteingang”.

You can find further information on how to get to the Congress Center Düsseldorf at www.ccd.de

Brenntag AG

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