

BRENNTAG



Q3 2012

Conference Call, 7th November 2012

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This presentation may contain forward-looking statements based on current assumptions and forecasts made by Brenntag AG and other information currently available to the company. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. Brenntag AG does not intend, and does not assume any liability whatsoever, to update these forward-looking statements or to conform them to future events or developments.

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1. Highlights Q3 2012

Steve Holland

2. Financials Q3 2012

Jürgen Buchsteiner

3. Outlook

Steve Holland

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Introductory remarks to Q3 2012 earnings

Earnings development confirms the strength and resilience of the business model under more difficult market conditions

Gross profit growth of 4.0% (y-o-y, FX adjusted) or 10.7% (as reported) in Q3 2012

Negative impact of Q3 result due to a non-recurring expense in the European region

Operating EBITDA adjusted for the non-recurring effect of about EUR 10m is on previous year's level (y-o-y, FX adjusted) or grew by 7.3% as reported

2012 acquisitions meet expectations

Continued strong free cash flow generation

Operating highlights Q3 2012**Gross profit**

EUR 493.2m
FX adjusted increase of 4.0% y-o-y (as reported increase of 10.7% y-o-y)

**Operating EBITDA**

EUR 167.8m
FX adjusted -6.2% y-o-y (as reported increase of 0.7% y-o-y)
Excluding non-recurring effect EUR 178.8m
FX adjusted on previous year's level (as reported increase of 7.3% y-o-y)

**Operating EBITDA /
Gross profit**

36.3% (after excluding non-recurring effect) against
37.4% in Q3 2011 and 37.4% in FY 2011,
34.0% in Q3 2012 as reported

**Cash flow**

Free cash flow of EUR 168.1m

Acquisitions

Acquisitions with a total of EUR 107.2m enterprise value including Delanta

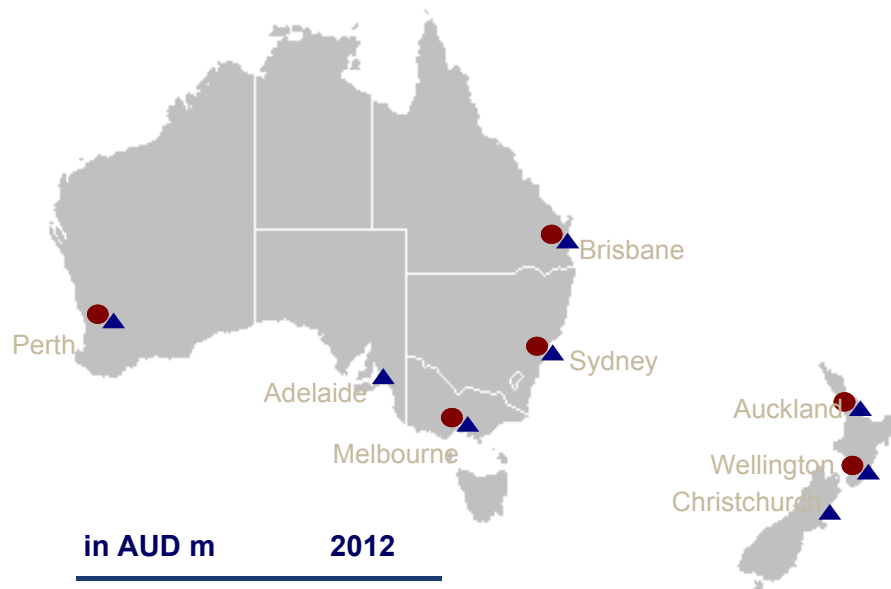
Free Float reached 100%

- **Final placement of Brachem Acquisition S.C.A. at the beginning of Q3**
 - Brachem Acquisition S.C.A. placed the remaining portion of 6.9 million shares for a price of EUR 89.00 per share with institutional investors. The free float has now reached 100% of the share capital.

Acquisitions

ISM/Salkat Group Australia and New Zealand

- Strengthening of strategic market position in Australia and market entry in New Zealand
- Expansion of specialty product portfolio



in AUD m	2012
Sales	117.0
Gross Profit	27.4
EBITDA	11.8
Customers	~1,300

The TER Corporation Texas, USA

- Supply of production (well treating) chemicals and specialized services to optimize well's productivity
- TER is located in the fastest growing shale gas areas in the US



in USD m	2011
Sales	11.2
Gross Profit	8.5
EBITDA	3.9
Customers	~100

Acquisitions (2)

Delanta Group Latin America

- In October Brenntag signed a preliminary agreement to acquire Delanta Group
- Closing is expected in the course of November 2012
- Specialty chemical distributor with presence in the Southern Cone of Latin America.
- Delanta Group is active in the distribution of specialty chemicals, e.g. paints & coatings, ceramics, construction and food chemicals.

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Income statement Q3 2012

in EUR m	Q3 2012	Q3 2011	Δ	Δ FX adjusted	2011
Sales	2,474.1	2,218.0	11.5%	5.4%	8,679.3
Cost of goods sold	-1,980.9	-1,772.5	11.8%		-6,911.3
Gross profit	493.2	445.5	10.7%	4.0%	1,768.0
Expenses	-325.5	-280.9	15.9%		-1,109.2
EBITDA	167.7	164.6	1.9%	-5.2%	658.8
Add back transaction costs²⁾	0.1	2.0	n/m		2.1
Operating EBITDA¹⁾	167.8	166.6	0.7%	-6.2%	660.9
Operating EBITDA / Gross profit	34.0%	37.4%			37.4%

1) Operating EBITDA 178.8m, adjusted for non-recurring effect in European segment +7.3% y-o-y, on previous year's level FX adj.

2) Transaction costs are costs related to restructuring and refinancing under company law.

Income statement Q3 2012 (continued)

in EUR m	Q3 2012	Q3 2011	Δ	2011
EBITDA	167.7	164.6	1.9%	658.8
Depreciation	-24.3	-23.1	5.2%	-88.9
EBITA	143.4	141.5	1.3%	569.9
Amortization	-9.9	-6.0	65.0%	-24.1
EBIT	133.5	135.5	-1.5%	545.8
Financial result¹⁾	-23.9	-28.6	-16.4%	-126.3
EBT	109.6	106.9	2.5%	419.5
Profit after tax	79.6	66.7	19.3%	279.3
EPS	1.53	1.30	17.7%	5.39
EPS excl. Amortization and Zhong Yung liability²⁾	1.68	1.48	13.5%	5.93

1) Thereof related to change in purchase price obligation Zhong Yung (International) Chemical Ltd., which has to be recorded in the income statement according to IFRS. Effect: 2011: EUR -10.6m; Q1 2012: EUR -0.2m; Q2 2012: EUR -3.9 m; Q3 2012: EUR -0.8m

2) Adjusted for the net effect of amortizations and changes in the purchase price obligation for the outstanding 49% in Zhong Yung (International) Chemical Ltd.

Cash flow statement Q3 2012

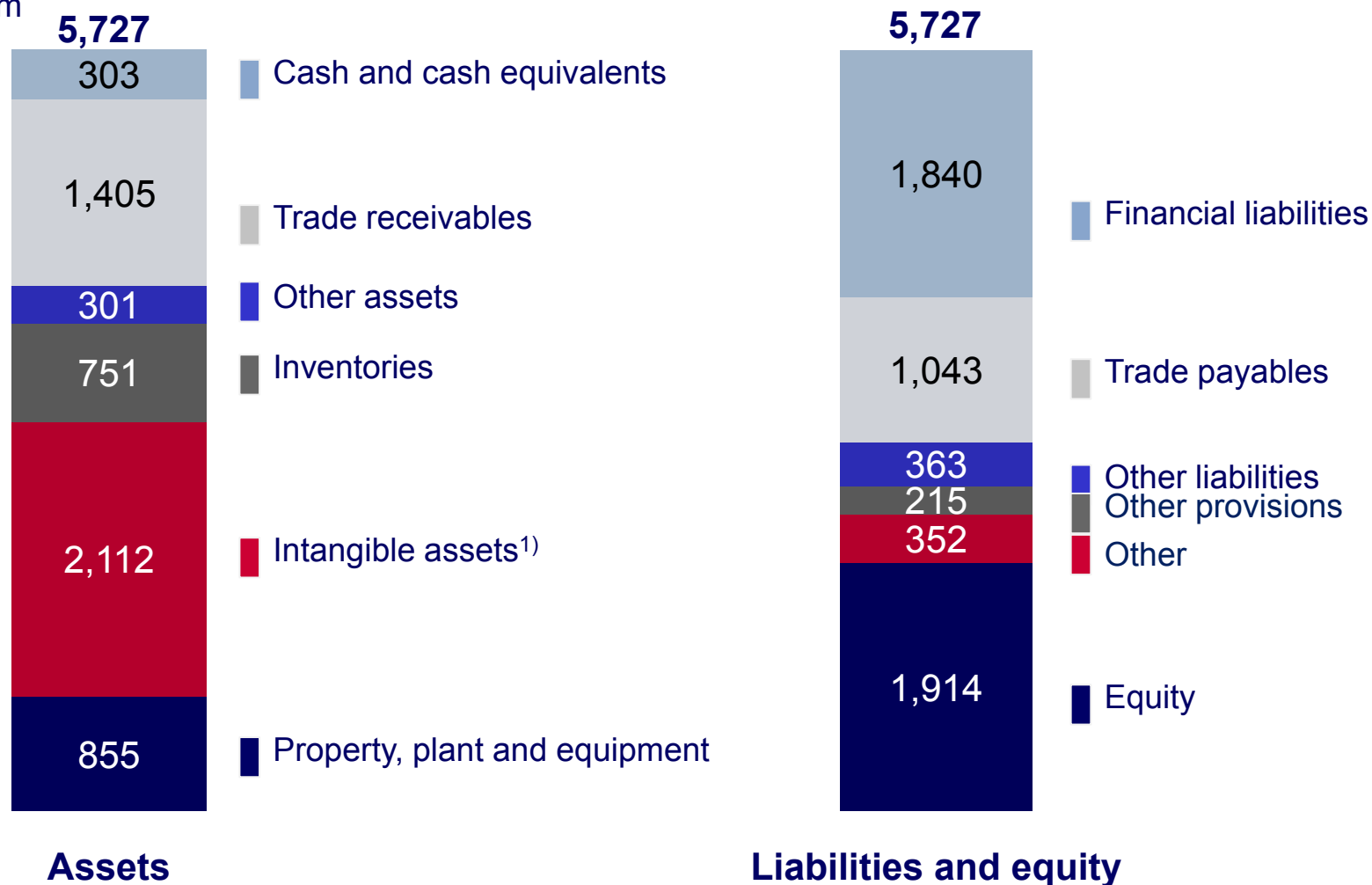
in EUR m	Q3 2012	Q3 2011	2011
Profit after tax	79.6	66.7	279.3
Depreciation & amortization	34.2	29.1	113.0
Income taxes	30.0	40.2	140.2
Income tax payments	-21.5	-31.0	-119.3
Interest result	19.8	22.4	107.3
Interest payments (net)	-40.9	-46.7	-112.0
Changes in current assets and liabilities	55.4	97.7	-59.1
Change in purchase price obligation / IAS 32	1.0	5.7	12.1
Other	0.5	-8.4	-11.9
Cash provided by operating activities	158.1	175.7	349.6

Cash flow statement Q3 2012 (continued)

in EUR m	Q3 2012	Q3 2011	2011
Purchases of intangible assets and property, plant & equipment (PPE)	-20.4	-18.9	-86.3
Purchases of consolidated subsidiaries and other business units	-122.7	3.6	-122.3
Other	0.7	1.9	10.5
Cash used for investing activities	-142.4	-13.4	-198.1
Capital increase	-	-	-
Payments in connection with the capital increase	-	-	-
Purchases of shares in companies already consolidated	-	-25.1	-25.3
Dividends paid to minority shareholders	-	-4.2	-5.8
Dividends paid to Brenntag shareholders	-	-	-72.1
Repayment of borrowings (net)	-21.7	83.2	46.1
Cash used for financing activities	-21.7	53.9	-57.1
Change in cash & cash equivalents	-6.0	216.2	94.4

Balance sheet as of 30 September 2012

in EUR m



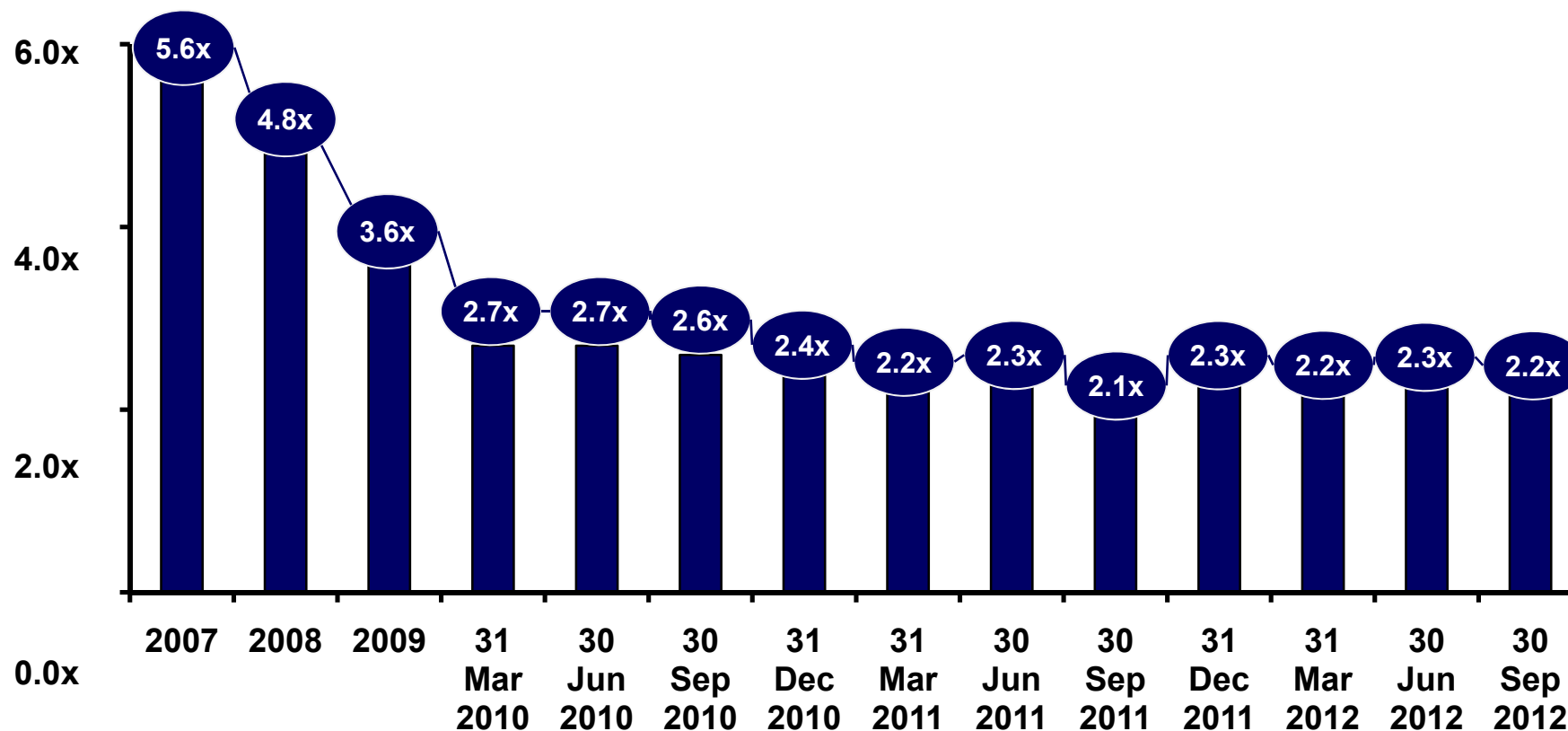
1) Of the intangible assets as of June 30, 2012, some EUR 1,201 million relate to goodwill and trademarks that were capitalized as part of the purchase price allocation performed on the acquisition of the Brenntag Group by funds advised by BC Partners Limited, Bain Capital, Ltd. and subsidiaries of Goldman 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.

Balance sheet and leverage Q3 2012

in EUR m	30 Sep 2012	30 Jun 2012	30 Mar 2012	31 Dec 2011	30 Sep 2011	30 Jun 2011	31 Mar 2011
Financial liabilities	1,839.6	1,902.3	1,819.5	1,952.4	1,855.2	1,729.8	1,726.7
./. Cash and cash equivalents	302.8	308.5	364.5	458.8	481.6	259.2	349.8
Net Debt	1,536.8	1,593.8	1,455.0	1,493.6	1,373.6	1,470.6	1,376.9
Net Debt / Operating EBITDA¹⁾	2.2x	2.3x	2.2x	2.3x	2.1x	2.3x	2.2x
Equity	1,913.9	1,846.6	1,835.7	1,761.3	1,647.9	1,631.1	1,642.0

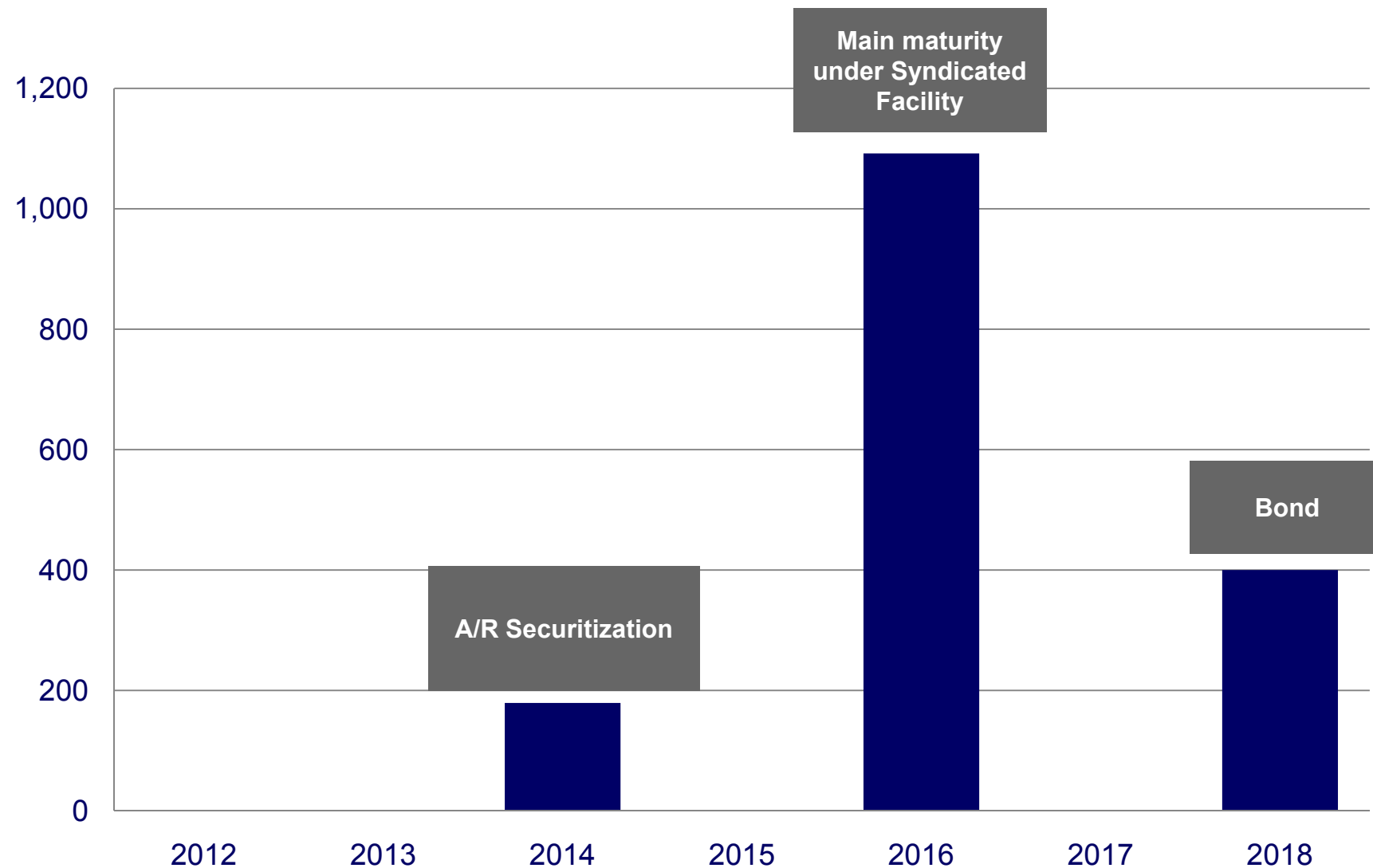
1) Operating EBITDA for the quarters on LTM basis.

Leverage: Net debt / Operating EBITDA Q3 2012



- Net debt defined as current financial liabilities plus non-current financial liabilities less (cash and cash equivalents)
- Operating EBITDA for the quarters on LTM basis; 2009 adjusted for expense items relating to the early termination of a multi-year incentive program.

Maturities profile as of 30 September 2012¹⁾



1) Syndicated loan, bond and liabilities under the international accounts receivable securitization program excluding accrued interest and transaction costs (on the basis of exchanges rates on September 30, 2012)

Working capital Q3 2012

in EUR m	30 Sep 2012	30 Jun 2012	31 Mar 2012	31 Dec 2011	30 Sep 2011	30 Jun 2011
Inventories	750.7	722.5	723.6	696.8	653.4	645.7
+ Trade receivables	1,405.0	1,445.7	1,373.0	1,220.9	1,279.2	1,264.8
./. Trade payables	1,042.8	1,046.4	1,066.8	956.6	975.3	923.5
Working capital (end of period)	1,112.9	1,121.8	1,029.8	961.1	957.3	987.0
Working capital turnover (year-to-date)¹⁾	9.3x	9.4x	9.6x	9.3x	9.4x	9.5x
Working capital turnover (last twelve months)²⁾	9.2x	9.2x	9.2x	9.3x	9.3x	9.5x

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

Free cash flow Q3 2012

in EUR m	Q3 2012	Q3 2011	Δ	Δ	2011
EBITDA	167.7	164.6	3.1	1.9%	658.8
Capex	-22.4	-19.0	-3.4	17.9%	-86.0
Δ Working capital	22.8	76.0	-53.2	-70.0%	-61.0
Free cash flow	168.1	221.6	-53.5	-24.1%	511.8

Segments Q3 2012

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
External sales	Q3 2012	1,139.7	792.6	233.7	195.3	112.8	2,474.1
	Q3 2011	1,066.5	715.9	210.2	104.3	121.1	2,218.0
	Δ	6.9%	10.7%	11.2%	87.2%	-6.9%	11.5%
	Δ FX adjusted	5.7%	-1.8%	3.6%	69.8%	-6.9%	5.4%
Operating gross profit	Q3 2012	231.9	193.5	43.0	30.4	5.0	503.8
	Q3 2011	221.5	170.8	37.4	20.4	4.5	454.6
	Δ	4.7%	13.3%	15.0%	49.0%	11.1%	10.8%
	Δ FX adjusted	3.3%	0.6%	7.3%	36.4%	11.1%	4.1%
Operating EBITDA	Q3 2012	68.0	83.9	13.0	13.2	-10.3	167.8
	Q3 2011	75.1	74.8	12.1	8.9	-4.3	166.6
	Δ	-9.5%¹⁾	12.2%	7.4%	48.3%	139.5%	0.7%
	Δ FX adjusted	-11.1%¹⁾	-0.2%	1.6%	35.4%	139.5%	-6.2%

1) Europe Operating EBITDA Δ 5.2%, Δ FX adjusted 3.4% adjusted for non-recurring effect in European segment.

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Outlook

	2011 9M 2012	Comments	Trend 2012 and 2013
Sales	EUR 8,679m EUR 7,350m	<ul style="list-style-type: none"> Ongoing weak and demanding macro-economic climate 	
Gross profit	EUR 1,768m EUR 1,455m		
Operating EBITDA	EUR 661m EUR 524m	<ul style="list-style-type: none"> Support from positive gross profit development Full-year impact of 2011 acquisitions Full-Year 2012 operating EBITDA expected to reach or exceed EUR 705m. Upper end guidance narrowed to EUR 725m given the weaker economic environment (excluding non-recurring expense). 	
Profit after tax	EUR 279m EUR 240m	<ul style="list-style-type: none"> Successful refinancing will show full-year impact 	

Outlook

	2011 9M 2012	Comments	Trend 2012 and 2013
Working capital	EUR 961m EUR 1,113m	<ul style="list-style-type: none"> To a large extent a function of sales growth 	
Capex	EUR 86m EUR 53m	<ul style="list-style-type: none"> Capex spending will be slightly above depreciation due to increasing business activities Capex sufficient to support organic growth 	
Free cash flow	EUR 512m EUR 347m	<ul style="list-style-type: none"> Strong free cash flow expected for Q4 2012 	

Thank you for your attention!

We are ready to answer your questions!



Steven Holland
CEO



Jürgen Buchsteiner
Board Member



William Fidler
Board Member

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Operating highlights 9M 2012

Gross profit

EUR 1,455.3m
FX adjusted increase of 5.2% y-o-y (as reported increase of 9.9% y-o-y)



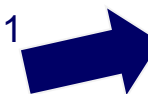
Operating EBITDA

EUR 523.7m
FX adjusted increase of 1.2% y-o-y (as reported increase of 6.4% y-o-y)



Operating EBITDA / Gross profit

36.9% (excluding non-recurring effect) against 37.2% 9M 2011
36.0% in 9M 2012 as reported



Cash flow

Strong free cash flow of EUR 347.2m (against EUR 336.8m 9M 2011)

Acquisitions

Acquisitions with a total of EUR 107.2m enterprise value including Delanta

Income statement 9M 2012

in EUR m	9M 2012	9M 2011	Δ	Δ FX adjusted	2011
Sales	7,349.8	6,518.5	12.8%	8.5%	8,679.3
Cost of Goods Sold	-5,894.5	-5,194.8	13.5%		-6,911.3
Gross Profit	1,455.3	1,323.7	9.9%	5.2%	1,768.0
Expenses	931.6	834.1	11.7%		-1,109.2
EBITDA	523.7	489.6	7.0%	1.8%	658.8
Add back Transaction Costs¹⁾	-	2.8			2.1
Operating EBITDA	523.7	492.4	6.4%	1.2%	660.9
Operating EBITDA / Gross Profit	36.0%	37.2%			37.4%

1) Transaction costs are costs related to restructuring and refinancing under company law.

Income Statement 9M 2012 (continued)

in EUR m	9M 2012	9M 2011	Δ	2011
EBITDA	523.7	489.6	7.0%	658.8
Depreciation	-70.8	-65.9	7.4%	-88.9
EBITA	452.9	423.7	6.9%	569.9
Amortization¹⁾	-27.5	-17.4	58.0%	-24.1
EBIT	425.4	406.3	4.7%	545.8
Financial Result¹⁾	-73.9	-93.7	-21.1%	-126.3
EBT	351.5	312.6	12.4%	419.5
Profit after tax	240.4	201.2	19.5%	279.3
EPS	4.63	3.87	19.6%	5.39
EPS excl. Amortization and Zhong Yung liability²⁾	5.11	4.21	21.4%	5.93

1) Thereof related to change in purchase price obligation Zhong Yung (International) Chemical Ltd., which has to be recorded in the income statement according to IFRS. Effect: 2011: EUR -10.6m; H1 2012: EUR -4.1m; 9M 2012 EUR -4.9m

2) Adjusted for the net effect of amortizations and changes in the purchase price obligation for the outstanding 49% in Zhong Yung (International) Chemical Ltd

Cash Flow Statement 9M 2012

in EUR m	9M 2012	9M 2011	2011
Profit after tax	240.4	201.2	279.3
Depreciation & Amortization	98.3	83.3	113.0
Income taxes	111.1	111.4	-140.2
Income tax payments	-95.2	-89.0	-119.3
Interest result	61.6	84.7	107.3
Interest payments (net)	-72.6	-103.6	-112.0
Changes in current assets and liabilities	-117.9	-79.5	-59.1
Other	-4.1	6.5	0.2
Cash provided by operating activities	221.6	215.0	349.6

Cash Flow Statement 9M 2012 (continued)

in EUR m	9M 2012	9M 2011	2011
Purchases of intangible assets and Property, Plant & Equipment	-52.2	-51.2	-86.3
Purchases of consolidated subsidiaries and other business units	-125.5	-25.2	-122.3
Other	4.7	7.2	10.5
Cash used for investing activities	-173.0	-69.2	198.1
Capital increase	-	-	-
Payments in connection with the capital increase	-	-	-
Purchases of shares in companies already consolidated	-	-25.1	-25.3
Dividends paid to minority shareholders	-1.0	-5.3	-5.8
Dividends paid to Brenntag shareholders	-103.0	-72.1	-72.1
Repayment of borrowings (net)	-105.2	85.9	46.1
Cash used for financing activities	-209.2	-16.6	-57.1
Change in cash & cash equivalents	-160.6	129.2	94.4

Working capital 9M 2012

in EUR m	30 Sep 2012	30 Jun 2012	31 Mar 2012	31 Dec 2011	30 Sep 2011	30 June 2011
Inventories	750.7	722.5	723.6	696.8	653.4	645.7
+ Trade receivables	1,405.0	1,447.7	1,373.0	1,220.9	1,279.2	1,264.8
./. Trade payables	1,042.8	1,046.4	1,066.8	956.6	975.3	923.5
Working capital (end of period)	1,112.9	1,121.8	1,029.8	961.1	957.3	987.0
Working capital turnover (year-to-date)¹⁾	9.3x	9.4x	9.6x	9.3x	9.4x	9.5x
Working capital turnover (last twelve months)²⁾	9.2x	9.2x	9.2x	9.3x	9.3x	9.5x

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

Return on net assets (RONA)

in EUR m	2011	2010	Δ	Δ
EBITA	569.9	513.6	56.3	11.0%
Average property, plant and equipment (PPE)	824.0	806.1	17.9	2.2%
Average working capital	928.3	752.4	175.9	23.4%
Return on net assets	32.5%	33.0%		

Free Cash Flow 9M 2012

in EUR m	9M 2012	9M 2011	Δ	Δ	2011
EBITDA	523.7	489.6	34.1	7.0%	658.8
Capex	-52.7	-48.0	4.7	9.8%	-86.0
Δ Working Capital	-123.8	-104.8	-19.0	18.1%	-61.0
Free Cash Flow	347.2	336.8	10.4	3.1%	511.8

Segments 9M 2012

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
External sales	9M 2012	3,465.4	2,334.4	689.3	509.8	350.9	7,349.8
	9M 2011	3,287.5	2,033.0	597.5	273.3	327.2	6,518.5
	Δ	5.4%	14.8%	15.4%	86.5%	7.2%	12.8%
	Δ FX adjusted	5.2%	4.9%	8.8%	73.3%	7.2%	8.5%
Operating gross profit	9M 2012	707.3	559.3	126.5	79.6	14.0	1,489.7
	9M 2011	681.4	487.1	111.2	59.0	13.0	1351.7
	Δ	3.8%	14.8%	13.8%	34.9%	7.7%	10.0%
	Δ FX adjusted	3.1%	4.9%	7.2%	25.6%	7.7%	5.2%
Operating EBITDA	9M 2012	231.4	237.8	41.1	34.7	-21.3	523.7
	9M 2011	235.8	207.6	36.9	27.1	-15.0	492.4
	Δ	-1.9%	14.5%	11.4%	28.0%	42.0%	6.4%
	Δ FX adjusted	-2.7%	4.8%	6.2%	28.9%	42.0%	1.2%

IPO-related effects on income statement 2010

in EUR m	Q1 2010	Q2 2010	H1 2010	Q3 2010	Q4 2010	2010
Effects above EBITDA						
IPO costs charged to Brachem Acquisition S.C.A.	+2.5	0.0	+2.5	0.0	-0.4	+2.1
IPO costs	-8.2	0.0	-8.2	0.0	+1.6	-6.6
Total effect above EBITDA	-5.7	0.0	-5.7	0.0	1.2	-4.5
Effects in financial result						
Waiver related	-20.8	0.0	-20.8	0.0	0.0	-20.8
Discontinuation of hedge accounting for certain interest swaps	-5.4	0.0	-5.4	0.0	0.0	-5.4
Interest expenses on subordinated shareholder loan	-17.0	0.0	-17.0	0.0	0.0	-17.0
Total effects in financial result	-43.2	0.0	-43.2	0.0	0.0	-43.2
Total IPO-related effects on income statement	-48.9	0.0	-48.9	0.0	1.2	-47.7

No adjustment made for the amortization of customer relationships resulting from the acquisition of the Brenntag Group by equity funds advised by BC Partners, Bain Capital and Goldman at the end of the third quarter of 2006 (EUR 79.4m for 9M 2010). These customer relationships have been fully amortized by the end of Q3 2010

Income statement 2010 adjusted for IPO effects

in EUR m	Q1 2010	Q2 2010	H1 2010	Q3 2010	Q4 2010	2010
EBITDA	128.5	152.8	281.3	159.9	156.4	597.6
Adjustment for IPO-related effects	5.7	0.0	5.7	0.0	-1.2	4.5
EBITDA adjusted	134.2	152.8	287.0	159.9	155.2	602.1
Financial result	-73.6	-35.1	-108.7	-32.7	-35.8	-177.2
Adjustment for IPO-related effects	43.2	0.0	43.2	0.0	0.0	43.2
Financial result adjusted	-30.4	-35.1	-65.5	-32.7	-35.8	-134.0
EBT	3.7	64.0	67.7	72.1	92.0	231.8
Adjustment for IPO-related effects	48.9	0.0	48.9	0.0	-1.2	47.7
EBT adjusted	52.6	64.0	116.6	72.1	90.8	279.5

No adjustment made for the amortization of customer relationships in the amount of EUR 79.4m in 9M 2010 capitalized in the course of the purchase price allocation made in September 2006 and fully amortized by the end of Q3 2010