

REMUNERATION REPORT

Remuneration of the Board of Management

BOARD OF MANAGEMENT REMUNERATION SYSTEMS

The Supervisory Board is responsible for setting the remuneration of the Board of Management members. The Presiding and Nomination Committee of the Supervisory Board discusses and reviews the remuneration system for the Board of Management at regular intervals and prepares resolutions on any changes thereto. In its decisions on the setting of the remuneration system, the Supervisory Board takes into account the remuneration and employment conditions of the employees of Brenntag SE, in particular the senior managers. In addition, the Supervisory Board compared the MDAX companies to assess the appropriateness of Board of Management remuneration.

The Board of Management remuneration systems are designed to be clear and comprehensible and support the Group's long-term performance. The aim of the remuneration systems is to create an incentive for successful and sustainable corporate development. The systems are therefore geared to transparent, performance-based remuneration that is strongly focused on the company's success and that depends in particular on long-term, but also operational targets and the performance of the Brenntag share price.

Two different remuneration systems are currently being used. The first remuneration system used dates from 2015 and applies to Board of Management members who were already in office before January 1, 2020 (Board of Management Remuneration System 2015). The second system used is a new remuneration system for Board of Management members who have joined the Board since January 1, 2020 (Board of Management Remuneration System 2020). The Supervisory Board is seeking to standardize the remuneration systems for all members of the Board of Management. The annual base salary and the variable remuneration components are shown separately in the following. There then follows a description of benefits in kind and other contractual provisions that are structured in a comparable manner in both remuneration systems.

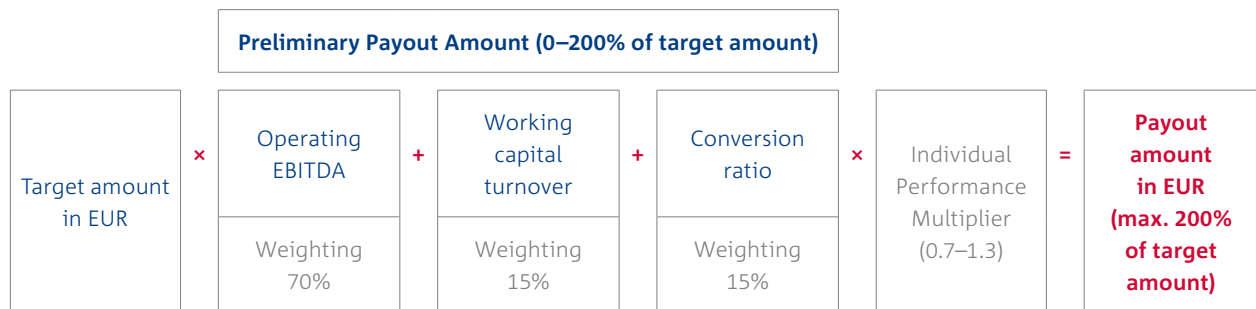
Board of Management Remuneration System 2015

The Board of Management Remuneration System 2015 applies to Karsten Beckmann, Markus Klähn, Georg Müller and Henri Nejade.

The total remuneration of those Board of Management members consists of three components: a fixed Annual Base Salary, a short-term, capped variable cash remuneration (Annual Bonus) and a long-term, capped variable remuneration (Long-Term Incentive Bonus). In addition to the above-mentioned remuneration components, they receive pension benefits, contractually agreed benefits in kind and other benefits.

The **Annual Base Salary** is payable in twelve equal monthly instalments.

The **Preliminary Annual Bonus** agreed as short-term variable remuneration is based on a contractually specified amount (Annual Bonus) and depends on the achievement of certain targets based on specific key performance indicators (KPIs). The KPIs specified are operating EBITDA (70%), working capital turnover (WCT; 15%) and conversion ratio (operating EBITDA/operating gross profit; 15%). In the cases of Karsten Beckmann, Markus Klähn and Henri Nejade, 66.67% of this bonus is based on targets for the particular region they are responsible for and 33.33% on targets for the Group. For Henri Nejade this percentage split for the targets applies to the first half of 2020. After he also assumed responsibility for EMEA, 33.33% of his bonus for the second half of 2020 is based on targets for Asia Pacific, 33.33% on targets for EMEA and 33.34% on targets for the Group.

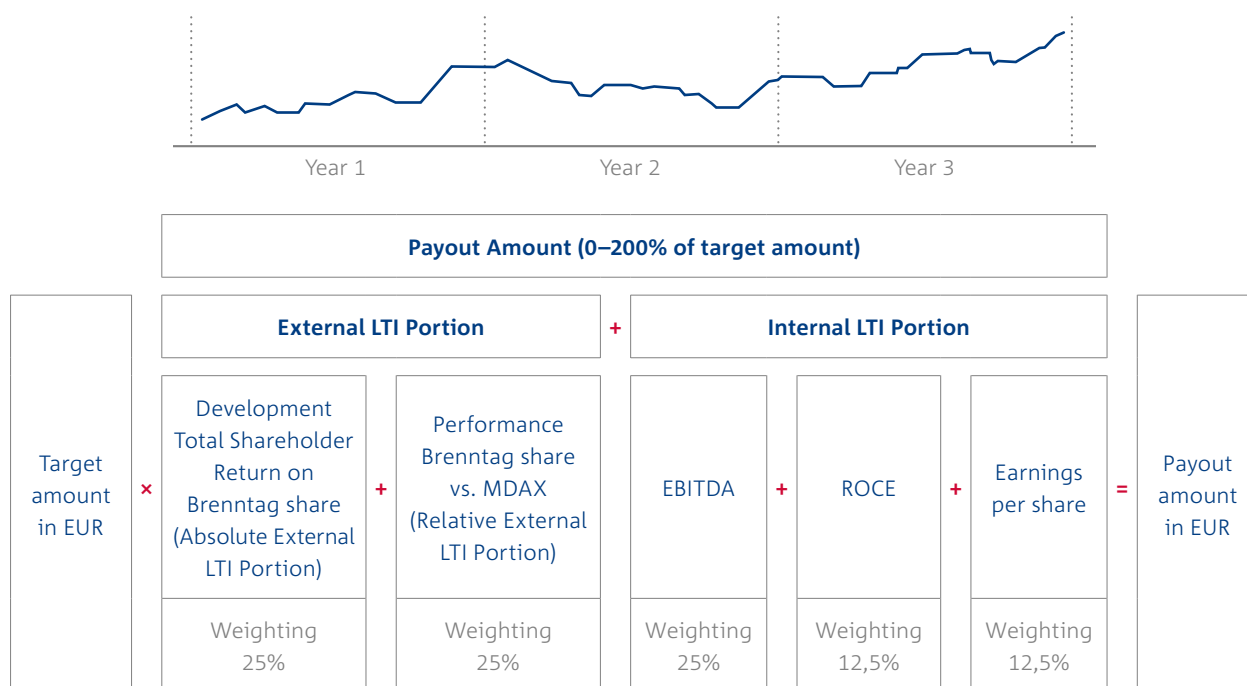


B.16 STRUCTURE OF THE ANNUAL BONUS – REMUNERATION SYSTEM 2015

The sole deciding factor in the calculation of the Annual Bonus is the achievement of the KPI targets in the financial year for which the bonus is paid. The targets and the figures actually achieved are translated using the same exchange rates. If the target set for a KPI is not achieved, this part of the bonus is reduced by 4% for each 1% shortfall of the target set. If the target is exceeded, the relevant part of the bonus is increased by 4% for each 1% exceedance of the target set. The KPI targets for the coming financial year are mutually agreed by the Supervisory Board and Board of Management, or, if they are not separately set, are derived from the annual budget for the relevant financial year as approved by the Supervisory Board. In addition, individual performance is taken into account in that, at the end of the financial year, the Supervisory Board decides on a multiplier for the Preliminary Annual Bonus (amount after allowance for target shortfalls or exceedances) of between 0.7 and 1.3. The resulting Final Annual Bonus is capped at 200% of the Annual Bonus. If the service agreement does not subsist for a full twelve months in a financial year, the Final Annual Bonus is paid pro rata temporis.

On the basis of a contractually set Annual Target Amount, the **long-term variable remuneration** component is subject to a vesting period of in each case three years. 50% of the Target Amount is contingent on the development of the value of Brenntag SE shares during these three years (External LTI Portion) and 50% is contingent on the long-term development of specific Group-wide KPIs (Internal LTI Portion).

50% of the External LTI Portion is measured by the absolute development of the total shareholder return for the Brenntag SE shares during the vesting period (Absolute External LTI Portion), while the other 50% of the External LTI Portion is linked to the relative development of the total shareholder return for the Brenntag SE shares compared with the development of the MDAX during the vesting period (Relative External LTI Portion). For every percentage point by which the average share price on the last trade day of the vesting period exceeds or falls short of the average share price on the last trade day before the vesting period, the Absolute External LTI Portion is increased or decreased by 2%. For every percentage point by which the MDAX is over- or underperformed in the vesting period, the Relative External LTI Portion is increased or decreased by 3%. The overall External LTI Portion at the end of the relevant vesting period equals the sum of the Absolute External LTI Portion and Relative External LTI Portion. The Absolute and Relative External LTI Portions may not be less than EUR 0. The External LTI Portion is capped overall at 200% of the contractually set Target Amount for the External LTI Portion.



B.17 STRUCTURE OF THE LONG-TERM INCENTIVE BONUS – REMUNERATION SYSTEM 2015

The Internal LTI Portion is measured by the following KPI targets, which are agreed at the end of each financial year for the following three-year vesting period in an LTI Bonus Plan: EBITDA (50%), ROCE (EBITA/(the average carrying amount of equity plus the average carrying amount of financial liabilities less the average carrying amount of cash and cash equivalents)) (25%) and earnings per share (25%). At the end of each financial year during a vesting period, the achievement of the KPI targets in the particular financial year is calculated for a share of 1/3 of the Internal LTI Portion (Annual Internal LTI Portion). For every percentage point by which the targets of a given KPI are over- or underperformed in the particular financial year, the Annual Internal LTI Portion is increased or decreased by 3%. This may also lead to a negative Annual Internal LTI Portion. The overall Internal LTI Portion at the end of the relevant vesting period equals the sum of the Annual Internal LTI Portions. The Internal LTI Portion is also capped at 200% of the contractually set Target Amount for the Internal LTI Portion. The overall Internal LTI Portion for a vesting period may not be less than EUR 0.

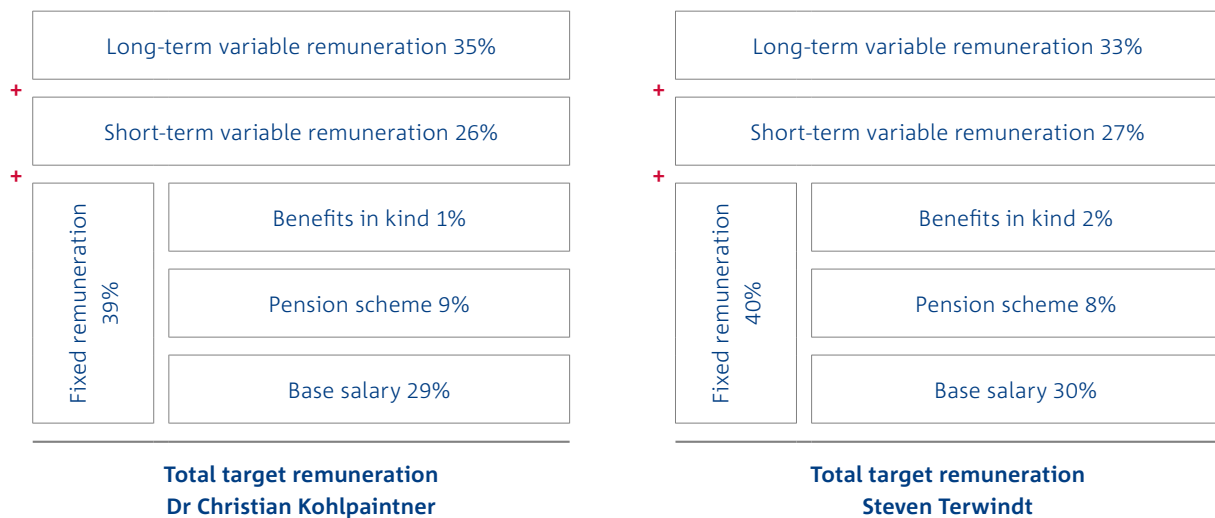
The Long-Term Incentive Bonus for each financial year equals the sum of the External and Internal LTI Portions and is capped at 200% of the Target Amount (LTI Cap). Any claims for a Long-Term Incentive Bonus are forfeited in the event that the company terminates a Board of Management member's service agreement prior to the expiry of its term by virtue of a termination for cause or in the case of voluntary resignation by a Board of Management member without the company having set an important cause for such resignation. In all other cases, the contractually set Target Amount for the relevant ongoing financial year is paid out on a pro rata temporis basis, all External and Internal LTI Portions granted for prior years but not yet paid out are paid out prematurely. The relevant parameters at the end of the service period are used for measurement.

Board of Management Remuneration System 2020

The Board of Management Remuneration System 2020 applies to Dr Christian Kohlpaintner and Steven Terwindt in 2020.

The remuneration comprises fixed remuneration and variable remuneration. The fixed remuneration consists of a base salary, pension benefits and benefits in kind. The variable remuneration is composed of short-term and long-term variable remuneration components.

Of the total target remuneration of the CEO, Dr Christian Kohlpaintner, fixed remuneration accounts for 39%, short-term variable remuneration components for 26% and long-term variable remuneration components for 35%. The corresponding percentages for Steven Terwindt are 40%, 27% and 33%.



B.18 REMUNERATION STRUCTURE – REMUNERATION SYSTEM 2020

In addition to the above-mentioned remuneration components, the Board of Management members receive benefits in kind under their service agreements. Furthermore, they are obliged to acquire Brenntag shares during their period of service and to hold them for two years after the end of their period of service.

The **Annual Base Salary** is paid in twelve equal monthly instalments at the end of each month. If the service agreement begins or ends during a financial year, the Annual Base Salary for that financial year is payable on a pro rata temporis basis.

The variable remuneration consists of two components: short-term variable remuneration in the form of an annual bonus payment (Annual Bonus) and long-term variable remuneration in the form of virtual shares (Performance Share Plan) of Brenntag SE. The Annual Bonus provides an incentive to achieve the operational business objectives of the financial year, which in turn are derived from the business strategy and the annual budget plans. The Performance Share Plan is

designed to provide an incentive for the long-term performance of the company.

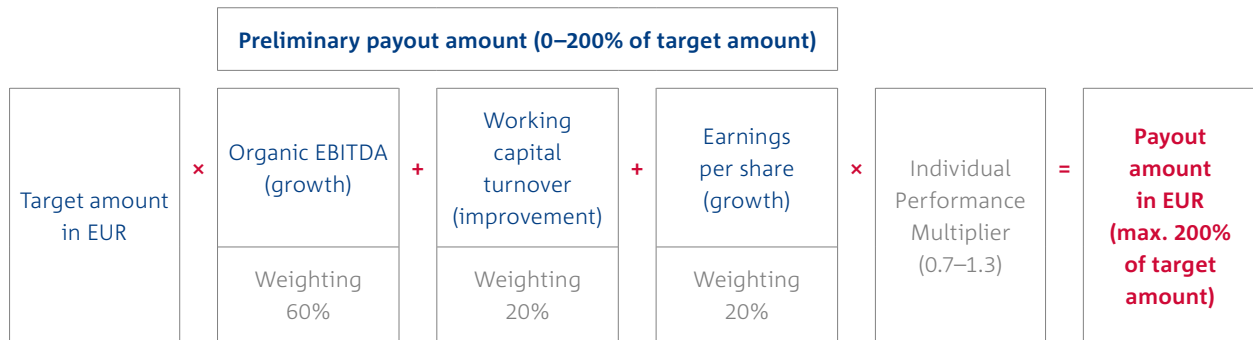
The **Annual Bonus** depends on the business success of Brenntag in the past financial year. It is calculated on the basis of achievement of the targets set for the financial year

- organic EBITDA growth,
- an improvement in working capital turnover and
- earnings per share growth.

For Dr Christian Kohlpaintner 100% of all three target criteria relate to the Group level. For Steven Terwindt, as far as organic EBITDA growth and improvement in working capital turnover are concerned, 25% relates to Group level and 75% to the North and Latin America regions for which he is responsible, and as regards earnings per share growth, 100% to Group level. An Individual Performance Multiplier is also used to assess the performance of the Board of Management members. The Supervisory Board has set the three key performance indicators, organic EBITDA, working capital turnover and earn-

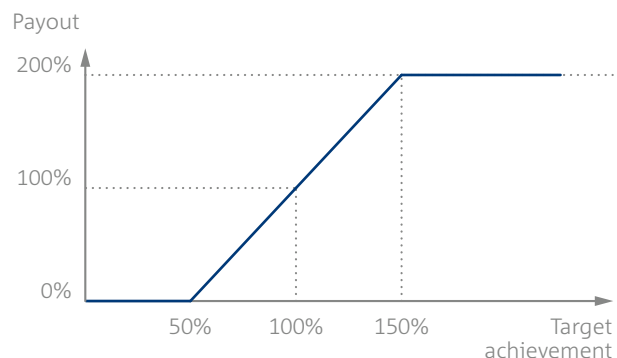
ings per share, as the financial targets of the Board of Management members. Organic EBITDA reflects the company's profitability from business operations excluding acquisitions; this KPI is weighted at 60% in the bonus calculation. Working capital turnover is a key performance indicator for Brenntag

to ensure efficient deployment of capital; the weighting is 20%. Earnings per share as a key profit indicator - particularly for our shareholders - is also weighted at 20%. The targets for the three KPIs are derived from the annual budget plans and are set annually by the Supervisory Board.



B.19 STRUCTURE OF THE ANNUAL BONUS – REMUNERATION SYSTEM 2020

The achievement of each KPI target is calculated by comparing the figure actually achieved in the past financial year with the target set before the beginning of the past financial year. This ratio is expressed as a percentage. Overall target achievement is calculated by multiplying the target achievement figures of the three KPIs by their respective weightings and then adding together these three weighted target achievement figures. If overall target achievement is 100%, the preliminary payout amount is 100% of the Target Annual Bonus. If overall target achievement is 50% or less, the Board of Management members receive no Annual Bonus. For an overall target achievement of 150% or more, the preliminary payout amount is 200% of the Target Annual Bonus. The preliminary payout amount



B.20 ANNUAL BONUS PAYOUT CURVE – REMUNERATION SYSTEM 2020

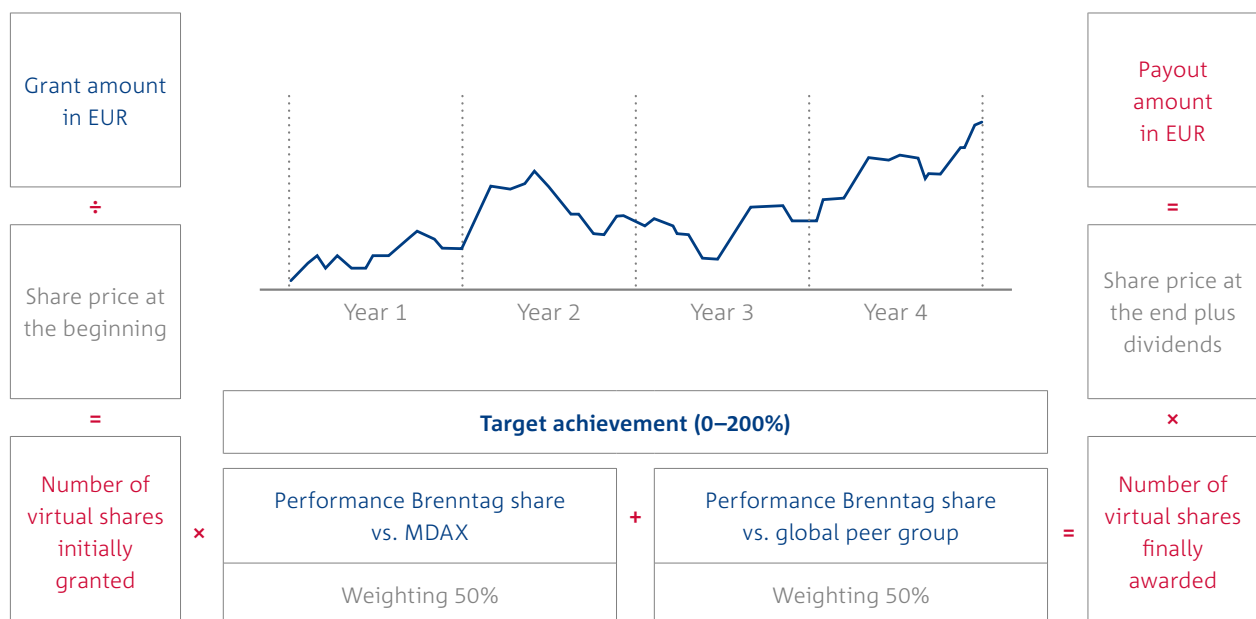
In order to determine the final payout amount, the preliminary payout amount is multiplied by the individual performance multiplier. The Individual Performance Multiplier is set by the Supervisory Board after each financial year in a range between 0.7 and 1.3. In doing so, the Supervisory Board takes into account the individual financial and non-financial performance that cannot be reasonably measured by applying KPIs. This may, for example, be succession planning, development of executive employees of the company, diversity, integration of acquisitions, environmental and social responsibility. The final payout amount is capped at max. 200% of the individual and contractually agreed target amount (Cap). If the service agreement begins or ends during a financial year, the target amount for that financial year is granted on a pro rata basis.

The Annual Bonus is paid out within three months from approval of the consolidated financial statements by the Supervisory Board, but at the latest twelve months after the end of the financial year for which the Annual Bonus has been determined.

The Supervisory Board is entitled to unilaterally adjust or change the Annual Bonus plan conditions or terminate the respective plan at any time.

The **long-term variable remuneration** is in the form of virtual shares (Performance Share Units). The value of the payout depends on the relative performance of the Brenntag share compared with two peer groups and the absolute development of the Brenntag share price over a four-year performance period. The virtual shares are granted in annual tranches. Payout is made following completion of the performance period.

The annual virtual shares are awarded on January 1 of each financial year. The number of shares to be granted initially is calculated by dividing the individual and contractually agreed grant amount by the arithmetic mean of the Brenntag share closing prices in the Xetra trading system during the last three months before the start of the performance period. If the service agreement begins or ends during a financial year, the grant amount for that financial year is calculated on a pro rata basis.



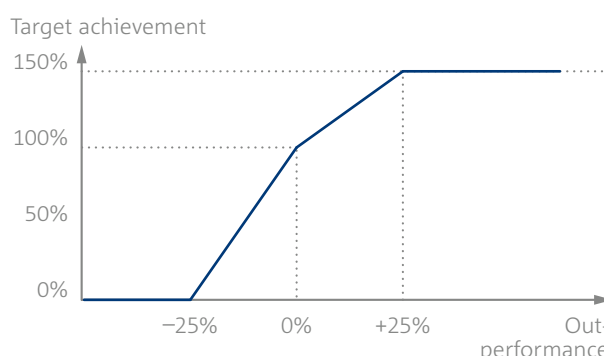
B.21 STRUCTURE OF THE PERFORMANCE SHARE PLAN – REMUNERATION SYSTEM 2020

The number of virtual shares that a Board of Management member is finally granted at the end of the four-year performance period depends on two performance criteria that are each weighted at 50%: the outperformance of the Total Shareholder Return (TSR) of the Brenntag share compared with

- the performance of the MDAX and
- the average TSR of a peer group of global competitors.

The Supervisory Board has set these two performance criteria. The TSR is a key performance indicator for our shareholders. The TSR reflects the development of the value, i.e. the return, of the Brenntag share. Both share price changes and dividends, but also other capital measures, are taken into account. When comparing the TSR of the Brenntag share with the shareholder return of other companies, the advantages of an investment in the Brenntag share is measured compared with alternative investments in shares of other companies. It is of central importance for the long-term stability of the company that shareholders receive an attractive return on their investment in Brenntag shares.

Target achievement of each performance criterion is calculated by subtracting the performance of the MDAX or the average TSR of the global peer group from the TSR of the Brenntag share. If the performance of the MDAX or the average TSR of the global peer group equals the TSR of the Brenntag share, target achievement is 100%. If the TSR of the Brenntag share outperforms the MDAX or the average TSR of the global peer group by 25% or more percentage points, target achievement is 150%. If the TSR of the Brenntag share underperforms the MDAX or the average TSR of the global peer group by 25% or more percentage points, target achievement is 0%. Values in-between are determined by linear interpolation. Overall target achievement is calculated by multiplying the target achievement figures of the two performance criteria by their respective weightings and then adding together these two weighted target achievement figures.



B.22 TARGET ACHIEVEMENT CURVE OF THE PERFORMANCE SHARE PLAN – REMUNERATION SYSTEM 2020

The number of virtual shares that a Board of Management member is finally granted at the end of the four-year performance period is calculated by multiplying the number of virtual shares initially granted by the overall target achievement.

The payout amount is determined by multiplying the number of virtual shares finally granted by the arithmetic mean of the Brenntag share closing prices in the Xetra trading system during the last three months prior to the end of the performance period plus dividend payments during the performance period. The payout amount is capped at max. 200% of the individual and contractually set target grant amount (Cap).

The payout amount is paid out within three months from approval of the consolidated financial statements by the Supervisory Board, but at the latest twelve months after the end of the financial year in which the performance period ends.

The Supervisory Board is entitled to unilaterally adjust or change the Performance Share Plan conditions or terminate the respective plan at any time.

All variable remuneration components of a Board of Management member are only paid out after the end of the regular plan period. The company is contractually entitled to retain variable remuneration in whole or in part if a Board of Management member violates his obligations under Section 93 of the German Stock Corporation Act. In addition, the company is contractually entitled to reclaim parts of the variable remuneration if a Board of Management member violates his obligations under Section 93 of the German Stock Corporation Act, payout of the variable remuneration was made on the basis of incorrect data or the company's EBITDA decreases by at least 25% within two years and during the Board of Management member's service compared with the EBITDA for

which the variable remuneration was paid. A reclaim of variable remuneration is possible up to an amount of 25% of the overall remuneration for the respective financial year.

The **maximum payout amount** from the Annual Bonus is based on a target achievement of 150% or more. The maximum payout amount is 200% of the target amount. Even the application of the Individual Performance Multiplier cannot increase the payout amount over this cap of 200% (maximum remuneration).

Under the Performance Share Plan the number of virtual shares finally granted is limited to 150% of the number of virtual shares initially granted. This maximum number of shares is reached when the Brenntag share outperforms the MDAX and the global peer group (each weighted at 50%) by 25 percentage points or more. In addition, the payout amount depends on the performance of the Brenntag share price and on dividend payments. The total payout under the Performance Share Plan is limited to 200% of the initial grant value (maximum remuneration).

The maximum total remuneration, comprising the sum of Annual Base Salary, maximum Annual Bonus remuneration, maximum Performance Share Plan remuneration, the amount made available to build up pension entitlements and benefits in kind has been set at EUR 5,650,000 for Dr Christian Kohlpaintner and at EUR 2,750,000 for Steven Terwindt. If the service agreement begins or ends during a financial year, the remuneration cap for that financial year is adjusted on a pro rata basis.

In order to bring the interests of the Board of Management and shareholders more closely into line and to strengthen Board of Management members' participation in the company, **an obligation for Board of Management members to acquire and hold Brenntag shares** (Share Ownership Guideline) was introduced for the first time. The CEO is obliged to acquire and continue to hold shares to the value of 200% of his Annual Base Salary and Steven Terwindt shares to the value of 100% of his base salary, in each case for two years after the end of their service. They must acquire the shares within four years. In each of these four years shares equivalent to 25% of the holding obligation must be acquired. Compliance with the obligation to hold shares is checked once a year.

FURTHER REMUNERATION AND CONTRACTUAL PROVISIONS

The following describes further remuneration and contractual provisions that are largely applicable under both the Board of Management Remuneration System 2015 and the Board of Management Remuneration System 2020.

For the purpose of building up **pension entitlements**, Dr Christian Kohlpaintner receives from the company an annual amount of EUR 300,000 and may decide at his own discretion how to use this money. The annual amount made available is paid in twelve equal monthly instalments, in each case at the end of the month. If the service agreement begins or ends during a financial year, the annual amount will be granted on a pro rata temporis basis for that financial year.

For the purpose of building up **pension entitlements**, the other members of the Board of Management receive an annual amount of 13.5% of their Annual Base Salary and the short-term variable remuneration (on 100% target achievement, i.e. irrespective of the actual targets achieved).

In the cases of Karsten Beckmann and Georg Müller, the relevant amount is transferred annually into the Deferred Compensation Contingency Plan of Brenntag SE. This plan also contains an arrangement for a widows and orphans pension which would amount to 60% and 20% respectively of the full pension entitlements. The reinsurance policies taken out with the Board of Management members as beneficiaries are pledged to them. Markus Klähn uses this amount in the USA for payments up to the maximum amounts possible into the local defined contribution plans "Profit Sharing Plan" and "Pension Plan". The remainder is paid out to Markus Klähn for building up further private pension plans. Henri Nejade has the option either to use this amount in whole or in part for contributions to his French social insurance or to also pay it annually into the Deferred Compensation Contingency Plan of Brenntag SE. Steven Terwindt is paid out the relevant amount for building up pension entitlements every year and may decide at his own discretion how to use this money.

Apart from the amounts explained above, which are made available to build up pension entitlements, no other arrangements for retirement and early retirement have been agreed.

In addition to the above-mentioned remuneration components, the Board of Management members receive **benefits in kind and other benefits**, such as a company car, also for private use, or a car allowance and benefits for health care and long-term care insurance.

The benefits for health care and long-term care insurance are limited to max. 50% of the premium they pay into their health care and long-term care insurance. Steven Terwindt is provided with supplementary health insurance based on the national health insurance system in Canada. Furthermore, a group accident insurance has been taken out. In addition, the company has taken out Directors & Officers Insurance (damage liability insurance) for the Board of Management members. This provides for a deductible of 10% of the damages claimed in each case, but in each year limited to 150% of the Annual Base Salary. For his services as CEO and President of Brenntag Asia Pacific Pte. Ltd., Singapore, Henri Nejade also receives fixed remuneration from this subsidiary in the amount of SGD 600,000 per annum, depending on the exchange rate but no more than EUR 400,000.

In the event of temporary disability due to illness, accident, or any other cause not due to the fault of a member of the Board, said member is entitled to continued payment of the full Annual Base Salary for a period of no more than nine months. For the first three months of such incapacity, the full bonus claims regarding the Annual Bonus and the target or grant amount of the long-term variable remuneration are also retained. In the event of the death of a Board of Management member, the base salary is paid to his surviving dependants for the month of his death and the six months following his death or until the date on which the service agreement would have been terminated without his death, whichever event occurs first.

CONTRACT TERMINATION PROVISIONS

The service agreements of the Board of Management members end automatically on specified dates without any notice of termination being required. The employment of Board of Management members may only be terminated prematurely for good cause or by mutual agreement. If employment is terminated prematurely, the service agreement limits any severance payments to the value of twice the total annual remuneration, but no more than the amount of remuneration that would be paid until the end of the term of the service agreement.

A post-contractual non-compete clause has been agreed with Dr Christian Kohlpaintner and Steven Terwindt. The post-contractual non-compete obligation applies for a period of 24 months after the termination of the service agreement. During this period Dr Christian Kohlpaintner and Steven Terwindt receive a continuous payment amounting to 75% of their Annual Base Salary. Any earnings pursuant to Section 74c of the German Commercial Code (HGB) are deducted from this payment. There is no separate post-contractual non-compete clause for Georg Müller, Karsten Beckmann and Markus Klähn.

There are no separate change-of-control arrangements.

Markus Klähn stepped down from the Board of Management at the end of July 31, 2020. His service agreement was terminated by mutual agreement on the same day. Severance pay was negotiated with him, which will be paid in three parts. The first part in the amount of EUR 626,851 was paid in August 2020 and compensates for lost remuneration from his future base salary, company car allowance, amounts to build up pension entitlements and for health care. The second part of the severance pay will be paid in 2021. This second part compensates for the lost remuneration from future Annual Bonuses. The third part of the severance pay will be paid in 2022 when the performance indicators that make up the Long-Term Incentive Bonus have been determined. This third part compensates for the lost remuneration from future Long-Term Incentive Bonuses. The vested benefits from the Long-Term Incentive Bonuses 2019 and 2020 will also be paid in 2022. Any remuneration from other professional activities until June 30, 2021 will be deducted in full from the amount of severance pay. In addition, a post-contractual non-compete clause was agreed until June 30, 2021. There is no separate compensation for the non-compete clause as it is covered by the severance pay.

Karsten Beckmann stepped down from the Board of Management at the end of August 31, 2020. His service agreement was terminated by mutual agreement on the same day. Severance pay in the amount of EUR 2,585,075 was negotiated with him and paid in September 2020. The vested benefits from the Long-Term Incentive Bonuses 2019 and 2020 will also be paid in 2021. 50% of any remuneration from other professional activities during a period of two years after termination of his service agreement will be deducted from the amount of severance pay. In addition, a post-contractual non-compete clause was agreed for a period of 18 months after the termination of his service agreement. There is no separate compensation for the non-compete clause as it is covered by the severance pay.

LOANS

In the reporting year, no loans or advance payments were granted to members of the Board of Management, nor were any guarantees or other commitments entered into in their favour.

INFORMATION ON THE TOTAL REMUNERATION OF THE BOARD OF MANAGEMENT MEMBERS IN ACCORDANCE WITH HGB AND IFRS

The total remuneration of the individual members of the Board of Management is as follows:

in EUR k		Dr Christian Kohlpaintner	Steven Holland	Karsten Beckmann
Term of service agreement as a Board of Management member		(until Dec. 31, 2022)	(until Dec. 31, 2019)	(until Aug. 31, 2020)
Annual base salary	2020	1,000	–	350
	2019	–	1,000	525
Company pension (defined contribution plan)	2020	300	–	–
	2019	–	257	–
Benefits in kind / other benefits	2020	31	–	11
	2019	–	65	17
Total non-performance-based remuneration	2020	1,331	–	361
	2019	–	1,322	542
Short-term variable remuneration ¹⁾	2020	1,800	–	428
	2019	–	607	310
Long-term variable remuneration ²⁾	2020	2,236	–	400
	2019	–	1,127	570
Total performance-based remuneration	2020	4,036	–	828
	2019	–	1,734	880
Termination benefits	2020	–	–	2,585
	2019	–	–	–
Benefits from third parties	2020	–	–	10
	2019	–	329 ³⁾	–
Total remuneration in accordance with the German Commercial Code (HGB)	2020	5,367	–	3,784
	2019	–	3,385	1,422

¹⁾ The above amounts are based on preliminary assumptions used for measurement of the respective provisions. These amounts will be adjusted in the subsequent financial year if the amounts finally approved by the Supervisory Board differ.

²⁾ Fair value of the share-based remuneration granted at the date of grant.

³⁾ In 2011, the Supervisory Board approved a tax equalization agreement signed between the company's then shareholder, Brachem Acquisition S.C.A., and Steven Holland. According to this agreement, Steven Holland, whose remuneration is partly taxed in the United Kingdom and partly in Germany, is to be reimbursed by Brachem Acquisition S.C.A. for any tax disadvantages arising from the partial taxation in Germany compared with taxation in his home country, the United Kingdom (relates to 2012). Steven Holland's resulting claim became concrete with the 2020 tax assessment.

Markus Klähn	Georg Müller	Henri Nejade	Steven Terwindt	Total
(until Jul. 31, 2020)	(until March 31, 2022)	(until Jun. 30, 2023)	(until Jul. 31, 2023)	
306	650	525	208	3,039
525	650	525	–	3,225
113	–	–	74	487
135	–	–	–	392
23	18	429	9	521
35	17	443	–	577
442	668	954	291	4,047
695	667	968	–	4,194
253	607	602	66	3,756
300	371	476	–	2,064
807	1,102	827	427	5,799
570	759	570	–	3,596
1,060	1,709	1,429	493	9,555
870	1,130	1,046	–	5,660
1,376	–	–	–	3,961
–	–	–	–	–
22	20	–	–	52
–	–	–	–	329
2,900	2,397	2,383	784	17,615
1,565	1,797	2,014	–	10,183

B.23 TOTAL REMUNERATION OF THE BOARD OF MANAGEMENT IN ACCORDANCE WITH THE GERMAN COMMERCIAL CODE (HGB)

in EUR k		Dr Christian Kohlpaintner	Steven Holland	Karsten Beckmann
Cost of pension commitments	2020		–	499
	2019	–	–	519
Present value of pension commitments in accordance with HGB	2020		–	3,103¹⁾
	2019	–	–	2,604 ¹⁾

¹⁾ Of which EUR 312k self-financed by Georg Müller under a deferred compensation plan (2019: EUR 312k) and EUR 59k self-financed by Karsten Beckmann under a deferred compensation plan (2019: EUR 59k).

The remuneration of the Board of Management according to IFRSs presented in the following does not include the fair value of the newly granted share-based remuneration but rather the share-based remuneration entitlements earned in the current year plus the change in the value of share-based

remuneration entitlements from previous years that have not yet been paid out. Furthermore, the current service cost for pension entitlements earned in the current year according to IAS 19 has been added.

in EUR k		Dr Christian Kohlpaintner	Steven Holland	Karsten Beckmann
Total non-performance-based remuneration	2020	1,331	–	361
	2019	–	1,322	542
Short-term variable remuneration ¹⁾	2020	1,800	–	428
	2019	–	607	310
Long-term variable remuneration (share-based remuneration earned in current year)	2020	745	–	1,088
	2019	–	2,132	465
Current service cost for pension entitlements earned in the current year (defined benefit plans)	2020	–	–	336
	2019	–	–	295
Termination benefits	2020	–	–	2,585
	2019	–	–	–
Benefits from third parties	2020	–	–	10
	2019	–	329 ²⁾	–
Board of Management remuneration in accordance with IFRSs	2020	3,876	–	4,808
	2019	–	4,390	1,612
Present value of pension commitments in accordance with IFRSs	2020	–	–	4,320³⁾
	2019	–	–	3,673 ³⁾

¹⁾ The above amounts are based on preliminary assumptions used for measurement of the respective provisions. These amounts will be adjusted in the subsequent financial year if the amounts finally approved by the Supervisory Board differ.

²⁾ In 2011, the Supervisory Board approved a tax equalization agreement signed between the company's then shareholder, Brachem Acquisition S.C.A., and Steven Holland. According to this agreement, Steven Holland, whose remuneration is partly taxed in the United Kingdom and partly in Germany, is to be reimbursed by Brachem Acquisition S.C.A. for any tax disadvantages arising from the partial taxation in Germany compared with taxation in his home country, the United Kingdom (relates to 2012). Steven Holland's resulting claim became concrete with the 2020 tax assessment.

³⁾ Of which EUR 366k self-financed by Georg Müller under a deferred compensation plan (2019: EUR 366k) and EUR 102k self-financed by Karsten Beckmann under a deferred compensation plan (2019: EUR 102k).

Markus Klähn	Georg Müller	Henri Nejade	Steven Terwindt	Total
–	678	326	–	1,503
–	767	326	–	1,612
–	4,555¹⁾	1,365	–	9,023
–	3,877 ¹⁾	1,008	–	7,489

B.24 PENSION COMMITMENTS (DEFINED BENEFIT PLANS) IN ACCORDANCE WITH THE GERMAN COMMERCIAL CODE (HGB)

Markus Klähn	Georg Müller	Henri Nejade	Steven Terwindt	Total
442	668	954	291	4,047
695	667	968	–	4,194
253	607	602	66	3,756
300	371	476	–	2,064
1,688	1,402	931	151	6,005
509	658	465	–	4,229
–	455	323	–	1,114
–	383	271	–	949
1,376	–	–	–	3,961
–	–	–	–	–
22	20	–	–	52
–	–	–	–	329
3,781	3,152	2,810	508	18,935
1,504	2,079	2,180	–	11,765
–	6,895³⁾	1,956	–	13,171
–	5,751 ³⁾	1,460	–	10,884

B.25 BOARD OF MANAGEMENT REMUNERATION IN ACCORDANCE WITH IFRSS

INFORMATION ON REMUNERATION IN ACCORDANCE WITH NUMBER 4.2.5, PARA. 3 OF THE GERMAN CORPORATE GOVERNANCE CODE (GCGC) AS AMENDED ON FEBRUARY 7, 2017

The following two tables provide the financial information required by number 4.2.5, para. 3 of the German Corporate Governance Code as amended on February 7, 2017 regarding the benefits granted and the amounts allocated. Brenntag is continuing these tables, at least for the time being, for the sake of transparency and comparability with prior-year data. The fixed remuneration and fringe benefits indicated here correspond to the total non-performance-related remuneration of the Board of Management. The one-year variable remuneration corresponds to the aforementioned short-term variable remuneration and the multi-year variable remuneration corresponds to the aforementioned long-term variable remuneration.

Amounts are generally recognized as having been granted in the financial year in which the underlying activity for this remuneration was performed. This is subject to the proviso that a commitment to pay remuneration must have been given at the time the remuneration report was prepared. In addition, it must be possible to establish a reliable estimate of the amount of this remuneration. The year in which fixed remuneration and fringe benefits are granted is generally also the year in which they are recognized as an expense. For the one-year variable remuneration, the relevant target amount in the case of 100% target achievement is recognized as the fair value at the date of grant. The multi-year variable remuneration resulting from the long-term incentive plan is in each case subject to a vesting period of three years and that resulting from the Performance Share Plan to a vesting period of four years. However, as a new plan is granted every year, in each case with a vesting period of three years or four years, the total target amount allocated per year in the case of 100% target achievement or the fair value at the date of grant is recognized as having been granted and not the portion (1/3 or 1/4) calculated as attributable to the reporting year.

Fixed remuneration and fringe benefits are recognized as having been allocated in the financial year in which the underlying activity has been performed, if the value of the final payment has already been determined. For fixed remuneration and fringe benefits, the date on which this allocation is recognized is generally the date on which it is recognized as an expense. Allocation of the one-year variable remuneration and the multi-year variable remuneration is recognized in the financial year of the actual payout, which is, as a rule, the financial year following the respective vesting period.

BENEFITS GRANTED

	Dr Christian Kohlpaintner Chief Executive Officer				Steven Holland Chief Executive Officer			
in EUR k	2019	2020	2020 (Min)	2020 (Max)	2019	2020	2020 (Min)	2020 (Max)
Fixed remuneration	–	1,000	1,000	1,000	1,000	–	–	–
Fringe benefits	–	331	331	331	651 ¹⁾	–	–	–
Total	–	1,331	1,331	1,331	1,651	–	–	–
One-year variable remuneration								
Annual Bonus 2021	–	–	–	–	–	–	–	–
Annual Bonus 2020	–	900	–	1,800	900	–	–	–
Multi-year variable remuneration	–							
Performance Share Plan 2020–2023	–	1,200	–	2,400	–	–	–	–
LTI-Bonus 2021–2023	–	–	–	–	–	–	–	–
LTI-Bonus 2020–2022	–	–	–	–	–	–	–	–
LTI-Bonus 2019–2021	–	–	–	–	1,200	–	–	–
Total	–	2,100	–	4,200	2,100	–	–	–
Severance payments	–	–	–	–	–	–	–	–
Service cost	–	–	–	–	–	–	–	–
Total remuneration	–	3,431	1,331	5,531	3,751	–	–	–

¹⁾ Including benefits from third parties under a tax equalization agreement.

BENEFITS GRANTED

in EUR k	Karsten Beckmann Member of the Board of Management				Markus Klähn Member of the Board of Management			
	2019	2020	2020 (Min)	2020 (Max)	2019	2020	2020 (Min)	2020 (Max)
Fixed remuneration	525	350	350	350	525	306	306	306
Fringe benefits	17	21 ¹⁾	21	21	170	158 ¹⁾	158	158
Total	542	371	371	371	695	464	464	464
One-year variable remuneration								
Annual Bonus 2021	–	–	–	–	–	250	–	500
Annual Bonus 2020	500	333	–	667	500	500	–	1,000
Multi-year variable remuneration								
Performance Share Plan 2020–2023	–	–	–	–	–	–	–	–
LTI-Bonus 2021–2023	–	–	–	–	–	300	83	600
LTI-Bonus 2020–2022	–	400	400	400	–	600	–	1,200
LTI-Bonus 2019–2021	600	–	–	–	600	–	–	–
Total	1,100	733	400	1,067	1,100	1,650	83	3,300
Severance payments	–	2,585	2,585	2,585	–	627	627	627
Service cost	295	336	336	336	–	–	–	–
Total remuneration	1,937	4,025	3,692	4,359	1,795	2,741	1,143	4,391

Georg Müller Chief Financial Officer				Henri Nejade Member of the Board of Management				Steven Terwindt Member of the Board of Management			
2019	2020	2020 (Min)	2020 (Max)	2019	2020	2020 (Min)	2020 (Max)	2019	2020	2020 (Min)	2020 (Max)
650	650	650	650	525	525	525	525	–	208	208	208
17	38 ¹⁾	38	38	443	429	429	429	–	83	83	83
667	688	688	688	968	954	954	954	–	291	291	291
–	–	–	–	–	–	–	–	–	–	–	–
550	550	–	1,100	500	500	–	1,000	–	188	–	375
–	–	–	–	–	–	–	–	–	229	–	458
–	–	–	–	–	–	–	–	–	–	–	–
–	800	–	1,600	–	600	–	1,200	–	–	–	–
800	–	–	–	600	–	–	–	–	–	–	–
1,350	1,350	–	2,700	1,100	1,100	–	2,200	–	417	–	833
–	–	–	–	–	–	–	–	–	–	–	–
383	455	455	455	271	323	323	323	–	–	–	–
2,400	2,493	1,143	3,843	2,339	2,377	1,277	3,477	–	708	291	1,124

B.26 BOARD OF MANAGEMENT BENEFITS GRANTED

ALLOCATION¹⁾

	Dr Christian Kohlpaintner Chief Executive Officer		Steven Holland Chief Executive Officer		Karsten Beckmann Member of the Board of Management	
in EUR k	2020	2019	2020	2019	2020	2019
Fixed remuneration	1,000	–	–	1,000	350	525
Fringe benefits	331	–	–	651 ²⁾	21 ²⁾	17
Total	1,331	–	–	1,651	371	542
One-year variable remuneration ³⁾	–	–	–	883	306	403
Multi-year variable remuneration						
Virtual Share Plan 2014–2018	–	–	–	219	–	–
LTI-Bonus 2016–2018	–	–	–	655	–	328
LTI-Bonus 2017–2019	–	–	–	–	370	–
Total	–	–	–	1,757	676	731
Severance payments	–	–	–	–	2,585	295
Service cost	–	–	–	–	336	295
Total remuneration	1,331	–	–	3,408	3,968	1,568

¹⁾ The current financial year only contains amounts allocated to Board of Management members who were active in that year.

²⁾ Including benefits from third parties under a tax equalization agreement.

³⁾ The amount of one-year variable remuneration had yet to be finally decided at the time the remuneration report was prepared; the amounts shown as allocated in 2020 (2019) are the amounts for 2019 (2018) paid out in 2020 (2019).

INFORMATION ON PAYMENTS RECEIVED BY FORMER MEMBERS OF THE BOARD OF MANAGEMENT AND THEIR SURVIVING DEPENDANTS

Under the German Commercial Code (HGB), as at December 31, 2020 there was a provision in the amount of EUR 779k (Dec. 31, 2019: EUR 533k) for pension obligations to former members of the Board of Management and their surviving dependants; in accordance with IFRSs, the provision amounted to EUR 3,167k (Dec. 31, 2019: EUR 2,865k). In 2020, the cost of pension commitments (defined benefit plans) under the German Commercial Code (HGB) amounted to EUR 433k (2019: EUR 706k). In accordance with IFRSs and as in 2019, no current service cost for pension entitlements earned in the current year was incurred.

Expense for other remuneration to former members of the Board of Management amounted to EUR 547.2k (2019: EUR 0.0k) in accordance with HGB and EUR 347.2k (2019: EUR 0.0k) in accordance with IFRS.

Markus Klähn Member of the Board of Management		Georg Müller Chief Financial Officer		Henri Nejade Member of the Board of Management		Steven Terwindt Member of the Board of Management	
2020	2019	2020	2019	2020	2019	2020	2019
306	525	650	650	525	525	208	–
158 ²⁾	170	38 ²⁾	17	429	443	83	–
464	695	688	667	954	968	291	–
329	450	385	539	484	444	–	–
–	–	–	229	–	–	–	–
–	322	–	393	–	328	–	–
356	–	555	–	370	–	–	–
685	772	940	1,161	854	772	–	–
627	–	–	–	–	–	–	–
–	–	455	383	323	271	–	–
1,776	1,467	2,083	2,211	2,131	2,011	291	–

B.27 BOARD OF MANAGEMENT ALLOCATION

Remuneration of the Supervisory Board

The remuneration of the members of the Supervisory Board has been approved by resolution of the General Shareholders' Meeting of Brenntag SE; it is purely fixed remuneration. The chair and membership of Supervisory Board committees are remunerated separately in line with the German Corporate Governance Code.

The members of the Supervisory Board each receive annual fixed remuneration in the amount of EUR 120k in addition to reimbursement of their expenses. The Chairman of the Super-

visory Board receives a base remuneration of EUR 210k and the deputy chairman EUR 150k. The Chairman of the Audit Committee receives an additional EUR 85k per year and every other member of the Audit Committee an additional EUR 25k per year. The Chairman of the Presiding and Nomination Committee receives an additional EUR 15k and every other member of the Presiding and Nomination Committee an additional EUR 10k per year.

The following table shows the amounts due to the individual Supervisory Board members in 2020:

in EUR k		Fixed remuneration	Office bonuses	Total
Doreen Nowotne Chairwoman (since June 10, 2020)	2020	170	19	189
	2019	120	25	145
Stefan Zuschke Chairman (until June 10, 2020)	2020	93	7	100
	2019	210	15	225
Dr Andreas Rittstieg (Deputy Chairman)	2020	150	10	160
	2019	150	10	160
Stefanie Berlinger	2020	120	25	145
	2019	120	25	145
Wijnand P. Donkers	2020	120	10	130
	2019	120	10	130
Ulrich M. Harnacke	2020	120	85	205
	2019	120	85	205
Richard Ridinger	2020	66	14	80
	2019	–	–	–
Total remuneration	2020	839	170	1,009
	2019	840	170	1,010

B.28 TOTAL REMUNERATION OF THE SUPERVISORY BOARD

Furthermore, Directors & Officers insurance (damage liability insurance) has been taken out for the members of the Supervisory Board. This provides for a deductible of at least 10% of the damages claimed, but no more than 150% of the relevant Supervisory Board member's fixed remuneration. Beyond this, Supervisory Board members received no further remuneration or benefits for personal services rendered, in particular advisory and mediatory services, in the reporting year. In the reporting year, no loans or advance payments were granted to members of the Supervisory Board, nor were any guarantees or other commitments entered into in their favour.