

BRENNTAG AG
CONVENING
OF THE GENERAL SHAREHOLDERS'
MEETING 2019

KEY FINANCIAL FIGURES AT A GLANCE

CONSOLIDATED INCOME STATEMENT

		2018	2017	Change in %	Change in % (fx adj.)
Sales	EUR m	12,550.0	11,743.3	6.9	10.2
Operating gross profit	EUR m	2,660.9	2,554.1	4.2	7.5
Operating EBITDA	EUR m	875.5	836.0	4.7	8.4
Operating EBITDA / operating gross profit	%	32.9	32.7		
Profit after tax	EUR m	462.3	362.0	27.7	
Earnings per share	EUR	2.98	2.34	27.4	

CONSOLIDATED BALANCE SHEET

		Dec. 31, 2018	Dec. 31, 2017
Total assets	EUR m	7,694.5	7,284.8
Equity	EUR m	3,301.2	2,985.7
Working capital	EUR m	1,807.0	1,510.5
Net financial liabilities	EUR m	1,761.9	1,571.9

CONSOLIDATED CASH FLOW

		2018	2017
Net cash provided by operating activities	EUR m	375.3	404.5
Investments in non-current assets (capex)	EUR m	- 172.2	- 148.1
Free cash flow	EUR m	525.2	440.3

KEY DATA ON THE BRENNTAG SHARES

		Dec. 31, 2018	Dec. 31, 2017
Share price	EUR	37.70	52.77
No. of shares (unweighted)		154,500.000	154,500.000
Market capitalization	EUR m	5,825	8,153
Free float	%	100.00	100.00

Brenntag AG, Essen

German Securities ID: A1DAHH and A2TSVY
ISIN: DE000A1DAHH0 and DE000A2TSVY2

CONVENING OF THE GENERAL SHAREHOLDERS' MEETING

Dear Shareholders,

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

***13 June 2019
at 10.00 a.m. CEST
(doors open at 9.00 a.m. CEST)***

***at MESSE ESSEN,
Congress Center "Süd" (Saal Deutschland),
on the corner of Norbertstraße/Lührmannstraße,
45131 Essen.***

I. AGENDA

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements as well as the combined group management report, the explanatory report on the information pursuant to section 289a para. 1 German Commercial Code (Handelsgesetzbuch – HGB) and section 315a para. 1 German Commercial Code as well as the report of the Supervisory Board, in each case for the 2018 financial year***

The Supervisory Board approved the Annual Financial Statements prepared by the Board of Management and the Consolidated Financial Statements on 5 March 2019. 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. Appropriation of distributable profit for the 2018 financial year***

The Board of Management and the Supervisory Board propose to use the distributable profit of Brenntag AG of EUR 185,400,000.00 in the 2018 financial year in its full amount for the distribution of a dividend.

Based on 154,500,000 no-par value shares entitled to a dividend at the date of the convocation, this equals an amount of EUR 1.20 for each such no-par value share.

- 3. Ratification of the acts of the members of the Board of Management for the 2018 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 2018 financial year be ratified for that period.

4. *Ratification of the acts of the members of the Supervisory Board for the 2018 financial year*

The Board of Management and the Supervisory Board propose that the acts of the members of the Supervisory Board serving in the 2018 financial year be ratified for that period.

5. *Appointment of the auditors and consolidated group auditors for the 2019 financial year as well as the auditors for the audit reviews of interim financial reports*

Upon recommendation of the Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as auditors and consolidated group auditors for the financial year ending 31 December 2019. They will also perform reviews of interim financial reports until 31 December 2019, should any such reviews be commissioned.

The Audit Committee has stated that its recommendation is free from improper influence by a third party and no restriction of choice of a particular auditor within the meaning of Art. 16 para. 6 of the Directive (EU) 537/2014 has been imposed upon it.

II. FURTHER DISCLOSURES REGARDING THE CONVOCATION

1. *Total number of shares and voting rights*

At the time of the convocation of this General Shareholders' Meeting, the Company's registered share capital of EUR 154,500,000.00 is divided into 154,500,000 registered no-par value shares, each granting one vote at the General Shareholders' Meeting.

2. Prerequisites for participation in the General Shareholders' Meeting and the right to vote

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 at least six days before the General Shareholders' Meeting, thus by the end of **6 June 2019 (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 (by post, fax or e-mail) to the following address:

Brenntag AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 288
E-mail: namensaktien@linkmarketservices.de

Alternatively, applications may be sent by using the encrypted online service for the General Shareholders' Meeting at the Company's internet address www.brenntag.com/hauptversammlung. 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, applications for transfer or deregistration in the share register received during the time period from **7 June 2019 to 13 June 2019** inclusively can be executed only after the General Shareholders' Meeting. 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. The so-called technical record date is therefore the end of **6 June 2019 (midnight CEST)**.

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.

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 website www.brenntag.com/hauptversammlung. Votes cast by postal vote must be received by the Company by **12 June 2019 (5.00 p.m. CEST)** at the following address (by post, fax or e-mail):

Brenntag AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 288
E-mail: namensaktien@linkmarketservices.de

or, alternatively, by using the encrypted online service for the General Shareholders' Meeting at the Company's internet address www.brenntag.com/hauptversammlung.

Registration in due time by the shareholder by the end of **6 June 2019 (midnight CEST)** as well as registration in the share register – as explained above under “Prerequisites for participation in the General Shareholders' Meeting and the right to vote” – are 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 or a shareholders' association. Registration in due time by the shareholder as well as registration in the share register – as explained above under “Prerequisites for participation in the General Shareholders' Meeting and the right to vote” – are 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 proxy form can also be downloaded from the Company's website www.brenntag.com/hauptversammlung.

The proxy nomination and its revocation may be either

- (1) sent in text form to the Company (by post, fax or e-mail) to the following address only :

Brenntag AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 288
E-mail: namensaktien@linkmarketservices.de

- (2) sent via our online service at www.brenntag.com/hauptversammlung 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 (see 4.2 below). Evidence of the proxy may be sent to the Company at the aforementioned address, including via the medium of electronic communication (e-mail) stated therein. 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 or institution 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 and institutions 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 liaise with the respective proxy to be nominated. In such cases, no separate proof of the proxy needs to be given to the Company.

4.3 Authorisation of 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 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 website www.brenntag.com/hauptversammlung. Proxies and instructions must be received by the Company (by post, fax or e-mail) either at the address below, or via our online service at www.brenntag.com/hauptversammlung, by **12 June 2019 (5.00 p.m. CEST)** in order to be taken into account at the General Shareholders' Meeting:

Brenntag AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0) 89 210 27 288
E-mail: namensaktien@linkmarketservices.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 until **12 June 2019 (5.00 p.m. CEST)**. On the day of the General Shareholders' 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 therefore. 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 registered share capital of Brenntag AG of at least EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be included on the agenda and published. Each new agenda item has to be submitted with a statement of reasons or a resolution proposal. 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 **13 May 2019 (midnight CEST)** at the following address:

Brenntag AG
Board of Management
Messeallee 11
45131 Essen
Germany

The proposers must also prove that they have been the owners of the necessary quorum of shares for at least 90 days before the day the request has been received by Brenntag AG's Board of Management and will hold the shares until the 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 (by post, fax or e-mail) to the following address:

Brenntag AG
Corporate Legal
Messeallee 11
45131 Essen
Germany
Fax: +49 (0) 201 6496 2016
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 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, if they have been submitted by **29 May 2019 (midnight CEST)** at the latest.

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 reasonably restrict the shareholders' rights to speak and ask questions at the General Shareholders' Meeting timewise.

8. Documents / Publication on the website

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 website at www.brenntag.com/hauptversammlung.

Additional 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 can be found on the aforementioned website as well as further information, particularly about participating in the General Shareholders' Meeting, voting by postal vote and issuing proxies and instructions.

Essen, May 2019

Brenntag AG

Board of Management

DATA PROTECTION NOTICE FOR SHAREHOLDERS REGARDING DATA COLLECTION FOR THE PURPOSES OF THE SHAREHOLDERS' MEETING

The company processes personal data (especially name, date of birth, address and further contact details of shareholders, shareholder number, number of shares held, type of ownership, login data for the Brenntag shareholders portal and, where applicable, name and address of the respective shareholder's representative) in connection with the shareholders' meeting on 13 June 2019 within the framework of the current data protection provisions. Besides personal data stored in the company's share register, the company also processes data obtained from shareholders upon registration for the shareholders' meeting or data obtained from the respective shareholder's custodian bank for the same purposes.

The company is available, as responsible body within the meaning of the data protection provisions, under the following address:

Brenntag AG
Messeallee 11
45131 Essen
Phone: +49 (0) 201 6496-0
E-mail: gdpo@brenntag.de

The processing of personal data in connection with the shareholders' meeting on 13 June 2019 is aiming at facilitating the shareholders' registration for and participation at the shareholders' meeting (e.g. verification of participation rights) as well as enabling the shareholders to exercise their rights with regards to the shareholders' meeting (including the granting and revocation of power of attorney), in particular with regards to the registration for the shareholders' meeting and the granting and revocation of power of attorney via the encrypted online service for the General Shareholders' Meeting (www.brenntag.com/hauptversammlung).

Third-party service providers employed for the purposes of managing the shareholders' meeting only receive from the company such personal data that is essential for the service to be provided and they process said data solely upon the company's instructions.

Should a shareholder request that specific items be added to the agenda, the company will publish said items given the conditions as laid down in the German Stock Corporation Act (Aktiengesetz, hereinafter *AktG*) stating the name of the respective shareholder. The company will likewise publish counter motions and nominations of shareholders on the internet given the conditions pursuant to AktG stating the name of the respective shareholder (see also the explanation above regarding sections 122 para. 2, 126, 127 para. 1 AktG).

Should you participate at the shareholders' meeting, we are obligated to include you as a participant stating your name and residence as well as the shares held in the list of participants pursuant to section 129 para. 1 sentence 2 AktG. Such information can be viewed by other shareholders and participants to the shareholders' meeting for the duration of the shareholders' meeting and especially by other shareholders for up to two years after the shareholders' meeting (section 129 para. 4 AktG).

The legal framework for the process of your personal data is article 6 para. 1 c) of the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation). Data collected in connection with the shareholders' meeting is regularly being stored for a time period of up to three years.

Shareholders and shareholders' representatives may contact the company at the given address in order to request information regarding their personal data, the correction of their personal data as well as the erasure and restriction of processing of said data. Requests for erasure or processing restriction can conflict under certain circumstances with the company's legal obligations.

Shareholders and shareholders' representatives may contact the company's Group Privacy Officer for complaints regarding the processing of personal data:

Brenntag AG
Group Data Protection Officer
Messeallee 11
45131 Essen
Phone: +49 (0) 201 6496-0
E-mail: gdpo@brenntag.de

Furthermore, shareholders and shareholders' representatives may also contact any data protection authority to these matters. The data protection authority competent to supervise the company is the Regional Commissioner for Data Protection and Freedom of Information Nordrhein-Westfalen (Kavalleriestr. 2-4, 40213 Düsseldorf, Germany, Phone: +49 (0) 211 38424 0, Fax: +49 (0) 211 38424 10, e-mail: poststelle@ldi.nrw.de).

Further information on data protection is available for shareholders on the company's website under www.brenntag.com/privacypolicygsm.

DIRECTIONS

Ordinary General Shareholders' Meeting of Brenntag AG on 13 June 2019

MESSE ESSEN

Congress Center „Süd“ (Saal Deutschland),
on the corner of Norbertstraße/Lührmannstraße
45131 Essen

Arriving via the A 52

Coming from Bochum and Düsseldorf, please take exit no. 27 (Essen-Haarzopf), resp. no. 28 (Essen-Rüttenscheid). Follow “Norbertstraße” for about 350 m and then turn left under the bridge into “Lührmannstraße”. After about 150 m, you will reach the entrance.

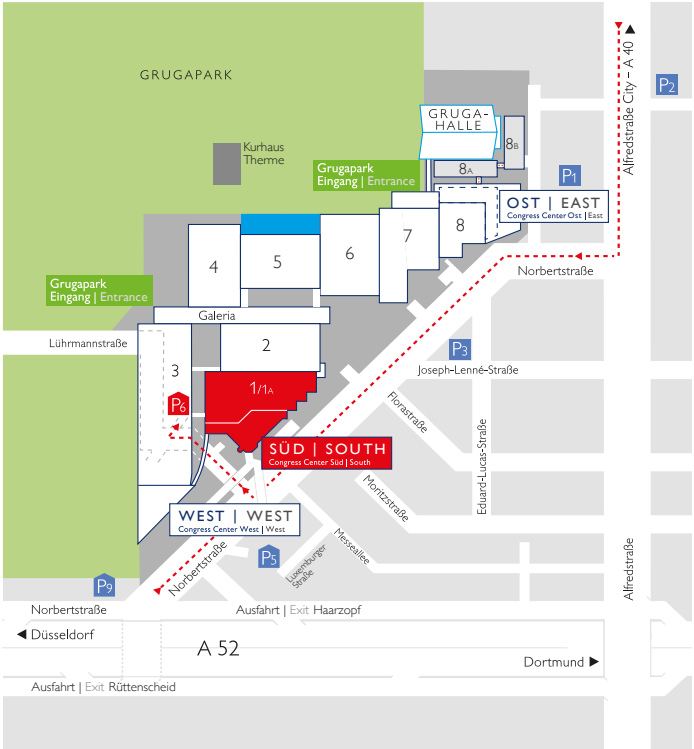
Arriving via the B 224

Coming from downtown Essen or the A 40, turn right into “Norbertstraße” and then after about 660 m under the bridge right again into “Lührmannstraße”. After about 150 m, you will reach the entrance to the car park P6 on the right.

Arrival by rail

The ideally connected Essen Central Railway Station is a hub for over 120 daily ICE, InterCity, EuroCity and InterRegio connections in all directions. From there, you can reach us in only 5 minutes with the Underground line 11 directly to the exhibition entrances Messe East/Grugahalle, Messe West and Messe South.

BRENTAG AG
GENERAL SHAREHOLDERS' MEETING 2019



Brenntag AG

Messeallee 11
45131 Essen
Germany

Phone: +49 (0) 201 6496 1141

Fax: +49 (0) 201 6496 2003

E-mail: IR@brenntag.de

www.brenntag.com