Q3 2015

5 November 2015

Conference call on Q3 2015 results

Corporate Finance & Investor Relations

AGENDA

Q3 2015 Presentation

- **Highlights Q3 2015**
- **Financials Q3 2015**
- **Outlook**
- **Appendix**

HIGHLIGHTS Q3 2015

Introductory remarks to Q3 2015 earnings

Macro Economy	No positive momentum in Europe. Ongoing weakness in O&G business in North America. Latin America remains challenging and positive picture in Asia.
Gross profit	Gross profit of EUR 570.5m growing at 9.6% (1.2% fx adjusted)
Operating EBITDA	Operating EBITDA of EUR 204.4m growing at 7.5% (-2.0% fx adjusted)
EPS	Earnings per Share of EUR 0.61 growing at 8.9%
Acquisitions	Strategic acquisitions in North America, Europe, the Middle East and Asia Pacific were signed

HIGHLIGHTS Q3 2015

Strategic expansion of lubricants business North America – Acquisition of J.A.M. and G.H. Berlin Windward

J.A.M. Key Facts

- Headquartered in Houston, TX, with 5 warehouses throughout Texas
- Highly diversified customer portfolio across the Gulf Coast and Texas areas
- Well balanced portfolio mainly serving the Industrial, Commercial, Automotive, Marine and Compound Blender end markets
- Among TOP 5 lubricant distributors in USA
- Ca. 320 employees

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G.H. Berlin Windward Key Facts

- Headquartered in Manchester, NH, with ten warehouses in the Northeast
- Highly diversified customer and product portfolio
- Multi-brand supplier portfolio
- Track record of organic growth coupled with continuous M&A activity
- Among TOP 5 lubricant distributors in USA
- Ca. 290 employees

Combined financials 2016 (expected contributions)

- Sales: USD 780m
- Gross profit: USD 127m
- Normalized EBITDA: USD 50m
- Investment amount: USD 440m

HIGHLIGHTS Q3 2015

Both acquisitions provide significant competitive advantages

Rationale for transactions

- Both companies hold leading positions in the attractive and highly fragmented lubricant distribution market
- Above-market growth opportunities for larger distributors
- US Lubricant supplier market is dominated by larger multi-national O&G companies preferring to work with larger distributors driving further consolidation
- Targets are an ideal platform for further consolidation of the market
- Geographic footprints complementary to Brenntag's existing business
- Highly experienced management teams
- Strengthening of existing supplier relationships

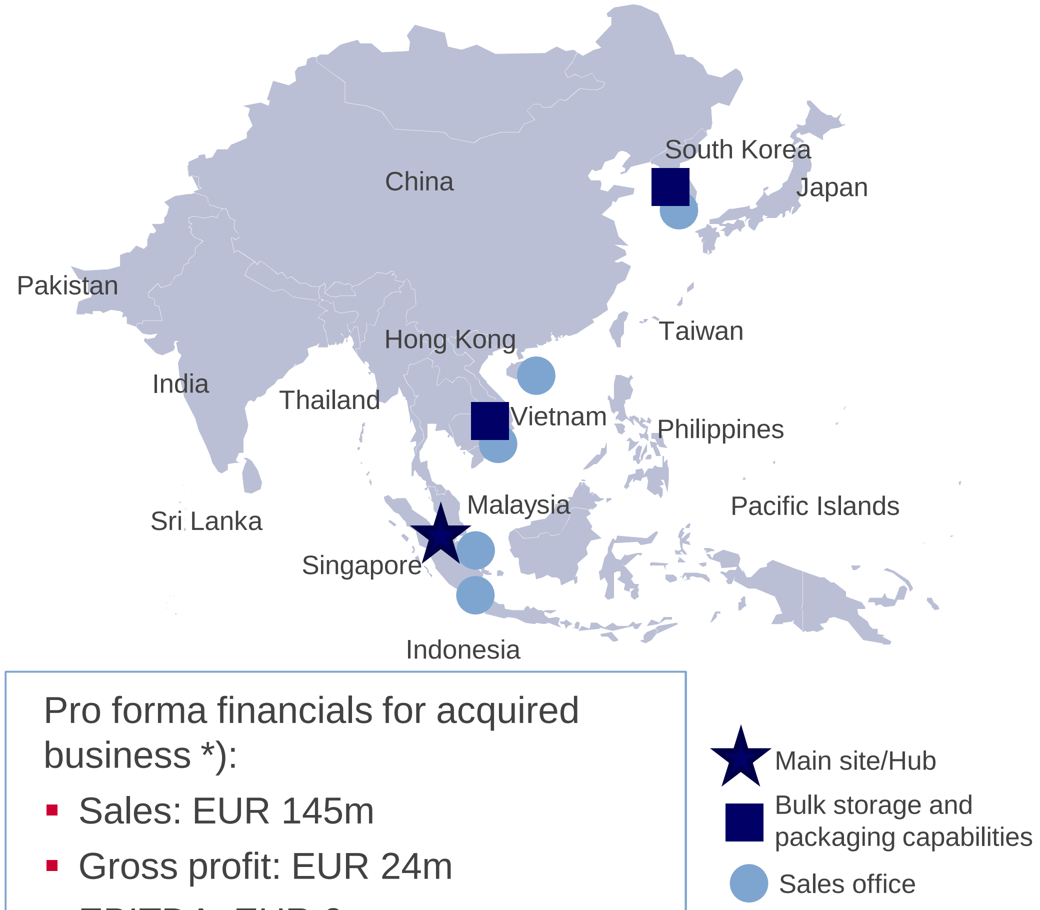
Due to the resilient nature of the business these transactions will rebalance portfolio in North America away from the more volatile O&G business

HIGHLIGHTS Q3 2015

Acquisition of TAT Group, a leading Industrial Chemicals distributor based in Singapore

Key Facts

- TAT was incorporated in 1985 and is headquartered in Singapore
- Strategic step within market for distribution of Industrial Chemicals in South East Asia
- Focus on value-added services (e.g. drumming, re-packaging, refilling and laboratory activities)
- More than 160 employees
- Highly diversified customer portfolio across many industries
- Modern and sophisticated infrastructure
- Strengthen relationships with Brenntag's existing customers and suppliers



Pro forma financials for acquired business *):

- Sales: EUR 145m
- Gross profit: EUR 24m
- EBITDA: EUR 9m
- Investment amount : EUR 87m

*) Financials 2015E for TAT excluding the trading business which will not be part of the envisaged transaction; EUR equivalent

Acquisitions of Parkoteks in Turkey and Trychem in Dubai

Parkoteks Kimya San., Istanbul, Turkey

- Estimated sales of approx. EUR 14.3m and an EBITDA of EUR 3m in 2014
- Investment amount of EUR 20.8m
- Closed in November
- Parkoteks offers a wide range of specialty chemicals products with particular focus on the personal care industry
- Parkoteks is a significant addition to Brenntag's strategy in Turkey and a valuable extension to our existing product portfolio

Trychem FZC, Dubai, United Arabic Emirates (UAE)

- Trychem is active in the distribution of solvents serving the paint, ink and coatings industries
- The company offers mixing, blending, packaging and labelling capacities
- In a first step, Brenntag will hold 51%
- With Trychem Brenntag strengthens market position in the Middle East region, which is of strategic importance for supplier relationships and global customers

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FINANCIALS Q3 2015

Income statement

in EUR m	Q3 2015	Q3 2014[2)]	Δ	Δ FX adjusted	2014
Sales	2,607.5	2,587.2	0.8%	-6.1%	10,015.6
Cost of goods sold	-2,037.0	-2,066.9	-1.4%		-7,988.1
Gross profit	**570.5**	**520.3**	**9.6%**	**1.2%**	**2,027.5**
Expenses	-366.1	-330.2	10.9%		-1,300.6
EBITDA	**204.4**	**190.1**	**7.5%**	**-2.0%**	**726.9**
Add back transaction costs [1)]	-	-			-0.2
Operating EBITDA	**204.4**	**190.1**	**7.5%**	**-2.0%**	**726.7**
Op. EBITDA / Gross profit	35.8%	36.5%			35.8%

1) Transaction costs are costs related to restructuring and refinancing under company law
2) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).

FINANCIALS Q3 2015

Income statement (continued)

in EUR m	Q3 2015	Q3 2014[1)]	Δ	2014[1)]
EBITDA	204.4	190.1	7.5%	726.9
Depreciation	-26.8	-25.2	6.3%	-99.4
EBITA	**177.6**	**164.9**	**7.7%**	**627.5**
Amortization [2)]	-9.4	-9.4	0.0%	-35.9
EBIT	**168.2**	**155.5**	**8.2%**	**591.6**
Financial result [3)]	-27.3	-21.8	25.2%	-83.8
EBT	140.9	133.7	5.4%	507.8
Profit after tax	**94.7**	**86.9**	**9.0%**	**339.7**
EPS	0.61	0.56	8.9%	2.20
EPS excl. Amortization and Zhong Yung liability [4)]	0.65	0.61	6.6%	2.32

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).
2) Includes scheduled amortization of customer relationships amounting to EUR 7.1m in Q3 2015 (EUR 7.6m in Q3 2014 and EUR 28.3 million in 2014).
3) Thereof EUR -0.6m in Q3 2015 (EUR -0.6m in Q3 2014) are related to a change of the purchase price obligation for Zhong Yung (International) Chemical Ltd., which has to be recorded in the income statement according to IFRS (EUR 6.1m in 2014).
4) Adjusted for the net effect of amortizations and changes in the purchase price obligation for the outstanding 49% in Zhong Yung (International) Chemical Ltd.

FINANCIALS Q3 2015

Cash flow statement

in EUR m	Q3 2015	Q3 2014 [1)]	2014
Profit after tax	94.7	86.9	339.7
Depreciation & amortization	36.2	34.6	135.3
Income taxes	46.2	46.8	168.1
Income tax payments	-31.3	-29.0	-164.8
Interest result	17.4	17.6	73.4
Interest payments (net)	-33.9	-32.8	-70.2
Changes in current assets and liabilities	24.9	-11.5	-90.4
Change in purchase price obligation/IAS 32	1.0	1.1	-4.0
Other	11.7	-6.6	-17.4
Cash provided by operating activities	**166.9**	**107.1**	**369.7**

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).

FINANCIALS Q3 2015

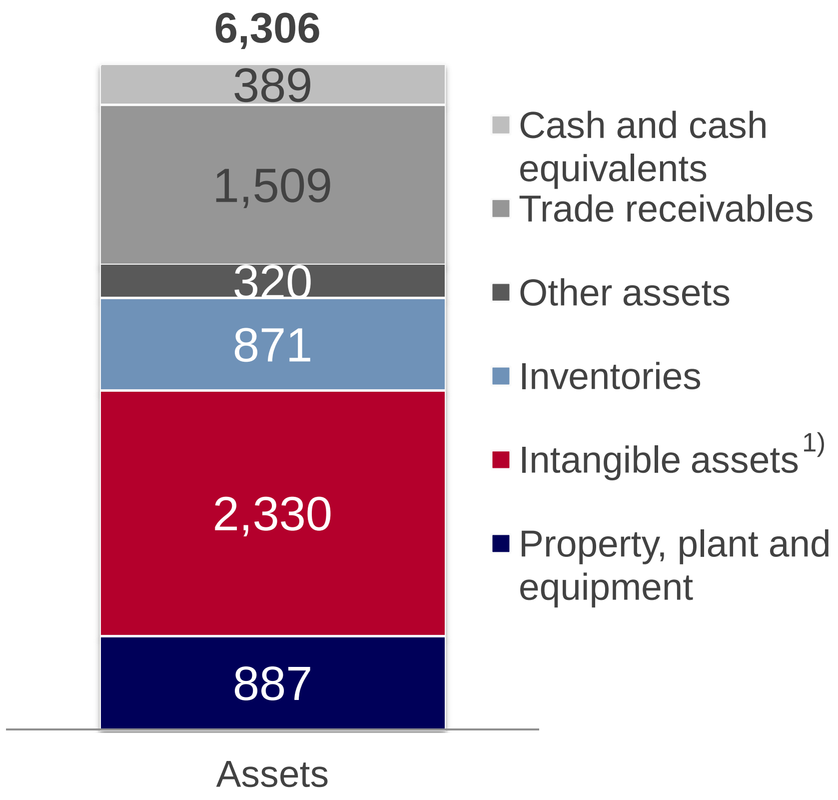
Cash flow statement (continued)

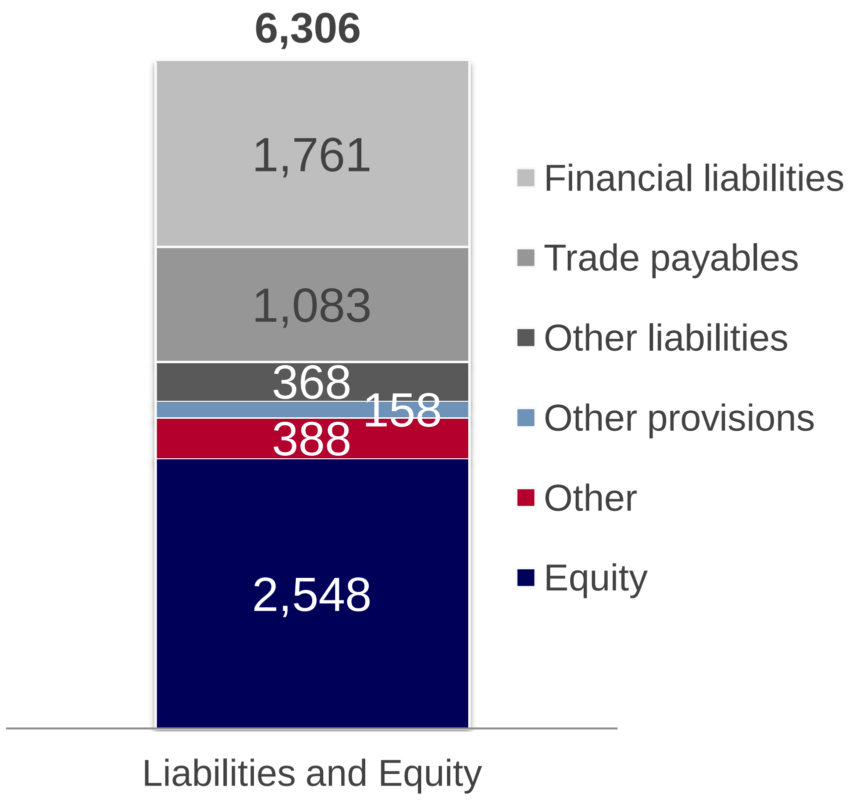
in EUR m	Q3 2015	Q3 2014	2014
Purchases of intangible assets and property, plant & equipment (PPE)	-27.0	-23.1	-103.0
Purchases of consolidated subsidiaries, other business units and financial assets	-3.3	0.1	-82.0
Other	1.6	1.0	6.8
Cash used for investing activities	**-28.7**	**-22.0**	**-178.2**
Capital increase	-	-	-
Payments in connection with the capital increase	-	-	-
Purchases of shares in companies already consolidated	-	-	-
Dividends paid to minority shareholders	-	-	-1.8
Dividends paid to Brenntag shareholders	-	-	-133.9
Repayment of (-)/proceeds from (+) borrowings (net)	-61.1	-38.7	-13.6
Cash used for financing activities	**-61.1**	**-38.7**	**-149.3**
Change in cash & cash equivalents	**77.1**	**46.4**	**42.2**

FINANCIALS Q3 2015

Balance Sheet as of September 30, 2015

in EUR m





1) Of the intangible assets as of September 30, 2015, some EUR 1,257 million relate to goodwill and trademarks that were capitalized as part of the purchase price allocation performed on the acquisition of the Brenntag Group by funds advised by BC Partners Limited, Bain Capital, Ltd. and subsidiaries of Goldman Sachs International at the end of the third quarter of 2006 in addition to the relevant intangible assets already existing in the previous Group structure.

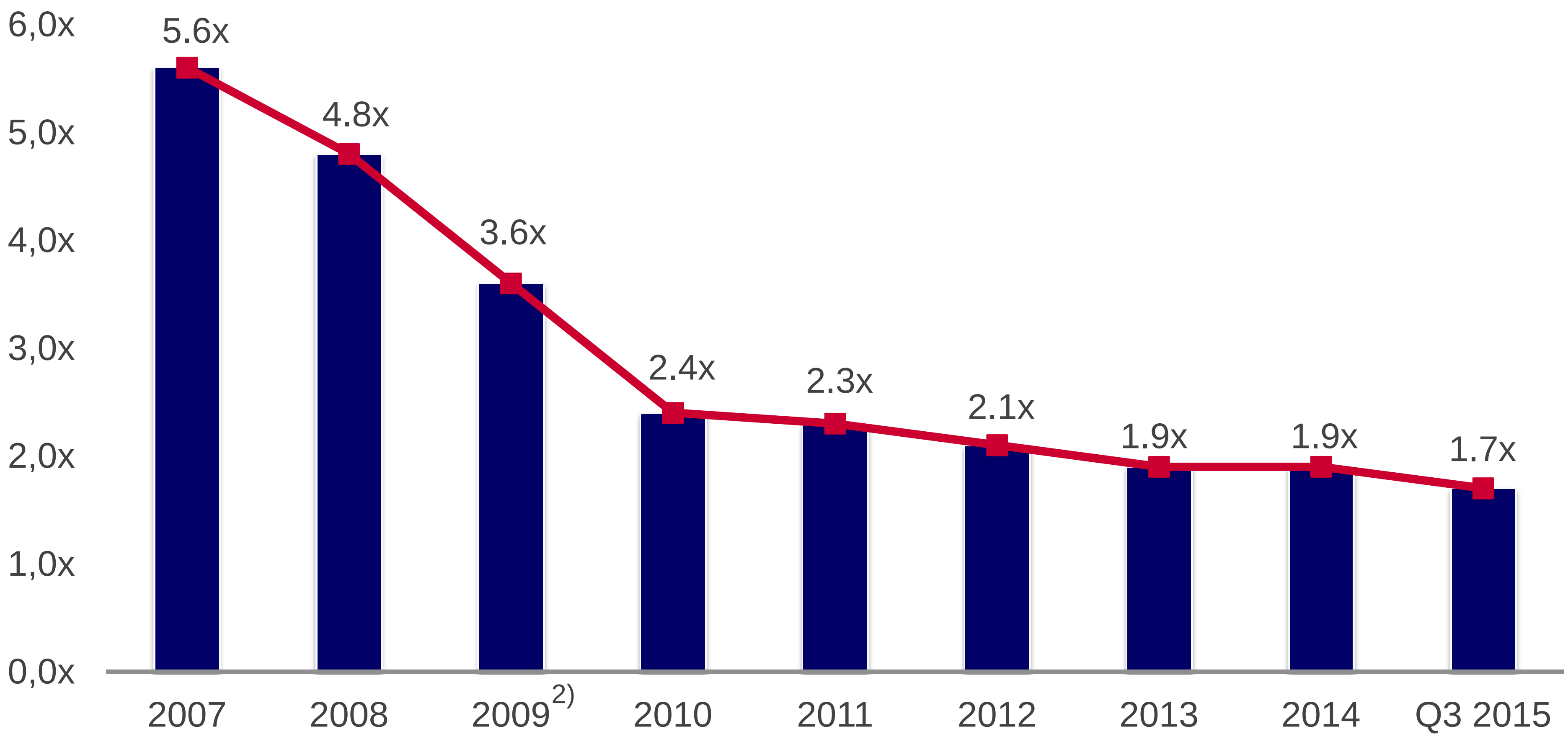
FINANCIALS Q3 2015

Balance Sheet and leverage

in EUR m	30 September 2015	30 June 2015	31 Mar 2015	31 Dec 2014
Financial liabilities	1,761.0	1,859.2	2,032.0	1,901.6
./. Cash and cash equivalents	389.1	319.0	525.5	491.9
Net Debt	1,371.9	1,540.2	1,506.5	1,409.7
Net Debt/Operating EBITDA [1)]	**1.7x**	**1.9x**	**2.0x**	**1.9x**
Equity	2,547.9	2,511.9	2,565.7	2,356.9

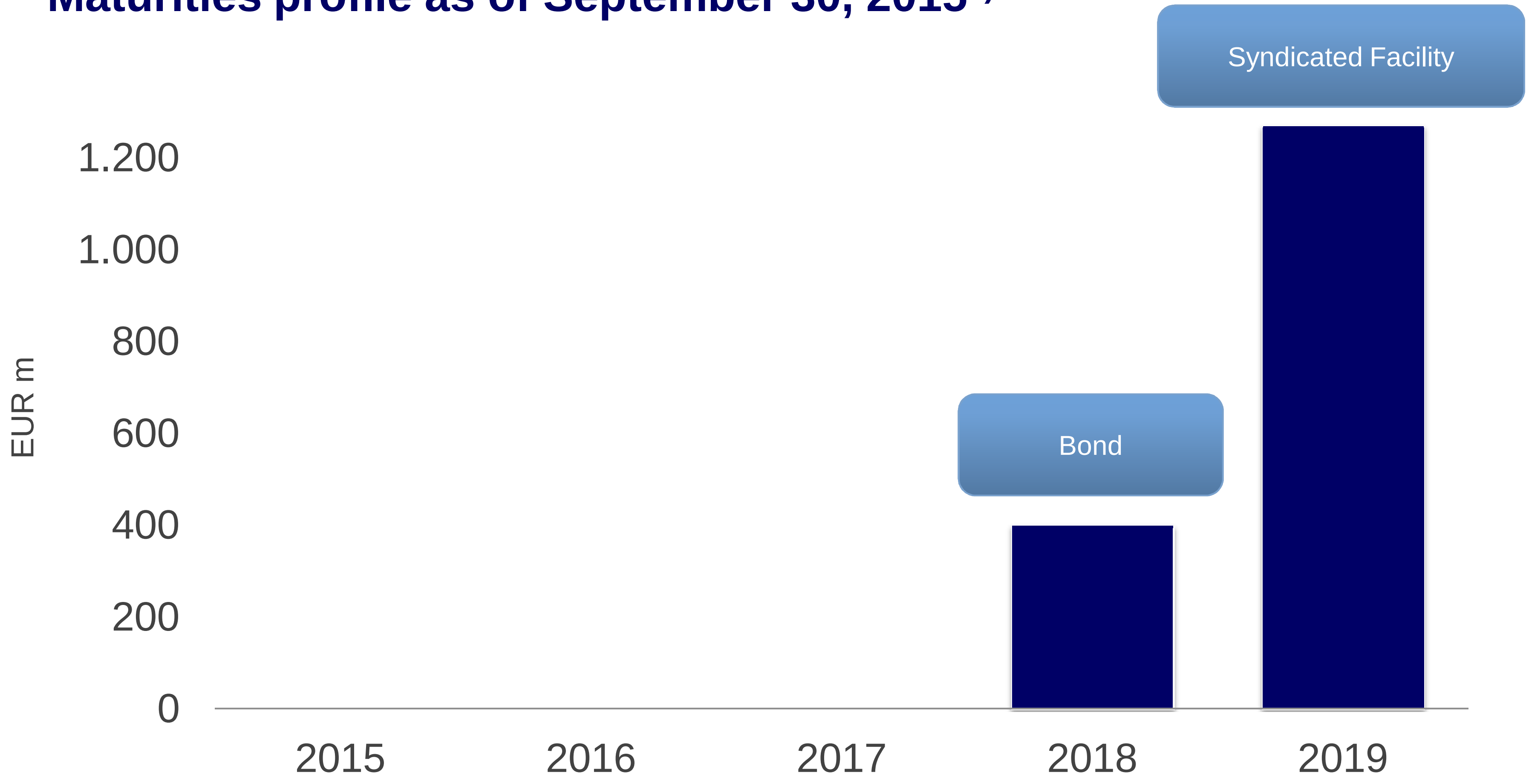
1) Operating EBITDA for the quarters on LTM basis.

Leverage: Net debt/Operating EBITDA[1)]



1) Net debt defined as current financial liabilities plus non-current financial liabilities less (cash and cash equivalents)
2) 2009 adjusted for expense items relating to the early termination of a multi-year incentive program.

Maturities profile as of September 30, 2015[1)]



1) Syndicated loan and bond excluding accrued interest and transaction costs on the basis of end of period exchange rates.

FINANCIALS Q3 2015

Working capital

in EUR m	30 September 2015	30 June 2015	31 Mar 2015	31 Dec 2014
Inventories	871.1	899.5	913.0	865.8
+ Trade receivables	1,508.6	1,589.2	1,605.9	1,407.2
./. Trade payables	1,083.3	1,149.0	1,174.4	1,046.2
Working capital (end of period)	**1,296.4**	**1,339.7**	**1,344.5**	**1,226.8**
Working capital turnover (year-to-date)[1)]	8.1x	8.1x	8.0x	8.6x
Working capital turnover (last twelve months)[2)]	8.0x	8.2x	8.3x	8.6x

1) Using sales on year-to-date basis and average working capital year-to-date.
2) Using sales on LTM basis and average LTM working capital.

FINANCIALS Q3 2015

Free cash flow

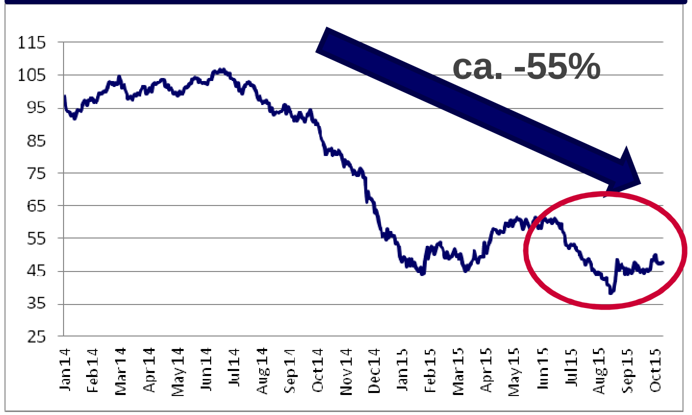
in EUR m	Q3 2015	Q3 2014 [1)]	Δ	Δ	2014
EBITDA	204.4	190.1	14.3	7.5%	726.9
Capex	-25.3	-23.5	-1.8	7.7%	-104.8
Δ Working capital	11.9	-27.9	39.8	-142.7%	-100.5
Free cash flow	**191.0**	**138.7**	**52.3**	**37.7%**	**521.6**

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).

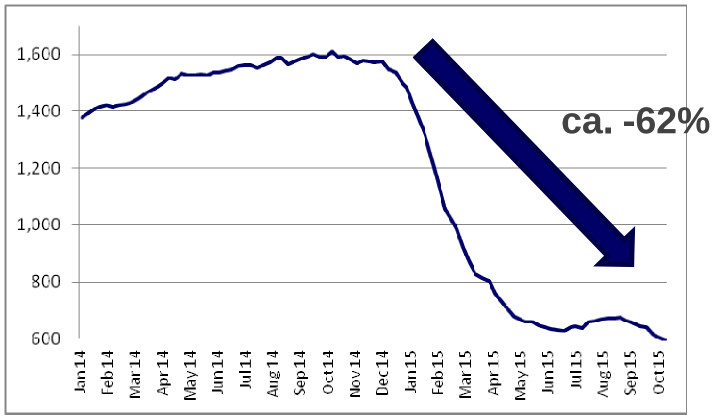
FINANCIALS Q3 2015

Significant changes in Oil & Gas industry over the last 12 months with impact on Brenntag

Oil Price (WTI)



US Rig Count



Source:

Almost -EUR 30m GP for Brenntag in 2015 over 2014

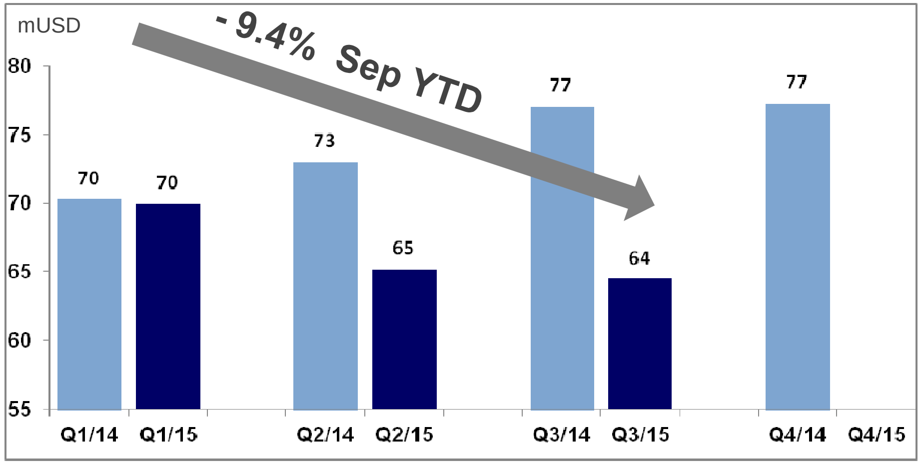
Impact Group: Approx. – 1.3% GP

Impact North America: Approx. – 3.2% GP

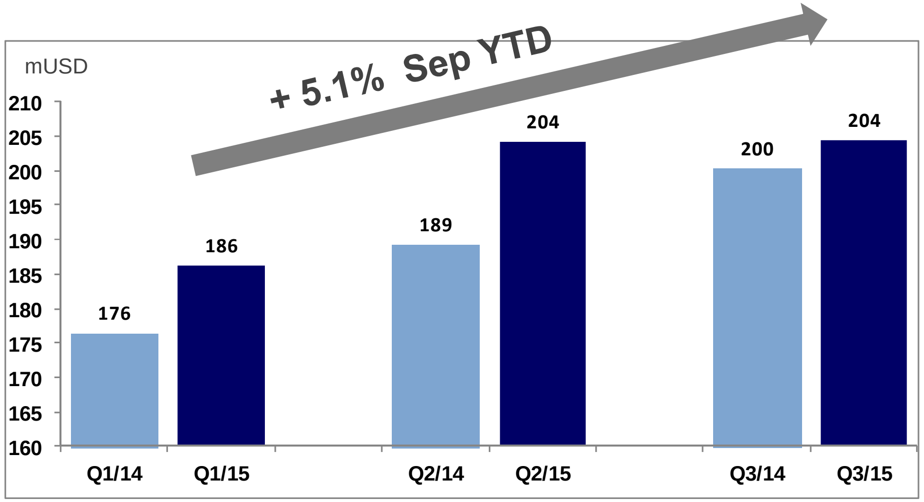
FINANCIALS Q3 2015

North America: Reduction in Gross Profit with Oil & Gas customers – other industries growing

2015: O&G Gross Profit



2015: Ex O&G Gross Profit



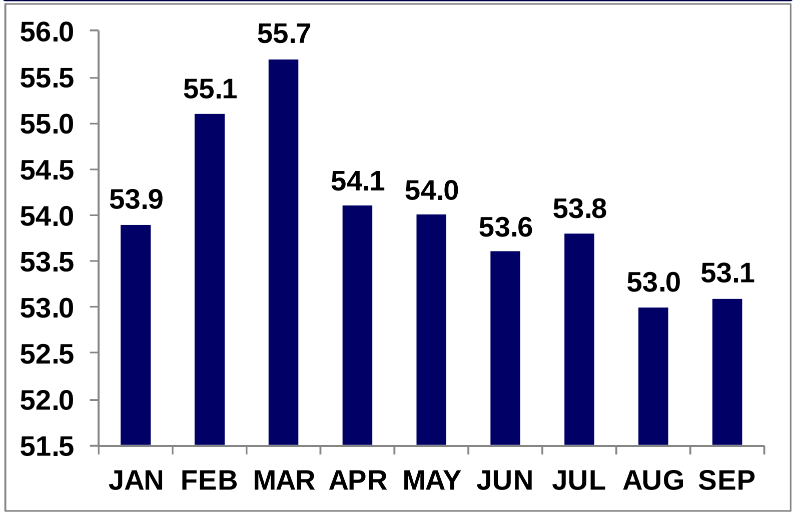
- Full review of the Oil & Gas business
- Headcount reduction started

At constant FX Rates

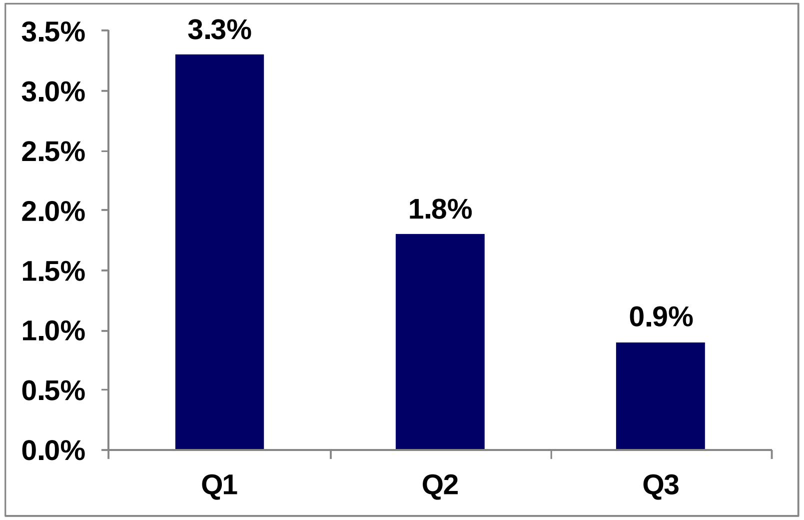
FINANCIALS Q3 2015

Loss of momentum in course of 2015 – North America

Manufacturing PMI NA



IP Growth NA on prior year



FINANCIALS Q3 2015

Segments

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
Operating gross profit	**Q3 2015**	**255.1**	**240.9**	**50.5**	**34.4**	**3.5**	**584.4**
	Q3 2014	242.9	211.6	43.9	30.5	3.7	532.6
	Δ	5.0%	13.8%	15.0%	12.8%	-5.4%	9.7%
	Δ FX adjusted	3.5%	-3.0%	11.3%	2.6%	-5.4%	1.2%
Operating EBITDA	**Q3 2015**	**87.2**	**95.7**	**15.4**	**12.1**	**-6.0**	**204.4**
	Q3 2014[1)]	84.1	88.9	12.4	10.1	-5.4	190.1
	Δ	3.7%	7.6%	24.2%	19.8%	11.1%	7.5%
	Δ FX adjusted	2.1%	-9.0%	25.0%	8.8%	11.1%	-2.0%

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).

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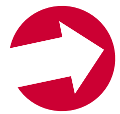
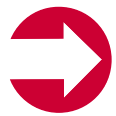
OUTLOOK

	2014 9M 2015	Comments	Trend 2015
Sales	**EUR 10,016m** **EUR 7,873m**	▪ No dedicated outlook for Sales as Gross Profit is more relevant factor for a chemical distributor.	
Gross profit	**EUR 2,028m** **EUR 1,713m**	▪ Moderate growth expected for the full year supported by structural growth trends. ▪ Development impacted by ongoing weakness in O&G business.	
Operating EBITDA	**EUR 727m** **EUR 615m**	▪ **<u>Guidance range</u>**: EUR 790m to EUR 810m for the full year 2015.	
Profit after tax	**EUR 340m** **EUR 294m**	▪ Expected to grow driven by operating EBITDA.	

OUTLOOK

	2014 9M 2015	Comments	Trend 2015
Working capital	**EUR 1,227m** **EUR 1,296m**	▪ To a large extent a function of sales growth. ▪ Expected to grow in 2015 (compared to year end 2014) driven by sales growth and more challenging market conditions.	
Capex	**EUR 105m** **EUR 63m**	▪ Capex spending to maintain infrastructure and to support future growth ▪ Capex for 2015 expected to be in the area of EUR 130m.	
Free Cash Flow	**EUR 522m** **EUR 519m**	▪ Free cash flow is expected to grow significantly.	

OUTLOOK

Acquisitions of J.A.M. and G.H. Berlin Windward provide significant competitive advantages

Rationale for transactions

- Both companies hold leading positions in the attractive and highly fragmented lubricant distribution market
- Above-market growth opportunities for larger distributors
- US Lubricant supplier market is dominated by larger multi-national O&G companies preferring to work with larger distributors driving further consolidation
- Targets are an ideal platform for further consolidation of the market
- Geographic footprints complementary to Brenntag’s existing business
- Highly experienced management teams
- Strengthening of existing supplier relationships

Due to the resilient nature of the business these transactions will rebalance portfolio in North America away from the more volatile O&G business

THANK YOU FOR YOUR ATTENTION

Steven Holland, CEO

- With Brenntag since 2006
- +30 years of dedicated experience
- Region Latin America, Corp. Communications, Development, HR, HSE, Internal Audit & Compliance, M&A

Georg Müller, CFO

- With Brenntag since 2003
- +10 years of experience in chemicals distribution
- Corp. Accounting, Controlling, Finance & IR, IT, Legal, Tax, Risk Management, Brenntag International Chemicals

We are ready to answer your questions!

APPENDIX

Contents

FINANCIALS 9M 2015

Income statement

in EUR m	9M 2015	9M 2014[1)]	Δ	Δ FX adjusted
Sales	7,872.8	7,504.6	4.9%	-4.0%
Cost of goods sold	-6,159.7	-5,998.5	2.7%	
Gross profit	**1,713.1**	**1,506.1**	**13.7%**	**3.2%**
Expenses	-1,098.3	-977.7	12.3%	
EBITDA	**614.8**	**528.4**	**16.4%**	**4.5%**
Add back transaction costs [2)]	-	-0.2		
Operating EBITDA	**614.8**	**528.2**	**16.4%**	**4.6%**
Op. EBITDA/Gross profit	35.9%	35.1%		

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).
2) Transaction costs are costs connected with restructuring and refinancing under company law.

FINANCIALS 9M 2015

Income statement (continued)

in EUR m	9M 2015	9M 2014[1)]	Δ
EBITDA	614.8	528.4	16.4%
Depreciation	-80.5	-73.6	9.4%
EBITA	**534.3**	**454.8**	**17.5%**
Amortization [2)]	-28.4	-26.9	5.6%
EBIT	**505.9**	**427.9**	**18.2%**
Financial result [3)]	-68.8	-64.2	7.2%
EBT	437.1	363.7	20.2%
Profit after tax	**294.0**	**238.1**	**23.5%**

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).
2) This figure includes for the period January to September 2015 scheduled amortization of customer relationships totalling EUR 21.9 million (9M 2014: EUR 21.4m).
3) Thereof EUR -1.9m in 9M 2015 and EUR –1.8m in 9M 2014 are related to change in purchase price obligation Zhong Yung (International) Chemical Ltd., which has to be recorded in the income statement according to IFRS.

FINANCIALS 9M 2015

Cash flow statement

in EUR m	9M 2015	9M 2014[1)]
Profit after tax	294.0	238.1
Depreciation & amortization	108.9	100.5
Income taxes	143.1	125.6
Income tax payments	-142.0	-110.5
Interest result	53.8	55.0
Interest payments (net)	-55.5	-61.3
Changes in current assets and liabilities	-53.6	-133.1
Other	-15.1	-12.0
Cash provided by operating activities	**333.6**	**202.3**

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).

FINANCIALS 9M 2015

Cash flow statement (continued)

in EUR m	9M 2015	9M 2014
Purchases of intangible assets and property, plant & equipment	-66.7	-66.1
Purchases of consolidated subsidiaries and other business units	-47.7	-57.6
Other	4.0	2.3
Cash used for investing activities	**-110.4**	**-121.4**
Capital increase	-	-
Payments in connection with the capital increase	-	-
Purchases of shares in companies already consolidated	-	-
Dividends paid to minority shareholders	-1.3	-0.9
Dividends paid to Brenntag shareholders	-139.1	-133.9
Repayment of (-)/proceeds from (+) borrowings (net)	-196.7	-15.8
Cash used for financing activities	**-337.1**	**-150.6**
Change in cash & cash equivalents	**-113.9**	**-69.7**

FINANCIALS 9M 2015

Free cash flow

in EUR m	9M 2015	9M 2014 [1)]	Δ	Δ	2014
EBITDA	614.8	528.4	84.6	16.4%	726.9
CAPEX	-62.9	-64.4	1.5	-2.3%	-104.8
Δ Working capital	-32.8	-141.4	108.6	-76.8%	-100.5
Free cash flow	**519.1**	**322.6**	**196.5**	**60.9%**	**521.6**

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).

FINANCIALS 9M 2015

Segments

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
Operating gross profit	**9M 2015**	**775.3**	**712.6**	**150.7**	**104.7**	**11.4**	**1,754.7**
	9M 2014	733.6	587.9	121.0	88.4	11.1	1,542.0
	Δ	5.7%	21.2%	24.5%	18.4%	2.7%	13.8%
	Δ FX adjusted	3.6%	1.0%	12.8%	2.4%	2.7%	3.2%
Operating EBITDA	**9M 2015**	**268.3**	**282.0**	**46.9**	**36.9**	**-19.3**	**614.8**
	9M 2014[1)]	251.5	233.4	31.9	28.8	-17.4	528.2
	Δ	6.7%	20.8%	47.0%	28.1%	10.9%	16.4%
	Δ FX adjusted	4.4%	0.5%	36.3%	10.8%	10.9%	4.6%

1) The figures for 2014 have been adjusted owing to the first-time application of IFRIC 21 (Levies).

FINANCIALS Q3 2015

IFRIC 21 – Retroactive adjustment of 2014 operating EBITDA

in EUR m	Group	Europe	North America	Latin America	Asia Pacific	All other segments
Q1/2014	-4.4	-2.0	-2.2	-0.2	-	-
Q2/2014	1.8	0.7	1.1	-	-	-
Q3/2014	1.0	0.7	0.2	0.1	-	-
Q4/2014	1.6	0.6	0.9	0.1	-	-
Full Year 2014	**-**	**-**	**-**	**-**	**-**	**-**

- New interpretation of accounting for levies imposed by a government (IFRIC 21) are applied for the first time in 2015
- Profit & Loss Statement: timing of recognition of expenses will change
- Retroactive adjustment of 2014 results in order to ensure comparability
- Effects to be seen in the quarters – no effect on a full year basis

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