

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**BRENNTAG UK HOLDING LIMITED**  
**(Company)**

FRIDAY



Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, signifies its agreement to and passes the written resolutions set out below as special resolutions of the Company, in each case as designated below.

**SPECIAL RESOLUTIONS**

- 1 That the provisions of the memorandum of association of the Company be altered by the deletion of clause 5.
- 2 That the provisions of the articles of association of the Company be altered as follows:
  - (a) the words "which are comprised in the authorised share capital with which the Company is incorporated" are removed from article 2.1 of the articles of association of the Company;
  - (b) the words "which are comprised in the authorised share capital with which the Company is incorporated and" are removed from article 2.2 of the articles of association of the Company; and
  - (c) article 2.4 of the articles of association of the Company be replaced with a new article 2.4 as follows:

"The directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the aggregate nominal amount of £49,409,871 at any time during the period of five years from the date of the passing of this resolution and the directors may, after that period, allot any shares or grant any such rights under an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to section 551 of the Companies Act 2006) be renewed, revoked or varied by ordinary resolution."
- 3 That the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act), pursuant to the authority conferred on them by article 2.3 of the articles of association of the Company, as if section 561(1) of that Act did not apply to any such allotment, provided that this power:
  - (a) is limited to the allotment of equity securities with an aggregate nominal value of £49,409,871; and

(b) shall expire on the date that is five years from the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

4 That in accordance with article 2.2 of the articles of association of the Company (as amended), the directors be authorised and empowered to allot shares in the Company with an aggregate nominal value of £49,409,871, as if article 2.2 of the articles of association of the Company (as amended) did not apply.

Signature:

for and on behalf of Brenntag France Holding  
SAS

Date: 29/10/2018

A handwritten signature in black ink, appearing to be 'C. W. H.', written over the signature line.

## EXPLANATORY STATEMENT TO MEMBER

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to members on 29/10/2018 (**Circulation Date**).
- 3 **Eligible members** are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document please follow the procedure below:
  - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document;
  - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document;
  - (c) please return the document to the Company at its registered address;
- 5 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.
- 6 If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolutions will lapse.
- 7 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.