

BRENTAG SE

RULES OF PROCEDURE OF THE SUPERVISORY BOARD

SEPTEMBER 8, 2020

By way of a resolution dated September 8, 2020, the Supervisory Board has adopted the following Rules of Procedure:

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 pertaining to the supervisory board shall be observed, unless otherwise stated in the corporate governance declaration of the Board of Management and Supervisory Board pursuant to Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 161 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 interest of the Company.
3. The Supervisory Board shall assess, at regular intervals, how effective the Supervisory Board as a whole and its committees fulfil their tasks.

Article 2– Members of the Supervisory Board

1. The Supervisory Board shall comprise a total of six members.
2. The Supervisory Board has to be composed in such a way that its members as a group possess the knowledge, ability and expert experience required to properly complete its tasks. At least one member shall have specific knowledge of the application of accounting principles and the audit of the annual financial statements. The members as a whole shall have the required knowledge of the respective area of business of the Company.
3. 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 Supervisory Board's proposals for the election of new members of the Supervisory Board by the General Shareholders' Meeting shall take into account these 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 at non-group listed companies or in supervisory bodies of non-group companies with similar requirements, and shall not accept the position of chairperson 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 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 chairperson) as chairperson of the Supervisory Board or as chairperson 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 considered as independent if they have no personal or business relations with the Company, its executive bodies, a controlling shareholder or an enterprise associated with the latter which may cause a substantial and not merely temporary conflict of interest. The chairperson of the Supervisory Board and the chairperson of the Audit 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 enterprise, 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 Law on Equal Participation of Men and Women in Private-Sector and Public-Sector Management Positions).

Recommendations by the Supervisory Board to the competent election bodies 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. The concrete objectives of the Supervisory Board and the status of the implementation shall be published in the Corporate Governance Statement.

- f) 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 supported by the company appropriately.

Article 3– Members’ 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 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 chairperson 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 his/her decisions or use business opportunities intended for the Company for themselves.
4. Each member of the Supervisory Board shall inform the chairperson of the Supervisory Board of any conflicts of interest without undue delay. If necessary, the chairperson will arrange for the matter to be discussed by the Presiding and Nomination Committee. The chairperson of the Supervisory Board shall inform the Supervisory Board or the Presiding and Nomination Committee of his own conflicts of interest.
5. Each member of the Supervisory Board shall inform the chairperson of the Audit Committee and provide sufficient information of any intended transaction of a member of the Supervisory Board or of 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 Stock Corporation Act and IAS 24) with the Company or a Brenntag group company before undertaking such transaction.
6. 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 or other derivatives in relation to such shares.

7. The Supervisory Board shall inform the General Shareholders' Meeting in its annual report (*Bericht des Aufsichtsrates*) 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.
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 his/her 65th birthday. Together with the Board of Management it shall ensure that there is a long-term succession planning. 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 4–Chairperson and Deputy Chairperson

1. As provided by the Stock Corporation Act and the Articles of Association, the Supervisory Board shall elect from among its members a chairperson and a deputy chairperson 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 his or her period of office has expired, the Supervisory Board shall elect a successor immediately to serve the remaining term of the retired member.
3. The chairperson is authorized to make any declarations on behalf of the Supervisory Board, which are necessary to implement the resolutions of the Supervisory Board. The chairperson is authorized to accept declarations addressed to the Supervisory Board. If the chairperson is incapacitated the deputy chairperson has such authorities.
4. The chairperson of the Supervisory Board is authorised 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 Stock Corporation Act. The chairperson 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 chairperson of the Supervisory Board.

5. Between meetings, the chairperson of the Supervisory Board shall be in regular contact with the Board of Management – in particular, the chairperson 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 enterprise.

Article 5– 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. In particular, the chairperson of the Supervisory Board must inform the Supervisory Board and, if required, must convene an extraordinary meeting of the Supervisory Board if the chairperson of the Supervisory Board is informed by the chairperson 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 chairperson of the Supervisory Board or, if the chairperson is prevented, the deputy chairperson 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 chairperson 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 sending of the notice is decisive.
5. Each member of the Supervisory Board or the Board of Management, indicating the purpose and the reasons for the request, shall be entitled to have the chairperson 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 chairperson of the Supervisory Board decides otherwise. The Supervisory Board shall also meet on a regular basis without the Board of Management.

Article 6– Meetings

1. The chairperson of the Supervisory Board chairs the meetings of the Supervisory Board. The chairperson determines the order in which items are dealt with as well as the type of voting procedure.
2. The chairperson 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 chairperson shall procure a simultaneous interpreter.
3. Resolutions of the Supervisory Board are generally adopted in meetings. 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 chairperson of the Supervisory Board orders, 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 chairperson in his or her 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 chairperson by telephone, by fax, by e-mail or by any other common means of communication, provided that no member of the Supervisory Board objects to voting by such means.
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 he abstains from voting.
6. In the event of a tie, the chairperson of the Supervisory Board shall have a casting vote. Pursuant to paragraph 4, this casting vote may also be submitted in written form. If no chairperson is appointed or the chairperson 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 chairperson of the Supervisory Board.

8. The chairperson 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 chairperson. 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 chairperson of the Supervisory Board pursuant to paragraph 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 paragraph 9 shall be sent to all members of the Supervisory Board. They count as approved if no member of the Supervisory Board who took part in the voting submits a written objection to the chairperson of the Supervisory Board within four weeks of the minutes being sent.

Article 7– Committees

1. From among its members, the Supervisory Board sets up and appoints the following Committees:
 - a. a Presiding and Nomination Committee,
 - b. an Audit 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 paragraph 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.

Article 8– Committee Members

1. The members of the committees are 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 chairperson regularly reports to the Supervisory Board on the activity of the committee.

Article 9– Presiding and Nomination Committee

1. The Presiding and Nomination Committee consists of the chairperson of the Supervisory Board and two other members. The chairperson of the Supervisory Board shall chair the Presiding and Nomination Committee.
2. The Presiding and Nomination Committee shall prepare the staffing decisions of the Supervisory Board and the meetings of the Supervisory Board and have the following competences:
 - a) preparing the resolutions of the Supervisory Board regarding the conclusion, amendment and termination of the employment contracts of members of the Board of Management within the structure of the compensation system adopted by the Supervisory Board;
 - b) preparing the resolutions of the Supervisory Board to apply to court to reduce the remuneration of the Board of Management under Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 87 par. 2 of the Stock Corporation Act;
 - c) preparing the resolutions of the Supervisory Board on the structure of the compensation system for the Board of Management, including the essential contractual elements and providing the Supervisory Board with information necessary for it to verify such compensation system on a regular basis;
 - d) representing the Company vis-à-vis former members of the Management Board under Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 112 of the Stock Corporation Act;
 - e) consenting to secondary occupations (including the acceptance of seats on supervisory boards outside the Brenntag Group) and to other activities of a Board of Management member under Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 88 of the Stock Corporation Act;
 - f) granting of loans to the persons named in Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 89 and section 115 of the Stock Corporation Act and

- g) approval of agreements with Supervisory Board members under Art. 9 para. 1 lit. c) ii) SE-VO in conjunction with section 114 of the Stock Corporation Act.
 - h) propose suitable candidates as Supervisory Board members to the General Shareholders' Meeting in case of elections of Supervisory Board members.
3. The Presiding and Nomination Committee monitors adherence to the rules of procedure of the Board of Management. The Presiding and Nomination Committee is informed by the Board of Management pursuant to Art. 9 para. 1 of the rules of procedure of the Board of Management.

Article 10– Audit Committee

1. The Audit Committee has three members.
2. The Audit Committee in particular handles the review of the accounting, the monitoring of the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the audit of the financial statements and compliance. The accounting particularly comprises the consolidated financial statements and the group management report (including CSR reporting), interim financial information and the single-entity financial statements in accordance with the German Commercial Code (Handelsgesetzbuch, HGB). It prepares the Supervisory Board's resolution on the annual financial statements. Further provisions regarding the Audit Committee's obligations shall be set forth in Rules of Procedure which are to be issued by the Supervisory Board.
3. The chairperson of the Audit Committee shall be elected by the Supervisory Board but must not be the chairperson of the Supervisory Board. The chairperson of the Audit Committee shall have special knowledge and experience in applying accounting principles and internal control procedures, shall be familiar with audits, shall be independent, and should not be a former member of the Board of Management of the Company whose appointment ended less than two years prior to his or her appointment as chairperson of the Audit Committee.

Article 11– 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 par. 3 of the 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 Committee; however, all members of the Supervisory Board may inspect these documents.

Article 12– Effective Date

The Rules of Procedure shall be effective as of the date thereof and shall remain in force until amended or abolished by the Supervisory Board.

Essen, September 8, 2020

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