

**Update of the Declaration of Conformity in accordance with Article 9 para. 1 lit. c) ii)
SE-VO in conjunction with section 161 of the German Stock Corporation Act
(Aktiengesetz)**

On December 13, 2022, the Board of Management and the Supervisory Board of Brenntag SE have issued their most recent Declaration of Conformity with respect to the recommendations of German Corporate Governance Code, dated 28 April 2022 (GCGC 2022), in accordance with Article 9 para. 1 lit. c) ii) SE-VO in conjunction with Section 161 of the German Stock Corporation Act (Aktiengesetz). This declaration is hereby updated as follows:

Recommendation C.4 GCGC 2022

According to recommendation C.4 GCGC 2022, a Supervisory Board member 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.

In the Declaration of Conformity dated December 13, 2022, the Board of Management and the Supervisory Board of Brenntag SE have declared a deviation from C.4 GCGC 2022, since the Supervisory Board's Chair Doreen Nowotne holds positions at two non-group companies – one of which is listed, and one is non-listed – and is currently also Chair of the Supervisory Board at a further non-group company. Accordingly, with her position as Chair of the Supervisory Board of Brenntag SE, her total number of seats in accordance with the GCGC's counting method amounts to six.

Ms. Nowotne has notified Brenntag SE that her second position as Chairwoman of a supervisory board, in addition to that at Brenntag SE, will be terminated with effect from the end of April 29, 2023. Consequently, the number of seats held by Ms. Nowotne in accordance with the GCGC's counting method will be reduced to four and recommendation C.4 will be complied with as of April 30, 2023.

Recommendation G.7 s. 1, G8 GCGC 2022

According to recommendation G.7 s. 1 GCGC 2022, referring to the forthcoming financial year, the Supervisory Board shall establish the performance criteria for each Management Board member covering all variable remuneration components; besides operating targets, the performance criteria shall be geared mainly towards strategic goals. Furthermore, pursuant to recommendation G.8 GCGC 2022, subsequent changes to the targets or comparison parameters shall be excluded.

By resolution dated April 18, 2023, the Supervisory Board adopted a revised remuneration system for the Board of Management which is to be submitted to the Annual General Meeting on June 15, 2023, for approval and is to come into effect in principle from 1 January 2023. The background is on the one hand to meet

stakeholder requirements and interests even better and on the other to implement the strategy change resolved in November 2022 ("Strategy to Win").

In line with the change in strategy, the revised remuneration system for the Board of Management will include new and different performance criteria under both short-term and long-term variable remuneration. To the extent that performance criteria are retained, their weight within the respective variable remuneration will change in part under the revised remuneration system. To apply the revised remuneration system as widely as possible, the Supervisory Board shall have the option of agreeing with the Board of Management members to adjust their Board of Management service contracts to the new remuneration system, possibly with effect from 1 January 2023.

If the service contracts of Board of Management members are amended with retroactive effect to meet the requirements of the revised remuneration system, this will require the determination of new performance criteria. As the revised remuneration system will only take (retroactive) effect once it has been submitted to the Annual General Meeting for approval on June 15, 2023, performance criteria could not be set at a point in time compliant with the recommendation of G.7 GCGC 2022. To the extent G.7 GCGC 2022 should be applicable in such case, a precautionary deviation from recommendation G.7 GCGC 2022 is declared. The overall composition and structure of variable remuneration has changed under the revised remuneration system. In particular, the comparison parameters of a variable remuneration component (total shareholder return) will be different (adaption of peer group and award curve). Furthermore, corridors for stretch and threshold values have been adapted also for retained performance criteria. Accordingly, adapting the remuneration of current members of the Management Board in line with the revised remuneration policy will automatically cause changes to targets and comparison parameters and hence trigger a deviation from the recommendation G.8 GCGC 2022.

Essen, April 18, 2023

Board of Management

Supervisory Board

Dr. Christian Kohlpaintner / Dr. Kristin Neumann

Doreen Nowotne