

BRENNTAG



Conference Call Presentation, 11th November 2010

Disclaimer

This presentation contains forward-looking statements. The words “anticipate”, “assume”, “believe”, “estimate”, “expect”, “intend”, “plan”, “project”, “may”, “should” and similar expressions are used to identify forward-looking statements. Forward-looking statements are statements that are not historical facts; instead they reflect our current views and expectations and the assumptions underlying them about future events.

These forward-looking statements are subject to many risks and uncertainties, including a lack of further improvement or a renewed deterioration of global economic conditions, in particular a renewed decline of consumer demand and investment activities in Western Europe for the United States, a down-turn in major economies, a continuation of the tense situation in the credit and financial markets and other risks and uncertainties.

If any of these risks and uncertainties materialize or if the assumptions underlying any of our forward-looking statements are proving to be incorrect, our actual results may be materially different from those expressed or implied by such forward-looking statements. We do not intend or assume any obligation to update these forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made.

Agenda

1. Highlights Q3 2010

CEO

2. Financials Q3 2010

CFO

3. Outlook 2010

CEO

Appendix

Agenda

1. Highlights Q3 2010

CEO

2. Financials Q3 2010

CFO

3. Outlook 2010

CEO

Appendix

Introductory Remarks to Q3 2010 Earnings

Ongoing sound business development and strong earnings growth in Q3 2010 against the background of continued, but slightly softer macro-economic recovery

Continued gross profit growth supports continued strong operating EBITDA growth in Q3 2010

EAC Industrial Ingredients consolidated since beginning of Q3 2010

Stronger USD in Q3 2010 in comparison to Q3 2009 results in positive translational effects. Recently weaker USD might cause reverse effects in Q4 2010

Working capital growth in line with increased business activity and first time consolidation of EAC Industrial Ingredients, partly offset by improved working capital turnover

Operating Highlights Q3 2010**Gross Profit**

EUR 429.7m
FX adjusted increase by 8.1% y-o-y (as reported increase of 15.0% y-o-y)

**Operating EBITDA**

EUR 160.3m
FX adjusted increase by 9.5% y-o-y (as reported increase of 16.7% y-o-y).

**Operating EBITDA /
Gross Profit**

37.3% (against 36.8% in Q3 2009 and 32.9% FY2009)

**Cash flow**

Outflow for trade working capital increase of EUR 47.7m due to sales increase and typical seasonality.
Working Capital management continuously improved.
Capital expenditures in-line with expectations.

Agenda

1. Highlights Q3 2010

CEO

2. Financials Q3 2010

CFO

3. Outlook 2010

CEO

Appendix

Income Statement Q3 2010

in EUR m	Q3 2010	Q3 2009	Δ	Δ FX adjusted	FY 2009
Sales	2,022.6	1,612.8	25.4 %	18.0 %	6,364.6
Cost of Goods Sold	-1,592.9	-1,239.1	28.6 %		-4,905.1
Gross Profit	429.7	373.7	15.0 %	8.1 %	1,459.5
Expenses	-269.8	-236.9	13.9 %		-982.9
EBITDA	159.9	136.8	16.9 %	9.6 %	476.6
Add back Transaction costs ¹⁾	0.4	0.6			3.7
Operating EBITDA	160.3	137.4	16.7 %	9.5 %	480.3
Operating EBITDA / Gross Profit	37.3 %	36.8 %			32.9%

1) Transaction costs are costs connected with restructuring and refinancing under company law.

Income Statement Q3 2010 (continued)

in EUR m	Q3 2010	Q3 2009	Δ	FY 2009
EBITDA	159.9	136.8	16.9 %	476.6
Depreciation	-21.2	-20.5	3.4 %	-82.3
EBITA	138.7	116.3	19.3 %	394.3
Amortization¹⁾	-33.9	-30.8	10.1 %	-123.6
EBIT	104.8	85.5	22.6 %	270.7
Financial Result	-32.7	-49.0	-33.3 %	-223.6
EBT	72.1	36.5	97.5 %	47.1
Profit after tax	43.3	19.9	117.6 %	0.5

1) Including amortization of customer relationships totaling EUR32.0m for Q3 2010 (EUR 28.5m for Q3 2009, EUR 114.4m for FY 2009). Of the amortization of customer relationships, EUR 26.8m for Q3 2010 (EUR 25.3m for Q3 2009, EUR 102.4m for FY 2009) result 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. These customer relationships have been fully amortized by the end of Q3 2010.

Cash Flow Statement Q3 2010

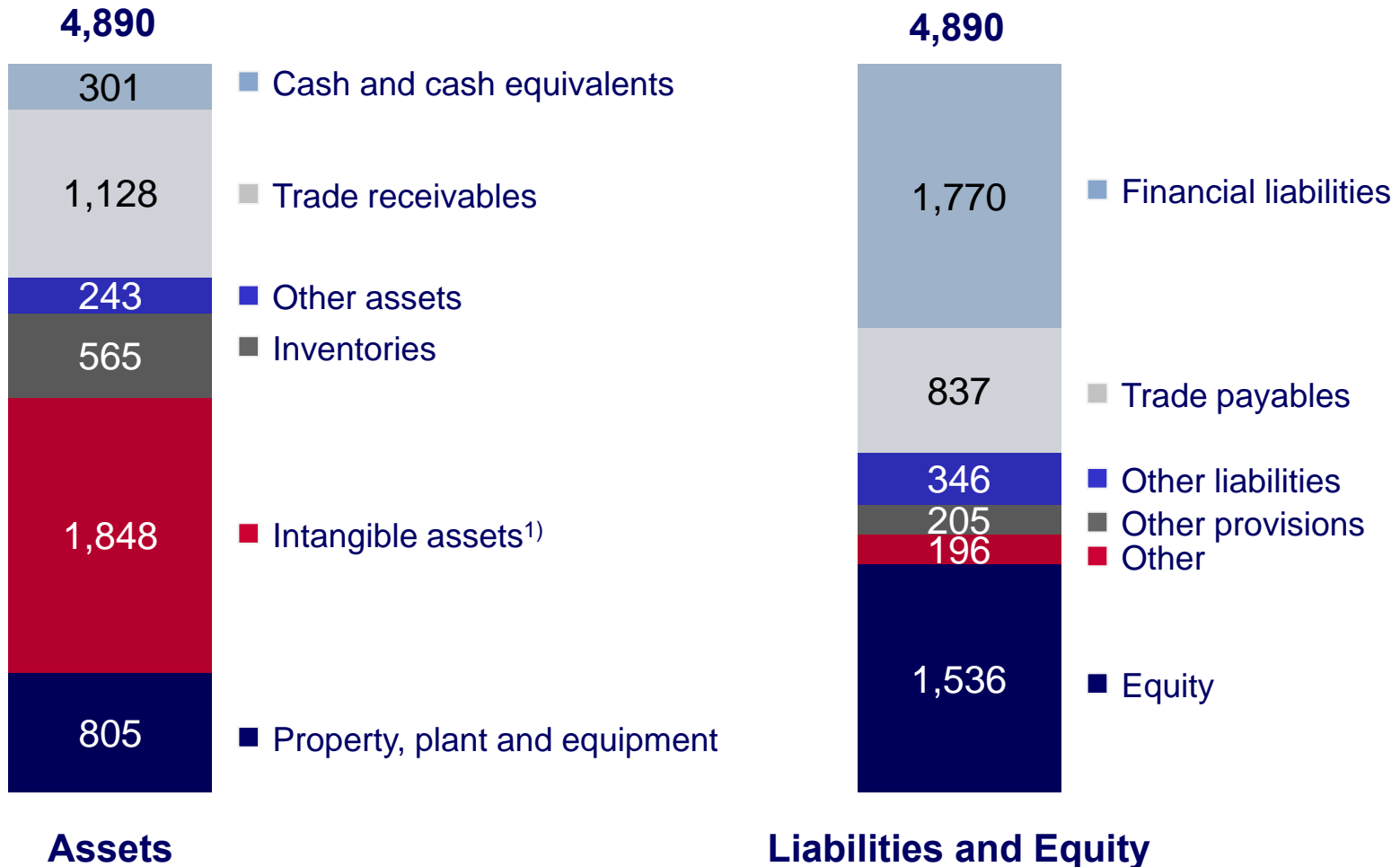
in EUR m	Q3 2010	Q3 2009	FY 2009
Profit after tax	43.3	19.9	0.5
Depreciation & Amortization	55.1	51.3	205.9
Income taxes	28.8	16.6	46.6
Income tax payments	-30.5	-6.6	-84.4
Interest result	30.7	50.3	211.5
Interest payments (net)	-34.2	-53.6	-158.9
Changes in current assets and liabilities	-36.5	33.5	245.7
Other	8.9	-9.3	23.4
Cash provided by operating activities	65.6	102.1	490.3

Cash Flow Statement Q3 2010 (continued)

in EUR m	Q3 2010	Q3 2009	FY 2009
Purchases of intangible assets and PPE	-19.1	-13.4	-67.9
Purchases of consolidated subsidiaries and other business units	-134.7	-2.0	-17.8
Other	1.2	0.2	9.6
Cash used for investing activities	-152.6	-15.2	-76.1
Capital increase	0.0	0.0	40.0
Payments in connection with the capital increase	-0.6	0.0	0.0
Dividends paid to minority shareholders	-0.2	0.0	-4.5
Repayment of borrowings (net)	-9.9	-53.4	-148.5
Cash used for financing activities	-10.7	-53.4	-113.0
Change in cash & cash equivalents	-97.7	33.5	301.2

Balance Sheet as of 30 September 2010

in EUR m



1) Of the intangible assets as of September 30, 2010, some EUR 1,165 million relate to goodwill, trademarks as well as customer relationships and similar rights that were capitalized as part of the purchase price allocation performed in connection with the acquisition of the Brenntag Group by the equity funds advised by BC Partners, Bain Capital and Goldman at the end of the third quarter of 2006 in addition to the relevant intangible assets already existing in the previous Group structure.

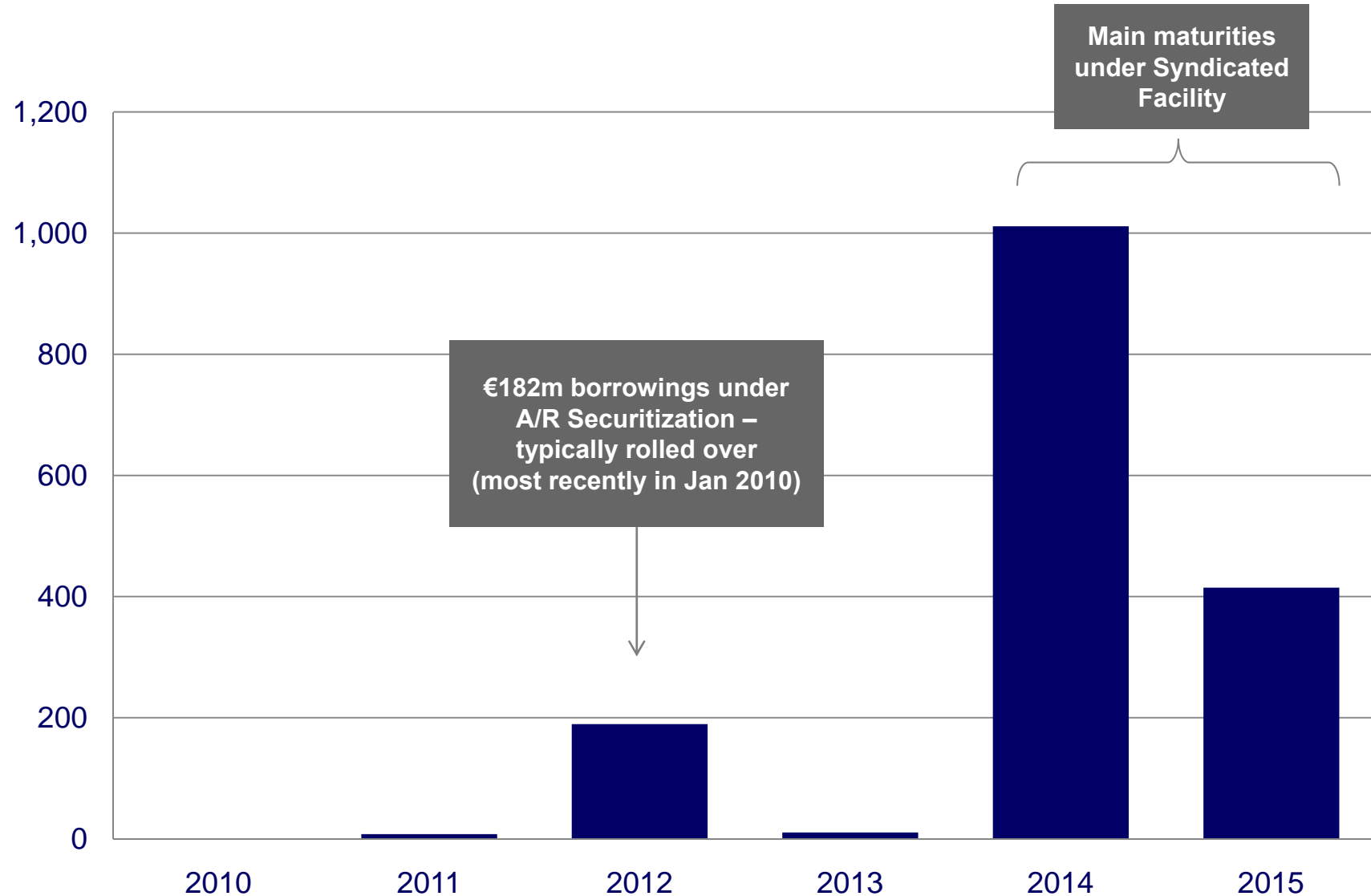
Balance Sheet and Leverage

in EUR m	30 Sep 2010	30 Jun 2010	31 Mar 2010	31 Dec 2009	Δ Q3 to 31/12/09
Financial liabilities¹⁾	1,770.3	1,832.2	2,048.6	2,436.3	-666.0
./. Cash and cash equivalents	300.6	411.3	664.0	602.6	-302.0
Net Debt	1,469.7	1,420.9	1,384.6	1,833.7	-364.0
Net Debt / Operating EBITDA²⁾	2.6x	2.7x	2.7x	3.6x	1.0x
Equity	1,535.6	1,545.1	1,456.6	172.3	1,363.3

1) Excluding shareholder loan in an amount of EUR 702.2m for 31 Dec 2009. No shareholder loan was in place as of 31 Mar 2010 and subsequent quarters.

2) Operating EBITDA on LTM basis; 2009 adjusted for expense items relating to the early termination of a multi-year incentive program. These expenses for the members of the management board amount to EUR 22.8m.

Maturities Profile as of 30 Sep. 2010



Trade Working Capital

in EUR m	30 Sep 2010	30 Jun 2010	31 Mar 2010	31 Dec 2009
Inventories	565.3	528.5	467.2	422.3
+ Trade Receivables	1,127.6	1,124.7	997.5	831.4
./. Trade Payables	836.6	877.7	764.2	655.6
Working Capital (end of period)	856.3 ¹⁾	775.5	700.5	598.1
Working Capital Turnover (year-to-date)²⁾	10.4x	10.7x	10.7x	9.2x
Working Capital Turnover (last twelve months)³⁾	10.2x	10.2x	9.7x	9.2x

1) Working Capital in an amount of EUR 64.9m acquired with EAC Industrial Ingredients (consolidated as of July 2010)

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

3) Using sales on LTM basis and average LTM working capital

Free Cash Flow Q3 2010

in EUR m	Q3 2010	Q3 2009	FY 2009
EBITDA	159.9	136.8	476.6
Capex	-21.4	-14.1	-71.8
Δ Working Capital	-47.7	12.1	242.0
Free Cash Flow	90.8	134.8	646.8

Segments Q3 2010

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
External Sales	Q3 2010	1,011.3	653.1	190.6	83.3	84.3	2,022.6
	Q3 2009	879.4	503.5	152.1	15.2	62.6	1,612.8
	Δ	15.0 %	29.7 %	25.3 %	448.0 %	34.7 %	25.4 %
	Δ FX adjusted	12.9 %	15.8 %	9.9 %	372.6 %	34.7 %	18.0 %
Operating Gross Profit	Q3 2010	218.2	165.6	34.7	16.2	4.0	438.7
	Q3 2009	208.3	137.6	32.1	4.0	2.4	384.4
	Δ	4.8 %	20.3 %	8.1 %	305.0 %	66.7 %	14.1 %
	Δ FX adjusted	2.8 %	7.3 %	-4.5 %	257.8 %	66.7 %	7.1 %
Operating EBITDA	Q3 2010	75.7	72.2	11.0	6.0	-4.6	160.3
	Q3 2009	70.7	56.9	12.6	1.3	-4.1	137.4
	Δ	7.1 %	26.9 %	-12.7 %	361.5 %	12.2 %	16.7 %
	Δ FX adjusted	5.2 %	14.1 %	-21.3 %	328.6 %	12.2 %	9.5 %

Events after 30 September 2010

Secondary placement by former majority shareholder Brachem Acquisition S.C.A. on 1 October 2010 increased free float from 29.03% to 50.39%

Agenda

1. Highlights Q3 2010

CEO

2. Financials Q3 2010





CFO

3. Outlook 2010



CEO

Appendix

Outlook 2010

	Full Year 2009 9M 2010	Comments	Trend 2010 over 2009
Sales	EUR 6,365m EUR 5,710m	<ul style="list-style-type: none"> • Positive macroeconomic development assumed, which will continue to support sales • Slight softening of macro-growth trends to be expected • No particularly strict view on development of chemicals prices • Outsourcing trends to distribution, the preferential role of scale distributors and Brenntag's strong competitive position in the major economies are expected to provide further growth potential 	
Gross Profit	EUR 1,460m EUR 1,226m	<ul style="list-style-type: none"> • Based on past experience, price changes are not seen as significant factor of influence on Gross Profit • Further positive development of Gross Profit is expected 	
Operating EBITDA	EUR 480m EUR 448m	<ul style="list-style-type: none"> • EUR 570m to EUR 600m confirmed • Operating EBITDA excludes IPO costs (EUR 5.7m net recorded in Q1) • Recently weaker USD will have some translational impact (current USD/EUR about 1.40 whereas 1.30 assumed when provided outlook after Q2) • Impact of EAC Industrial Ingredients acquisition included 	
Profit after tax	EUR 0.5m EUR 84m	<ul style="list-style-type: none"> • BC Partners' related customer base amortization finalized by end of Q3 2010 • Changes to the capital structure through the IPO beneficial for interest expense 	

Outlook 2010

	Full Year 2009 9M 2010	Comments	Trend 2010 over 2009
Working Capital	EUR 598m EUR 856m	<ul style="list-style-type: none"> To a large extent a function of sales growth First time consolidation of EAC Industrial Ingredients increased working capital in Q3 by EUR 64.9m Some decrease expected towards year-end due to seasonality 	
Capex	EUR 72m EUR 47m	<ul style="list-style-type: none"> Full year 2010 modestly above 2009 which was impacted by cautious spending policy 	

Agenda

1. Highlights Q3 2010

CEO

2. Financials Q3 2010

CFO

3. Outlook 2010

CEO

Appendix

Contents

- **Operating highlights 9M 2010 p. 23**
- **Income statement 9M 2010 p. 24**
- **IPO related effects on income statement p. 26**
- **Income statement adjusted for IPO related effects p. 27**
- **Cash flow statement 9M 2010 p. 28**
- **IPO related effects on equity 9M 2010 p. 30**
- **Free cash flow 9M 2010 p. 31**
- **Segments 9M 2010 p. 32**

Operating Highlights 9M 2010

Gross Profit

EUR 1,225.9m
FX adjusted increase by 6.5% y-o-y (as reported increase of 10.6% y-o-y)

Operating EBITDA

EUR 447.6m
FX adjusted increase by 9.9% y-o-y (as reported increase of 14.3% y-o-y). Operating EBITDA excludes effects related to the IPO

Operating EBITDA / Gross Profit

36.5% (against 35.3% in 9M 2009 and 32.9% FY2009)

Cash flow

Outflow for trade working capital increase of EUR 170.9m due to sales increase and typical seasonality. Working Capital management continuously improved. Capital expenditures in-line with expectations.

Income Statement 9M 2010

in EUR m	9M 2010	9M 2009	Δ	Δ FX adjusted	FY 2009
Sales	5,710.2	4,816.2	18.6 %	14.1 %	6,364.6
Cost of Goods Sold	-4,484.3	-3,707.5	21.0 %		-4,905.1
Gross Profit	1,225.9	1,108.7	10.6 %	6.5 %	1,459.5
Expenses¹⁾	-784.7	-718.2	9.3 %		-982.9
EBITDA	441.2	390.5	13.0 %	8.6 %	476.6
Add back Transaction costs²⁾	6.4	1.2			3.7
Operating EBITDA	447.6	391.7	14.3 %	9.9 %	480.3
Operating EBITDA / Gross Profit	36.5 %	35.3 %			32.9%

1) Q1 2010 including IPO related expenses in the amount of EUR 5.7m net, Q2 2010 including expenses related to the acquisition of EAC Industrial Ingredients in the amount of EUR 1.5m

2) For 9M 2010 IPO related expenses of EUR 5.7m net; Transaction costs are costs connected with restructuring and refinancing under company law.

Income Statement 9M 2010 (continued)

in EUR m	9M 2010	9M 2009	Δ	FY 2009
EBITDA¹⁾	441.2	390.5	13.0 %	476.6
Depreciation	-62.3	-61.9	0.6 %	-82.3
EBITA	378.9	328.6	15.3 %	394.3
Amortization²⁾	-97.7	-93.4	4.6 %	-123.6
EBIT	281.2	235.2	19.6 %	270.7
Financial Result³⁾	-141.4	-171.6	-17.6 %	-223.6
EBT	139.8	63.6	119.8 %	47.1
Profit after tax	84.2	18.3		0.5

1) Including IPO related expenses of EUR 5.7m net for 9M 2010

2) Including amortization of customer relationships totaling EUR 91.7m for 9M 2010 (EUR 86.3m for 9M 2009, EUR 114.4m for FY 2009). Of the amortization of customer relationships, EUR 79.6m for 9M 2010 (EUR 76.9m for 9M 2009, EUR 102.4m for FY 2009) result 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. These customer relationships have been fully amortized by the end of Q3 2010.

3) Including IPO-related effects in the amount of EUR 43.2m for 9M 2010

IPO-related Effects on Income Statement

in EUR m	Q1 2010	Q2 2010	Q3 2010	9M 2010
Effects above EBITDA				
IPO costs passed on to Brachem Acquisition S.C.A.	+2.5	0.0	0.0	+2.5
IPO costs	-8.2	0.0	0.0	-8.2
Total effect above EBITDA	-5.7	0.0	0.0	-5.7
Effects in Financial result				
Waiver related	-20.8	0.0	0.0	-20.8
Discontinuation of hedge accounting for certain interest swaps	-5.4	0.0	0.0	-5.4
Interest expenses on subordinated shareholder loan	-17.0	0.0	0.0	-17.0
Total effects in Financial result	-43.2	0.0	0.0	-43.2
Total IPO-related effects on Income Statement	-48.9	0.0	0.0	-48.9

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 79.6m for 9M 2010). These customer relationships have been fully amortized by the end of Q3 2010

Income Statement Adjusted for IPO Effects

in EUR m	Q1 2010	Q2 2010	Q3 2010	9M 2010
EBITDA	128.5	152.8	159.9	441.2
Adjustment for IPO-related effects	5.7	0.0	0.0	5.7
EBITDA adjusted	134.2	152.8	159.9	446.9
Financial result	-73.6	-35.1	-32.7	-141.4
Adjustment for IPO-related effects	43.2	0.0	0.0	43.2
Financial result adjusted	-30.4	-35.1	-32.7	-98.2
EBT	3.7	64.0	72.1	139.8
Adjustment for IPO-related effects	48.9	0.0	0.0	48.9
EBT adjusted	52.6	64.0	72.1	188.7

No adjustment made for the amortization of customer relationships in the amount of EUR 79.6m 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

Cash Flow Statement 9M 2010

in EUR m	9M 2010	9M 2009	FY 2009
Profit after tax	84.2	18.3	0.5
Depreciation & Amortization	160.0	155.3	205.9
Income taxes	55.6	45.3	46.6
Income tax payments	-55.7	-55.3	-84.4
Interest result	139.5	162.5	211.5
Interest payments (net)	-168.7	-140.2	-158.9
Changes in current assets and liabilities	-146.3	235.5	245.7
Other	-18.1	20.8	23.4
Cash provided by operating activities	50.5	442.2	490.3

Cash Flow Statement 9M 2010 (continued)

in EUR m	9M 2010	9M 2009	FY 2009
Purchases of intangible assets and PPE	-49.4	-36.0	-67.9
Purchases of consolidated subsidiaries and other business units	-137.6	-14.1	-17.8
Other	3.2	8.6	9.6
Cash used for investing activities	-183.8	-41.5	-76.1
Capital increase	525.0	40.0	40.0
Payments in connection with the capital increase	-13.5	0.0	0.0
Dividends paid to minority shareholders	-1.6	-2.0	-4.5
Repayment of borrowings (net)	-688.9	-146.2	-148.5
Cash used for financing activities	-179.0	-108.2	-113.0
Change in cash & cash equivalents	-312.3	292.5	301.2

IPO-related Effects on Equity

in EUR m

Increase of share capital from issuance of 10.5m additional shares	10.5
Increase of capital reserve from gross proceeds of newly issued shares	514.5
Costs of IPO directly offset against capital reserve ¹⁾	-12.6
Increase of capital reserve from conversion of shareholder loan incl. interest prior to IPO	714.9
Total impact on equity	1,227.3

1) Gross EUR 15.2m less EUR 2.6m tax effect.

Free Cash Flow 9M 2010

in EUR m	9M 2010	9M 2009	FY 2009
EBITDA	441.2	390.5	476.6
Capex	-47.2	-33.6	-71.8
Δ Working Capital	-170.9	206.2	242.0
Free Cash Flow	223.1	563.1	646.8

Segments 9M 2010

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
External Sales	9M 2010	2,948.2	1,843.8	543.0	121.9	253.3	5,710.2
	9M 2009	2,584.8	1,581.1	459.0	43.2	148.1	4,816.2
	Δ	14.1 %	16.6 %	18.3 %	182.2 %	71.0 %	18.6 %
	Δ FX adjusted	11.9 %	10.4 %	8.1 %	144.3 %	71.0 %	14.1 %
Operating Gross Profit	9M 2010	649.7	462.5	103.7	26.7	10.7	1,253.3
	9M 2009	609.6	413.9	91.3	10.6	8.2	1,133.6
	Δ	6.6 %	11.7 %	13.6 %	151.9 %	30.5 %	10.6 %
	Δ FX adjusted	4.8 %	5.7 %	4.3 %	120.7 %	30.5 %	6.4 %
Operating EBITDA	9M 2010	220.1	198.3	33.6	10.2	-14.6	447.6
	9M 2009	194.6	170.9	33.0	2.6	-9.4	391.7
	Δ	13.1 %	16.0 %	1.8 %	292.3 %	55.3 %	14.3 %
	Δ FX adjusted	11.0 %	10.2 %	-6.1 %	251.7 %	55.3 %	9.9 %