

Univar Inc.  
Form DEF 14A  
March 25, 2019  
UNIVAR INC.

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant   
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

UNIVAR INC.

(Name of Registrant as Specified In Its Charter)

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No fee required

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

2019 Annual Meeting Notice  
and Proxy Statement  
May 8, 2019

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A  
Message  
from  
our  
President  
and  
CEO

March 25, 2019

Dear Fellow Stockholders:

The Board of Directors is pleased to invite you to attend the 2019 Annual Meeting of Stockholders of Univar Inc. (“Univar” or the “Company”). The meeting will be held on Wednesday, May 8, 2019, at 9:30 a.m., (Central Time), at Univar Inc., 3075 Highland Parkway, First Floor Conference Room, Downers Grove, Illinois 60515.

The enclosed Notice of the Annual Meeting of Stockholders and Proxy Statement contain details about the business to be conducted at the meeting. You may also read the Notice of the Annual Meeting of Stockholders and Proxy Statement on Univar’s website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors) or by entering the control number you received at [www.proxypush.com/UNVR](http://www.proxypush.com/UNVR). Your control number is located either on the notice of Internet availability of proxy materials you received or, if you requested a hard copy, your enclosed proxy card. To assure that your shares are represented at the meeting, the Board of Directors urges you to vote your shares by proxy, whether by mail, telephone or the Internet.

Sincerely,

David C. Jukes, President and Chief Executive Officer

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 8, 2019

To the Stockholders of Univar Inc.:

The Annual Meeting of Stockholders of Univar Inc. will be held on Wednesday, May 8, 2019, at 9:30 a.m., at 3075 Highland Parkway, First Floor Conference Room, Downers Grove, Illinois 60515, for the following purposes (which are more fully explained in the Proxy Statement):

- (i) elect the Directors named in the accompanying proxy statement for a one year term;
- (ii) vote, on an advisory basis, regarding the compensation of the executive officers described in Univar's Proxy Statement;
- (iii) ratify the Audit Committee's selection of Ernst & Young LLP ("Ernst & Young") as the independent registered public accounting firm to audit Univar's financial statements for the year ending December 31, 2019; and
- (iv) transact any other business properly brought before the meeting.

The Notice of the Annual Meeting of Stockholders and Proxy Statement contains details about the business to be conducted at the meeting. You may also read the Notice of the Annual Meeting of Stockholders and Proxy Statement on Univar's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors) or at [www.proxypush.com/UNVR](http://www.proxypush.com/UNVR).

You are eligible to vote if you were a shareholder of record at the close of business on March 11, 2019. To assure that your shares are represented at the meeting, the Board of Directors urges you to vote your shares by proxy, telephone or Internet. If you are able to attend the meeting and wish to vote your shares in person, you may do so at any time before the polls close at the meeting.

Stockholders are first being notified of this Notice of Annual Meeting, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company's 2018 Annual Report, on or about March 27, 2019. This Notice of Annual Meeting, the Company's 2018 Annual Report and this Proxy Statement were posted in an easily readable and printable format on the Univar Inc. website, [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors), on or about March 27, 2019.

By Order of the Board of Directors of Univar Inc.,  
Jeffrey W. Carr, Senior Vice President, General Counsel and Corporate Secretary

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Proxy Statement Summary

This is a summary of certain information in this Proxy Statement. As it is only a summary, please refer to the complete Proxy Statement and Univar’s 2018 Annual Report before you vote. Your vote is important.

Annual Meeting Information

Date and Time	Wednesday, May 8, 2019, at 9:30 a.m. (Central Time)
Place	Univar Inc., 3075 Highland Parkway, First Floor Conference Room Downers Grove, Illinois 60515
Record Date	March 11, 2019
Voting instructions For Registered Stockholders	Internet - <a href="http://www.proxypush.com/UNVR">www.proxypush.com/UNVR</a> by following the instructions on the Notice or proxy card, Telephone - U.S. or Canada 1 (866) 895-6933, Mail - completing, signing and returning in the postage-paid envelope provided.
Voting for Stockholders holding through a Broker or Bank	Please follow the directions from your bank or broker.

Agenda for the Annual Meeting and Voting Recommendation

Proposal	Board’s Recommendation
Election of five Directors	FOR
Advisory vote regarding the compensation of the Company's executive officers	FOR
Ratification of Ernst & Young as Univar’s independent registered public accounting firm for 2019	FOR
Director Nominees - Term to expire in 2020	
Name	Director Since Board Committees
Mark J. Byrne	2014 None
David C. Jukes	2018 None
Kerry J. Preete	2018 Compensation
William S. Stavropoulos	2010 None
Robert L. Wood	2016 Audit, Compensation

### General Information About the Meeting

What is the purpose of the Annual Meeting?

At the Annual Meeting, stockholders will vote upon several important Company matters. In addition, management will report on the Company's performance over the last fiscal year and respond to questions from stockholders.

Why are these materials being made available to me?

The Board made this Proxy Statement and the accompanying proxy card available to you because it is soliciting your proxy to vote your shares at the Annual Meeting. As a shareholder, you are invited to attend the Annual Meeting and are entitled to vote on the items of business described in this Proxy Statement.

Why did I receive a one-page Notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

As permitted by Securities and Exchange Commission ("SEC") rules, the Board is making this Proxy Statement and the Annual Report available to stockholders electronically via the Internet. On or about March 27, 2019, the Company first mailed to stockholders a notice containing instructions on how to access this Proxy Statement, Annual Report and vote by mail, telephone or Internet (the "Notice"). If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail, unless you request a copy. If you would like to receive a paper copy of the proxy materials, at no charge, please write to Univar Inc., c/o Investor Relations, 3075 Highland Parkway, Suite 200, Downers Grove, Illinois 60515. The Notice instructs you on how to access and review all of the information contained in the Proxy Statement and Annual Report. The Notice also instructs you on how you may submit your proxy by telephone or Internet. If you received a Notice by mail and would like to receive a printed copy of the proxy materials, you should follow the instructions for requesting such materials contained in the Notice.

Who may attend the Annual Meeting?

All stockholders of record as of March 11, 2019, or their duly appointed proxies, may attend the meeting. Seating is limited and admission is on a first-come, first-served basis. Each shareholder will be asked to present valid government-issued picture identification, such as a driver's license, before being admitted to the meeting. Please note that if you hold shares in a "street name" (that is, in a brokerage account or through a bank or other nominee), you will need to bring a copy of a statement reflecting your share ownership as of March 11, 2019 and check in at the registration desk at the meeting.

What am I voting on?

You will be voting on the following items of business at the Annual Meeting:

• the election of five Directors;

• a non-binding advisory vote regarding the compensation of the executive officers described in this Proxy Statement; and

• the ratification of the Audit Committee's selection of Ernst & Young as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019;

The Company will also consider other business that properly comes before the meeting.

Who may vote?

You may vote if you owned Univar common stock as of the close of business on the record date, March 11, 2019.

Each share of Univar common stock is entitled to one vote. As of March 11, 2019, Univar had 169,699,392 shares of common stock outstanding.

How does the Board of Directors recommend that I vote?

The Company's Board of Directors unanimously recommends that you vote your shares "FOR" each of the nominees named in this Proxy Statement for election to the Board, "FOR" the advisory (non-binding) vote approving the compensation of the Company's executive officers and "FOR" the ratification of Ernst & Young as the Company's independent registered public accounting firm.

How do I vote before the meeting?

There are three ways to vote before the meeting if you do not hold your shares through a bank or broker:

• By Internet—If you have Internet access, the Board encourages you to vote at [www.proxypush.com/UNVR](http://www.proxypush.com/UNVR) by following instructions on the Notice or proxy card;

• By Telephone—As instructed on the Notice or proxy cards by making a toll-free telephone call from the U.S. or Canada to 1 (866) 895-6933; or

• By Mail—If you received your proxy materials by mail, you can vote by completing, signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold your shares in the name of a bank or broker, your ability to vote by Telephone or the Internet depends on their voting processes. Please follow the directions you receive from your bank or brokerage firm.

May I vote confidentially?

Your proxy will not be available for examination nor will your vote be disclosed prior to the tabulation of the final vote at the Annual Meeting except to meet applicable legal requirements, to allow the independent election inspectors to count and certify the results of the vote and where there is a proxy solicitation in opposition to the Board of Directors, based upon an opposition proxy statement filed with the Securities and Exchange Commission ("SEC").

The independent election inspectors may at any time inform the



Company whether or not a shareholder has voted. The Company will hold proxy cards and ballot cards after the election and they may not be held in confidence.

Can I vote at the meeting?

Shares registered directly in your name as the shareholder of record may be voted in person at the Annual Meeting. Shares held in street name may be voted in person only if you obtain a legal proxy from the bank, broker or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the meeting, you are encouraged to vote your shares by proxy. You may still vote your shares registered in your name in person at the meeting even if you have previously voted by proxy.

Will I have any rights of appraisal or similar rights of dissenters?

You will not have any rights of appraisal or similar rights of dissenters with respect to the matters to be acted upon at the meeting, regardless of whether you vote for or against the proposals.

Can I change my mind after I vote?

You may change your vote at any time before the polls close at the meeting. You may do this by:

- signing another proxy card with a later date and returning it to the Company prior to the meeting;

- voting again at the meeting if the shares are registered in your name; or

- voting again by Telephone or the Internet prior to 11:59 p.m., Eastern Daylight Saving Time, on May 7, 2019.

Your attendance at the meeting will not have the effect of revoking a proxy unless you notify the Secretary of the Company in writing before the polls close that you wish to revoke a previous proxy.

Who conducts the proxy solicitation and how much will it cost?

The Company is asking for your proxy for the Annual Meeting and will pay all the costs of asking for shareholder proxies. The Company has not hired a proxy solicitor. The Company can use directors, officers and regular employees of the Company to ask for proxies. These employees do not receive additional compensation for these services. The Company may reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding solicitation material to the beneficial owners of the Company's common stock.

Who will count the votes?

Representatives of Mediant Communications will count the votes and will serve as the independent inspector of election.

What if I return my proxy card but do not provide voting instructions?

If you provide specific voting instructions, your shares will be voted as you instruct. If you sign and return a proxy card but do not specify how your shares are to be voted, the persons named as proxies on the proxy card will vote your shares in accordance with the Board of Directors' recommendations. These recommendations are:

FOR the election of each of the nominees for director named in this proxy statement: Mr. Mark Byrne, Mr. David C. Jukes, Mr. Kerry J. Preete, Mr. William S. Stavropoulos and Mr. Robert L. Wood;

FOR the approval, on an advisory basis, of the compensation of the executive officers described in this proxy statement; and

FOR the ratification of the Audit Committee's selection of Ernst & Young as the Company's independent registered public accounting firm for the year ending December 31, 2019.

What does it mean if I receive more than one proxy card?

It means that you have multiple accounts with brokers and/or the Company's transfer agent. Please vote all of these shares. Please also contact your broker or the Company's transfer agent to consolidate as many accounts as possible under the same name and address. The transfer agent is EQ Shareowner Services, which may be contacted at <http://www.shareowneronline.com>.

Will my shares be voted if I do not provide my proxy?

Your shares may be voted if they are held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions. Brokerage firms have the authority under the rules of the New York Stock Exchange ("NYSE") to cast votes on certain "routine" matters if they do not receive instructions from their customers. Pursuant to NYSE rules, Proposals 1 and 2 are not considered routine matters. However, the Board of Directors believes the proposal to ratify the selection of Ernst & Young as the Company's independent registered public accounting firm for fiscal year 2019, Proposal 3, is considered a routine matter for which brokerage firms may vote for shares on which they do not receive shareholder instructions. When a proposal is not a routine matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is called a "broker non-vote."

How can I attend the meeting?

The Annual Meeting is open to all holders of Univar common stock as of the close of business on March 11, 2019, or their duly appointed proxies. You will need proof of ownership of Univar's common stock to enter the meeting. If you are a shareholder whose shares are registered in your own name, you may bring these materials as proof of ownership. If you plan to attend the meeting, please so indicate when you vote and bring the proof of ownership with you to the meeting. If your shares are held in the name of a bank, broker or other holder of record, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership. Admittance to the Annual Meeting will be based upon availability of seating. All stockholders will be required to present valid photo identification. **IF YOU DO NOT HAVE VALID PHOTO IDENTIFICATION AND PROOF THAT YOU OWN UNIVAR COMMON STOCK, YOU MAY NOT BE ADMITTED TO THE MEETING.**

May stockholders ask questions?

Yes. Representatives of the Company will be available to answer stockholders' appropriate questions of general interest following the meeting in accordance with the rules and regulations of the Annual Meeting. Such rules and regulations will be available at the Annual Meeting.

How many votes must be present to hold the meeting?

In order for the Company to conduct its Annual Meeting, a majority of the issued and outstanding shares of Univar common stock, as of March 11, 2019, must be present in person or represented by proxy at the meeting. This is referred to as a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the meeting. Your shares are counted as present at the meeting if you attend the meeting and vote in person or if you properly return a proxy by Internet, telephone or mail.

How many votes are needed to elect directors?

Proposal One requests election of directors. The five nominees receiving the highest number of “FOR” votes will be elected as directors. This number is called a plurality.

You may vote “FOR” all of the nominees, you may vote “WITHHOLD FROM ALL NOMINEES” or you may withhold from particular nominees. Unless you mark “WITHHOLD FROM ALL NOMINEES” or withhold from particular nominees, your proxy will be voted “FOR” each of the Director nominees named in this proxy statement. Proxies cannot be voted for a greater number of persons than the four nominees named in this Proxy Statement.

How many votes are needed to approve each of the advisory proposals?

The Board of Directors is seeking shareholder input through the votes on Proposals Two and Three; these votes are non-binding. In order to be approved, each of these advisory proposals must receive the “FOR” vote of a majority of the shares present in person or represented by proxy and entitled to vote at the meeting.

On each of these proposals, stockholders may vote “FOR,” “AGAINST” or “ABSTAIN.” Abstentions will be counted as shares present and entitled to vote at the meeting. Accordingly, abstentions will have the same effect as a vote “AGAINST” the proposal. Broker non-votes will not be counted as shares present and entitled to vote with respect to the proposal on which the broker has not voted. Accordingly, broker non-votes will not affect the outcome of any of these three proposals.

What happens if one of the advisory proposals does not receive the “FOR” vote of a majority of the shares present and entitled to vote?

If stockholders do not approve Proposal Two (the compensation of the Company’s executive officers as disclosed in this Proxy Statement) by majority vote, the Board of Directors will review the results of the vote and take these results into account in making a determination concerning compensation of the Company’s executive officers and the frequency of such advisory votes.

If stockholders do not ratify Proposal Three (the selection of Ernst & Young as the Company’s independent registered public accounting firm) by majority vote, the Audit Committee will reconsider the appointment.

What if other matters are presented for consideration at the Annual Meeting?

As of the date of this Proxy Statement, management knows of no matters that will be presented for consideration at the meeting other than those matters discussed in this Proxy Statement. If any other matters properly come before the meeting and call for a vote of stockholders, validly executed proxies in the enclosed form returned to the Company will be voted in accordance with the recommendation of the Board of Directors, or, in the absence of such a recommendation, in accordance with the judgment of the proxy holders.

What is the Board member Annual Meeting attendance policy?

Each continuing Board member is expected to attend the Company's Annual Meeting. All of the Board members then serving who were continuing to serve following the meeting attended last year's Annual Meeting.

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## PROPOSAL 1: ELECTION OF DIRECTORS

(Item 1 on the Proxy Card)

Who are this year's nominees?

The Board of Directors consists of thirteen members. See "What is the composition of the Board of Directors and how often are members elected?" on page 22. The following Directors are up for election at this Annual Meeting. The terms of the Directors elected at this meeting will come to an end at the 2020 Annual Meeting. The Board of Directors has nominated the following individuals as Directors for election at the Annual Meeting:

♣ Mr. Mark J. Byrne;  
♣ Mr. David C. Jukes;  
♣ Mr. Kerry J. Preete;  
♣ Mr. William S. Stavropoulos; and  
♣ Mr. Robert L. Wood.

If elected, the Company expects that Messrs. Byrne, Jukes, Preete, Stavropoulos, and Wood will serve as Directors and hold office until the 2020 Annual Meeting of stockholders and until their respective successors have been duly elected and qualified.

There are no family relationships among any of the directors and executive officers of the Company. See "What relationships and policies does the Company have with respect to transactions with related persons?" on page 29.

♣ The Board recommends that you vote "FOR" the election of these nominees.

Mr. Mark J. Byrne

Mr. Byrne, age 62, joined Univar in December 2010 and has been a director of the Company since 2014. He was formerly a consultant to the Company. He served as the Chairman of Commodities from February 2014 through January 2015. From February 2013 to January 2014, he was the Executive Chairman of Univar Basic Chemical Solutions (BCS). From December 2010 to September 2011, he served as Chief Operating Officer of Univar. Prior to Univar, Mr. Byrne served as the President and Chief Executive Officer of BCS, a company he co-founded in 1995. Under Mr. Byrne's leadership, BCS grew to become a company with global operations and nearly \$900 million in 2009 sales revenue. Prior to BCS, Mr. Byrne began his career in 1980 at AlliedSignal (now Honeywell) where he held roles in several functional areas, culminating as President of AlliedSignal's Fluorine Products Division. Mr. Byrne holds a Bachelor's degree in economics and finance and a Master's degree in business administration from Fairleigh Dickinson University.

Term Ends: 2019  
Committees Served: none

Qualifications: Mr. Byrne has broad managerial and operational experience in chemical distribution and basic chemicals markets - Univar's principal areas of business. He also brings to the Board his deep experience with BCS, which was acquired by the Company in 2010.

Mr. David C.  
Jukes

Mr. Jukes, age 59, was appointed President, Chief Executive Officer and Board member in May 2018. He joined Univar in 2002 and served as President and Chief Operating Officer from May 2017 to May 2018. Additionally, Mr. Jukes held the Executive Vice President and President of Univar USA positions from June 2016 to May 2017, and President of Latin America (LATAM) from September 2015 to May 2017. Mr. Jukes is a 35-year veteran of the chemical distribution industry with a distinguished background of achievements. Prior to joining Univar, Mr. Jukes was Senior Vice President of Global Sales, Marketing and Industry Relations, for Omnexus, a plastics industry consortium e-commerce platform. In 1991 he joined Ellis & Everard, a chemical distribution company in the UK, ultimately becoming Vice President of Corporate Development for their polymers division. He currently serves on the board of DCC plc, a £12.3 billion international sales, marketing and support services group that is headquartered in Dublin, Ireland, and is publicly traded in the UK. Mr. Jukes is a graduate of the London School of Business.

Term Ends:  
2019  
Committees  
Served: none  
Mr. Kerry J.  
Preete

Qualifications: Mr. Jukes' success as a divisional President, along with his commercial track record in the Chemical Distribution sector and long tenure with the Company, brings a unique insight to the Company's Board of Directors.

Mr. Preete, age 58, was appointed to the Company's Board in May 2018. He recently retired in June 2018 as the Executive Vice President and Chief Strategy Officer at Monsanto Company. Mr. Preete had been with Monsanto for over 30 years in roles of increasing responsibility including President of the Global Crop Protection Chemicals Business and Executive Leader of the U.S. markets businesses. He currently serves on the board of directors of PolyOne Corporation and is a member of their Compensation and Nominating and Governance Committees. Mr. Preete holds a Bachelor's of Commerce from the University of Saskatchewan and a Master's of Business Administration from Washington University in St. Louis.

Term Ends:  
2019  
Committees  
Served:  
Compensation

Qualifications: Mr. Preete's experience as a seasoned executive at a global leading enterprise brings an astute perspective on running an innovative company. Additionally, his experience as a board member of a another multi-regional and publicly traded company brings a global business acumen, which proves to be a valued asset to the Company's Board.

Mr. William S. Stavropoulos

Mr. Stavropoulos, age 78, has been the Lead Director since November 2016 and has served as a director of the Company since 2010. He previously served as Univar's non-executive chairman from November 2010 to November 2016. From May to December 2012, he served as Univar's Lead Director. Mr. Stavropoulos is currently Chairman Emeritus of the board of directors of The Dow Chemical Company, a diversified chemical company. From 2000 to 2006, he served as Chairman of Dow; from 2002 to 2004 he was Chairman and Chief Executive Officer; from 1995 to 2000 he was President and Chief Executive Officer; and from 1993 to 1995, he was President and Chief Operating Officer. In a career spanning 39 years at Dow, Mr. Stavropoulos also served in a variety of positions in research, marketing, and general management and was a member of the board of directors of Dow from July 1990 to March 2006. He is a director of Teradata Corporation and is a trustee for the Fidelity Group of Funds. Mr. Stavropoulos is the President and Founder of the Michigan Baseball Foundation. Mr. Stavropoulos is past Chairman of the American Chemistry Council, Society of Chemical Industry, and American Plastics Council.

Term Ends: 2019  
 Committees Served: Lead Director  
 Mr. Robert L. Wood

Qualifications: Mr. Stavropoulos' tenure as an executive officer and chief executive officer at a leading chemical company allows him to bring an enormous wealth of experience on all matters impacting the Company: strategic, management, operational, functional and financial. His service on multiple public company boards also permits him to contribute to Univar's governance and the functioning of its Board and Committees.

Mr. Wood, age 64, has been a director since October 2016. From 2004 to 2008, Mr. Wood was Chairman, President and CEO of Chemtura, a global specialty chemicals company listed on the New York Stock Exchange and Euronext Paris. He spent 27 years in a variety of sales, marketing and management roles within the Dow Chemical organization and ultimately became the Business Group President of the Thermosets and Dow Automotive Group. In this role, Mr. Wood was named to Dow's Corporate Operating Board, which was charged with setting corporate strategy and establishing corporate policies. Prior to that, Mr. Wood was the Global Vice President of Polyurethanes and Global Vice President of Engineered Plastics. Mr. Wood currently serves on the board of Praxair and MRC Global Inc. He previously served on the board of the Jarden Corporation. He is currently the Chairman of the United States Gymnastics Foundation and has recently been added to the U.S. Olympic Committee's board of directors. He holds a Bachelor's degree from the University of Michigan.

Term Ends: 2019  
 Committees Served: Audit; Compensation

Qualifications: Mr. Wood's deep experience in the chemical industry and his managerial experience is valuable for all aspects of the operations of the Company. His role as a director of other public companies provides valuable corporate governance insight the Board.

What if a nominee is unwilling or unable to serve?

That is not expected to occur. If it does, proxies will be voted for a substitute nominated by the Board of Directors.

What vote is required to elect directors?

A majority of the votes cast at the Annual Meeting is required for the election of directors.

Who are the directors continuing in office?

There are eight directors whose terms of office continue after this Annual Meeting. Each of these directors will serve until their terms end and until their respective successors have been elected and qualified. Their biographies and qualifications are described on the next page.

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Ms. Joan Braca

Ms. Braca, age 47, was appointed to the Univar Board in February 2018. She currently serves as the President of Tate & Lyle PLC's Specialty Food Ingredients business, a position she was appointed to in November 2014. Ms. Braca initially joined Tate & Lyle PLC in January 2013, first serving as Senior Vice President & General Manager, Asia Pacific. Prior to that, she served as the Vice President and Regional Director for HB Fuller's Asia-Pacific region and in various positions of increasing responsibility, in the United States, Europe and Asia, with Dow Chemical and the Rohm and Haas Company. She has a diverse background with experience in engineering, manufacturing, sales management and over a decade in General Management. During her career she has worked in several locations including the United Kingdom, Singapore, China, Sweden and the United States. She holds a Bachelor of Science degree in Mechanical Engineering from Lehigh University and a Master of Business Administration degree in Finance from Temple University.

Term Ends: 2020  
Committees  
Served:  
Compensation;  
Nominating and  
Corporate  
Governance

Qualifications: Ms. Braca has a diverse background with experience in engineering, manufacturing, sales management and over a decade in general management.

Mr. Daniel P.  
Doheny

Mr. Doheny, age 56, has been a Director since May 2016. Since 2000, Mr. Doheny has been with Reyes Holdings, LLC, the 12th largest privately held company in the United States. Since 2014, he has served as Chairman of Reyes' Great Lakes Coca-Cola distribution business and has successfully led the company's acquisitions and integration of the distribution of Coca-Cola products. From 2000 to 2014, Mr. Doheny served as Chief Financial Officer and was responsible for all financial aspects of the business, including acquisitions, financing, internal controls and reporting, capital investments, and budgeting. He also played a key role in strategy development, information technology and human resources. Prior to joining Reyes, Mr. Doheny spent more than 16 years with KPMG LLP in Chicago, IL, and Montvale, NJ, including six years as an audit partner. He was the founder of the KPMG Audit Committee Institute, advising public boards of directors around the world. Mr. Doheny currently serves on the board of directors of the Special Olympics of Illinois Foundation. Mr. Doheny holds a Bachelor's degree in accountancy from the University of Illinois and is a certified public accountant.

Term Ends: 2020  
Committees  
Served: Audit;  
Nominating and  
Corporate  
Governance

Qualifications: Mr. Doheny's executive and board experience in distribution provides him with valuable leadership and distributor industry knowledge. Mr. Doheny's extensive experience and knowledge in finance and accounting, and his experience leading a finance function qualifies him to serve on the Board and its audit committee.

Mr. Richard P. Fox

Mr. Fox, age 71, has been a director since October 2007. Since 2001, Mr. Fox has served as a consultant and outside board member to companies in varying industries. From 2000 to 2001, he was President and Chief Operating Officer of CyberSafe Corporation, a provider of e-security solutions and services. Prior to joining CyberSafe, Mr. Fox was Chief Financial Officer and a member of the board of directors of Wall Data, Incorporated, a software company. Mr. Fox spent 28 years at Ernst & Young LLP, last serving as Managing Partner of its Seattle office. He serves

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on the boards of directors of Live Ramp, frontdoor Inc., and Pinnacle West Capital Corporation. In addition, he serves as a member of the board of directors of HonorHealth. Mr. Fox previously served on the boards of Pendrell Corporation, Orbitz Worldwide, aQuantive Inc., Shurgard Storage Centers Inc., PopCap Games and Flow International. Mr. Fox received a Bachelor's degree in business administration from Ohio University and a MBA from the Fuqua School of Business at Duke University. He is a Certified Public Accountant.

Term Ends: 2021

Committees

Served: Audit  
(Chair);

Nominating and  
Corporate

Governance

Qualifications: As a result of his extensive accounting and financial management experience, Mr. Fox has a deep understanding of financial reporting processes, internal accounting and financial controls, independent auditor engagements, and other audit committee and board functions.

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Ms. Rhonda Germany Ballintyn

Ms. Germany Ballintyn, age 63, was appointed to the Univar Board in August 2017. She formerly served as Corporate Vice President, Chief Strategy and Marketing Officer for Honeywell. Prior to that, she served in various positions with Booz Allen Hamilton, including Vice President, Partner and Board member. She also held management roles with Chem Systems Inc. and Union Carbide. Ms. Germany Ballintyn currently serves on the board of Aegion Corporation. She holds a Bachelor's degree in chemical engineering from the University of Michigan and a Master's of business administration from the University of Connecticut.

Term Ends:

2021

Committees

Served: Audit;

Nominating and

Corporate

Governance

Qualifications: Ms. Germany Ballintyn's experience as a senior officer of a major U.S. Company with international operations provides her an understanding of Univar's operations. Her experience as a board member of another public company with international business provides her with the knowledge and understanding of board functions.

Mr. Edward J. Mooney

Mr. Mooney, age 77, has served as a director since October 2016. From March 2000 to March 2001, Mr. Mooney served as a Délégué General-North America, Suez Lyonnaise des Eaux. From 1969 to 2000, he held numerous executive positions at Nalco Chemical Company, including President and Chief Operating Officer, before becoming Chairman and Chief Executive Officer in 1994. He previously served on the boards of Cabot Microelectronics Corporation, Commonwealth Edison Company (a subsidiary of Exelon Corporation), FMC Corp., the Northern Trust Corporation, and PolyOne Corp. He holds a Bachelor's degree in chemical engineering and a Juris Doctor degree from the University of Texas. Mr. Mooney is a graduate of the MIT Sloan Senior Executive Program.

Term Ends:

2020

Committees

Served:

Compensation

Qualifications: Mr. Mooney's extensive experience in the chemical industry is of great value to the Company. His deep public company board and managerial experience are a great asset to the Board and the governance of the Company.

Mr. Stephen D. Newlin

Mr. Newlin, age 65, is the Executive Chairman of Univar's board of directors. He served as Chairman, President and Chief Executive Officer of the Company from 2016-2018 after being elected to the board in 2014. He previously served as Chairman, President and Chief Executive Officer of PolyOne Corporation from 2006-2014, and Executive Chairman of the Board until 2016. From 2003 to 2006, Mr. Newlin was President, Industrial Sector at Ecolab, Inc. He previously spent 24 years at Nalco Chemical Company in positions of increasing responsibility, and served as President and Director of Nalco from 1998 to 2001, and was President, Chief Operating Officer, and Vice Chairman from 2000 to 2001. Mr. Newlin currently serves on the boards of directors of The Chemours Company and Oshkosh Corporation. Mr. Newlin holds a Bachelor's degree in civil engineering from the South Dakota School of Mines & Technology, and has completed the Tuck Executive Program at Dartmouth College and the Harvard Business School's Advanced Management Program. He also served as a commissioned officer in the U.S. Public Health Service, earning an accelerated promotion.

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Term Ends: 2021	Qualifications: Mr. Newlin's extensive experience as an executive and chief executive of multinational companies permits him to bring to the Company a deep insight of the management of all elements of a global business. His service on other public company boards and his keen understanding of international business and regulatory issues are also great assets for Univar.
Committees	
Served: None	

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Mr. Christopher D. Pappas

Mr. Pappas, age 63, has served as a director of the Company since 2015. Mr. Pappas is Special Advisor to the CEO of Trinseo, a leading global materials company. Prior to taking this role in March 2019, Mr. Pappas was the CEO of Trinseo. Before Trinseo, Mr. Pappas was an executive at NOVA Chemicals Corporation, a developer and manufacturer of chemicals, plastic resins, and end-products, where he assumed executive roles with increasingly global responsibilities, including President and Chief Executive Officer from May 2009 to November 2009. Mr. Pappas also serves on the board for Trinseo S.A. and FirstEnergy Corporation, a diversified energy company dedicated to safety, reliability and operational excellence. Previously, he served on the boards of directors for Methanex Corp., NOVA Chemicals Corporation, and Allegheny Energy, Inc. Mr. Pappas holds a Bachelor's degree in civil engineering from The Georgia Institute of Technology, and a master's degree from The Wharton School of Business at The University of Pennsylvania.

Term Ends: 2021

Committees Served: Qualifications: Mr. Pappas' executive and board experience has equipped him with leadership skills and the knowledge of board processes and functions. Additionally, Mr. Pappas' general corporate decision-making and senior executive experience with a commodity-based business provides a useful background for understanding the operations of Univar.

Compensation;  
Nominating and Corporate Governance (Chair)

Mr. David H. Wasserman

Since 1998, Mr. Wasserman, age 52, has been with Clayton, Dubilier & Rice LLC ("CD&R"), a global private equity firm. Mr. Wasserman has served as a director of the Company since 2010. Before joining CD&R, he worked in the principal investment area at Goldman, Sachs & Co., an investment banking and securities firm, and as a management consultant at Monitor Company, a strategy consulting firm. Mr. Wasserman led CD&R's acquisition of Hertz from Ford Motor Company, the carve-out of Culligan Ltd. from Veolia Environment and the acquisition of ServiceMaster Global Holdings, Inc. He currently serves as a director of Capco, Solenis and Tranzact. Mr. Wasserman previously served on the boards of Kinko's, Inc., Covansys Corporation, Culligan, Hertz, ServiceMaster, SiteOne Landscape Supply and ICO Global Communications (Holdings) Limited, currently known as Pendrell Corporation. He is a graduate of Amherst College and holds an MBA from Harvard Business School.

Term Ends: 2020  
Committees Served: None  
Qualifications: Mr. Wasserman brings to the Company extensive knowledge of the capital markets, experience as a management consultant and experience as a director of other chemicals, services, and distribution businesses. In addition to having broad knowledge of the types of operational, compensation and management issues faced by the company, his service on other boards permits him to assist the Company with its governance activities as a public company.

Compensation of Directors

Non-employee directors receive compensation for Board service, which is designed to fairly compensate them for their Board responsibilities and align their interests with the long-term interests of stockholders. The Compensation Committee has the primary responsibility to review and consider any revisions to directors' compensation.

During fiscal year 2018, non-employee directors were entitled to the following compensation:

Fiscal Year 2018 Director Compensation

Annual Cash Retainer <sup>(1)</sup>	\$100,000
Annual Equity Award <sup>(2)</sup>	\$120,000
Lead Director Retainer	\$25,000
Audit Committee Chair Retainer	\$20,000
Compensation Committee Chair Retainer	\$15,000
Nominating and Corporate Governance Committee Chair Retainer	\$15,000

(1) Directors may also elect to defer or convert all or a portion of their annual cash retainers into unrestricted shares of common stock.

(2) Restricted stock is granted on the date of the Company's Annual Meeting. These awards vest on the first anniversary of the grant date. Directors may also elect to defer this award.

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The above fees assume service for a full year. Directors who serve for less than the full year are entitled to receive a pro-rated portion of the applicable payment. The Company does not pay meeting fees but does pay for or reimburse directors for reasonable travel expenses related to attending Board, Committee and Company business meetings. The following table shows information concerning the compensation in fiscal year 2018 for non-employee directors:

Name	Fees Earned or Paid in Cash <sup>(1)</sup> \$	Stock Awards <sup>(2)</sup> \$	Change in Pension Value		All other Compensation \$	Total \$
			Option Awards \$	and Non Qualified Deferred Compensation Earnings \$		
Joan Braca	91,667	120,020				211,687
Mark J. Byrne	100,000	120,020			11,245	<sup>(3)</sup> 231,265
Daniel P. Doheny	100,000	120,020				220,020
Richard P. Fox	120,000	120,020		26,735	<sup>(4)</sup>	240,020
Rhonda Germany Ballintyn	100,000	120,020				220,020
Edward J. Mooney	115,000	120,020				235,020
Christopher D. Pappas	115,000	120,020				186,687
Kerry J. Preete	66,667	120,020				
William S. Stavropoulos	125,000	120,020				245,020
Robert L. Wood	100,000	120,020				220,020
David H. Wasserman	100,000	120,020				220,020

<sup>(1)</sup> Represents the Director retainer fees earned in 2018.

<sup>(2)</sup> The amounts in this column represent the grant date fair value of restricted stock awarded (rounded up to the nearest full share) for the annual Director retainer grant.

Mr. Byrne was also an employee of the Company through January 31, 2015. As part of his termination arrangement <sup>(3)</sup> from the Company, Mr. Byrne participates in the active employee medical insurance programs; the annual cost of employer contributions for this insurance is \$12,637. In addition, Mr. Byrne has 98,787 vested stock options outstanding and unexercised.

Amount reported represented the actuarial increase of the benefit that Mr. Fox had in his defined benefit pension plan arrangement in the last fiscal year, based upon measurement dates of December 31, 2017 and December 31, 2018. This figure was calculated using the following assumptions: (1) immediate retirement, (2) potential forfeiture <sup>(4)</sup> of the benefit if he becomes deceased prior to age 80, (3) benefit commencement at age 80, which is the age at which Mr. Fox is eligible to receive unreduced benefits, and (4) all other data, assumptions, methods and provisions as described in Note 8 of the "Employee Benefit Plans" to Univar's audited consolidated financial statements for the year ended December 31, 2018 included in Univar's 10-K filed on February 21, 2019.

The Company has entered into indemnification agreements with each of its directors. Under those agreements, the Company agrees to indemnify each of these individuals against claims arising out of events or occurrences related to that individual's service to the fullest extent legally permitted. The Company also maintains Director & Officer Liability Insurance which benefits the directors.

Compensation Committee Interlocks and Insider Participation

As of December 31, 2018, the Compensation Committee was comprised of the following five non-employee directors: Edward J. Mooney (Chair), Christopher D. Pappas, Joan Braca, Kerry J. Preete and Robert L. Wood. All committee members are independent directors of the Company. During 2018, no members of the Compensation Committee served as an officer or employee of the Company or any of its subsidiaries. In addition, during 2018, no executive officer of the Company served as a director or as a member of the compensation committee of a company:

- (i) whose executive officer served as a director or as a member of the Compensation Committee; and
- (ii) which employed a director of the Company.



PROPOSAL 2: VOTE, ON AN ADVISORY BASIS, REGARDING THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS

(Item 2 on the Proxy Card)

As required by Section 14A of the Exchange Act, the Board is providing the Company's stockholders with the opportunity to vote on a resolution, on an advisory basis, regarding the compensation of the Company's executive officers listed in the Summary Compensation Table on page 58 of this Proxy Statement (typically referred to as a "say-on-pay" vote). The language of this resolution is as follows:

"RESOLVED, that stockholders approve, on an advisory basis, the compensation paid to the executive officers of Univar Inc., as disclosed in the Company's Proxy Statement for the 2019 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and related disclosures."

In considering their vote, stockholders may wish to review with care the information on the Company's compensation policies and decisions regarding the named executives presented in Compensation Discussion and Analysis starting on page 41, as well as the Compensation Committee Report on page 57.

þ The Board recommends that you vote "FOR" the Company's executive compensation program by approving the above advisory resolution. Although the advisory say-on-pay vote is non-binding, the Compensation Committee and the Board of Directors will consider the outcome of the vote in making executive compensation determinations.

**PROPOSAL 3: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**  
 (Item 3 on the Proxy Card)

What am I voting on?

The Audit Committee of the Board selected the independent registered public accounting firm of Ernst & Young to conduct the independent audit for the year ending December 31, 2019. Although shareholder ratification of the appointment is not required, the Board has decided to ascertain the position of the stockholders on the appointment. The Audit Committee will reconsider any appointment if Ernst & Young is not ratified by the stockholders.

Will representatives of Ernst & Young be present at the meeting?

Representatives of Ernst & Young will be present at the Annual Meeting and will have the opportunity to make a statement if they desire and will be available to respond to appropriate questions from stockholders.

What vote is required to approve this proposal?

Approval of this proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting. If the selection of Ernst & Young is not ratified, the Audit Committee will reconsider the selection of an independent registered public accounting firm.

What fees did the Company pay to Ernst & Young for audit and other services for the years ended December 31, 2018 and 2017?

Ernst & Young served as the Company's independent registered public accounting firm for the years ended December 31, 2018 and 2017. The following table presents fees for professional services rendered by Ernst & Young in 2018 and 2017, for the audit of the Company's annual financial statements for 2018 and 2017, and fees billed for audit-related services, tax services and all other services rendered by Ernst & Young for 2018 and 2017.

	2018	2017
Audit fees <sup>(1)</sup>	5,548,588	4,522,072
Audit-related fees	759,747	491,075
Audit and audit-related fees	6,308,335	5,013,147
Tax fees	-	-
All other fees	-	-
Total fees	6,308,335	5,013,147

<sup>(1)</sup> Audit fees for 2018 and 2017 include fees for the audit of the annual consolidated financial statements, reviews of the condensed consolidated financial statements included in the Company's quarterly reports.

In 2018 Ernst & Young began performing the statutory audits on our foreign subsidiaries, which is the primary reason for the increase in audit fees.

To safeguard the continued independence of the independent auditor, the Audit Committee has adopted a policy regarding pre-approval of audit and non-audit services from the Company's independent auditor (the "Pre-Approval Policy"). The Pre-Approval Policy is part of the Audit Committee Charter, which can be found at the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors). The Pre-Approval Policy is intended to prevent the independent auditor from providing services to the Company that are prohibited under Section 10A(g) of the Exchange Act and to help ensure the auditor's continued independence. The Pre-Approval Policy requires the independent auditor to provide the Company and its subsidiaries only those services that have been pre-approved by the Audit Committee (or its chair under delegated authority, which cannot exceed \$250,000 and is conditioned upon reporting to the full Audit Committee at its next scheduled meeting). The Company's management is required to inform the Audit Committee of each pre-approved service performed by the independent auditor. All of the services performed by Ernst & Young during the years ended December 31, 2018 and December 31, 2017 were performed in accordance with the Pre-Approval Policy.

What factors did the Audit Committee consider in determining to retain Ernst & Young for 2019?

In determining to retain Ernst & Young for 2019, the Audit Committee considered:

- applicable requirements of the Public Company Accounting Oversight Board, ("PCAOB"), including its oversight of Ernst & Young and its requirements for independence and audit partner rotation;

- the benefits of Ernst & Young's nine year tenure, including favorable impact on audit quality, efficient fee structures and avoidance of costs and disruption, as well as the potential independence risks posed by a long-tenured independent auditor;

- matters relating to Ernst & Young's independence, including a review of audit and non-audit fees and written disclosures from Ernst & Young;

- Ernst & Young's technical qualifications, international capacity, audit quality and performance as assessed by the Audit Committee's 2018 evaluation of Ernst & Young;

- the annual PCAOB report on Ernst & Young and the assessments of the Company's internal auditor and other members of management;

- the quality and candor of Ernst & Young's communications with both the Audit Committee and the Company's management; and

- Ernst & Young's demonstration of independent judgment, objectivity and professional skepticism.

• The Board and the Audit Committee recommend that you vote "FOR" the ratification of the

appointment  
of Ernst &  
Young as the  
Company's  
independent  
registered  
public  
accounting  
firm for  
2019.

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### Governance of the Company

The business and affairs of the Company are supervised by the Board of Directors. The Board believes that good corporate governance is a critical factor in achieving business success and in fulfilling the Board's responsibilities to stockholders. The Board believes that its corporate governance practices align management and shareholder interests. Highlights of the Company's corporate governance practices are described below.

What is the composition of the Board of Directors and how often are members elected?

Prior to the 2018 Annual Meeting of Stockholders, our Board was segmented into three classes with three year terms. At the 2018 Annual Meeting of Stockholders, stockholders approved an amendment to our Third Restated and Amended Certificate of Incorporation to exclude the classified board structure and move to annual election of directors starting at this Annual Meeting. At the 2018 Annual Meeting, the Class III directors were elected for terms that will end at the 2021 Annual Meeting. All directors elected prior to 2018 were not changed and the conversion to a declassified board will be phased in as each class comes up for election. The Class I directors are due for election at this Annual Meeting and will be elected for annual terms. The terms of the Class II directors end at the 2020 Annual Meeting. All of our directors will be elected on an annual basis starting at the 2021 Annual Meeting.

What is the Board's leadership structure?

The Nominating and Corporate Governance Committee and the Board periodically review the leadership structure of the Board. In 2018, the Company announced the separation of the Chief Executive Officer and Chairman of the Board roles. Mr. Newlin currently serves as Executive Chairman. The Company also has a Lead Director, Mr. Stavropoulos.

What is the Board's involvement in risk oversight?

The Board maintains oversight of the Company's risk management, including succession planning. The Company established a Risk Steering Committee (the "Steerco"), which identifies and monitors top enterprise risks to the Company. The Steerco validates risk prioritization, senior management team engagement, accountability, ownership and mitigation plans. The Risk Management Team (the "RMT") administers (the "Program"). The RMT is composed of senior leaders of the Company selected by the Chief Risk Officer, General Counsel and Chief Financial Officer. As part of the Program, the RMT presents to the Board at least semi-annually and conducts an annual risk assessment.

The Board's Committees also have a role in overseeing the management of risks that are within the Committees' areas of focus. The Compensation Committee's compensation risk assessment is set forth in the section of the Proxy titled "Compensation Discussion and Analysis", which addresses the management of risks relating to the executive and non-executive compensation policies (including the design of incentive structures, holding periods and clawbacks to mitigate risks). The Audit Committee oversees management of accounting, auditing, external reporting and internal control risks, and the Nominating and Corporate Governance Committee addresses risk associated with director

independence. The entire Board of Directors reviews the Company's safety performance and risks associated with safety.

What are the committees of the Board?

The Board of Directors has standing Audit, Compensation, and Nominating and Corporate Governance Committees. All of the charters for the Committees are available on the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors).

COMMITTEE COMPOSITION

	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Joan Braca		M	M
Daniel P. Doheny	M		M
Richard P. Fox	C		M
Rhonda Germany Ballintyn	M		M
Edward J. Mooney		C	
Christopher D. Pappas		M	C
Kerry J. Preete		M	
Robert L. Wood	M	M	

C: Chair

M: Member

How often did the Board and its committees meet in 2018?

In 2018, the Board of Directors met nine times, the Audit Committee met five times, the Nominating and Corporate Governance Committee met four times, and the Compensation Committee met five times. Every Director attended 75% or more of the meetings of the Board and those Committees of which he or she was a member (held during the period he or she served as a director). The Board intends to have several additional meetings in 2019 to monitor and oversee the progress of the Nexeo Solutions, Inc. ("Nexeo Solutions") integration.

Committee Name and Members	Representative Functions of the Audit Committee
Audit: Richard P. Fox, Chairman	<ul style="list-style-type: none"> <li>• make decisions about the appointment or replacement of an Independent Registered Public Accounting Firm (the</li> </ul>
Daniel P. Doheny Rhonda Germany Ballintyn Robert L. Wood	“independent auditor”);
Number of Meetings in 2018: Five	<ul style="list-style-type: none"> <li>• pre-approve any work performed by the independent auditor;</li> <li>• assist the Board in monitoring the integrity of the Company’s financial statements, the independent auditor’s qualifications and independence, the performance of the independent auditors, the Company’s internal audit function and the Company’s compliance with its Code of Conduct;</li> <li>• annually review an independent auditor’s report describing,</li> </ul>

among other things, the auditing firm's internal quality-control procedures, any material issues raised by the most recent internal quality control review, or peer review, of the auditing firm;

- discuss and review the annual audited financial and quarterly statements with management and the independent auditor (including disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operation"), review and approve financial information before submission to the SEC and monitor the Company's Sarbanes-Oxley internal control compliance on an annual basis;

- discuss earnings press releases, as well as



financial  
information and  
earnings  
guidance  
provided to  
analysts and  
rating agencies;

- 

discuss policies  
with respect to  
risk assessment  
and risk  
management;

- 

meet separately,  
periodically,  
with  
management,  
the internal  
auditors and the  
independent  
auditor;

- 

review with the  
independent  
auditors any  
audit problems  
or difficulties  
with  
management's  
responses;

- 

set clear hiring  
policies for  
employees or  
former  
employees of  
the independent  
auditors;

- 

annually review  
the adequacy of  
the Audit  
Committee's  
written charter;

- 

prepare any  
report or other  
disclosure by  
the Audit  
Committee

required to be included in any proxy statement under the rules of the SEC;

- handle such other matters as delegated to the Audit Committee by the Board;

- report regularly to the full Board; and

- self-evaluate the performance of the Audit Committee.

The Audit Committee operates under a written charter adopted by the Board, that is available through the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors). While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete, accurate and prepared in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor.

The Board has determined that Mr. Doheny, Mr. Fox, Ms. Germany Ballintyn and Mr. Wood are independent within the meaning of applicable SEC regulations and the listing standards of the NYSE and that Mr. Doheny, Mr. Fox and Mr. Wood are qualified as audit committee financial experts within the meaning of Section 407 of the Sarbanes-Oxley Act and applicable SEC regulations. The Board has also determined that each member of the Audit Committee is financially literate within the meaning of the NYSE listing standards. Mr. Fox's service on the audit committees of three other companies has been determined by the Board not to impair his ability to serve on the Company's Audit Committee.

Committee Name and Members	Representative Functions of the Compensation Committee
Compensation: Edward J. Mooney, Chairman	• make recommendations to the Board as to
Joan Braca Christopher D. Pappas Kerry J. Preete Robert L. Wood	Univar's overall compensation philosophy and oversee the development and implementation of compensation
Number of Meetings in 2018: Five	programs; • establish the total compensation package provided to the Chief Executive Officer, other officers and other persons reporting directly to the Chief Executive Officer; • develop and recommend to the Board compensation for Board members and recommend the amount of stock in Univar that directors should hold; • oversee Univar's general incentive compensation plans and equity-based plans; • help ensure the Company's compensation policies do not

encourage  
excessive  
risk-taking;

•

produce a  
Compensation  
Committee report  
on executive  
compensation to  
be included in  
Univar's annual  
proxy statement  
filed with the  
SEC, in  
accordance with  
the applicable  
rules and  
regulations of the  
SEC, NYSE and  
other regulatory  
bodies;

•

oversee  
compliance with  
any applicable  
compensation  
reporting  
requirements of  
the SEC;

•

retain consultants  
to advise the  
Committee on  
executive  
compensation  
policies and  
practices and  
review the  
independence of  
such consultants;

•

administer all  
plans that require  
"disinterested  
administration"  
under Rule 16b-3  
the Exchange Act,  
as amended; and

•

periodically  
review succession

plans of the Chief Executive Officer of Univar and its subsidiaries and screen and recommend to the Board candidates for Chief Executive Officer and such other senior executive officers as may be determined by the Committee.

The Compensation Committee operates under a written charter adopted by the Board which is available through the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors).

The Board has determined that Ms. Braca, Mr. Mooney, Mr. Pappas, Mr. Preete and Mr. Wood are independent within the meaning of applicable SEC regulations and the listing standards of the NYSE. In addition, all members of the Compensation Committee qualify as "non-employee" directors for purposes of Rule 16b-3 of The Exchange Act, as amended, and "outside directors" under Section 162(m) of the Internal Revenue Code.

Committee Name and Members	Representative Functions of the Nominating and Corporate Governance Committee
Nominating and Corporate Governance: Christopher D. Pappas, Chairman	<ul style="list-style-type: none"> <li>• develop and recommend criteria for selecting nominees for director and periodically review the criteria;</li> </ul>
Joan Braca Daniel P. Doheny Richard P. Fox Rhonda Germany Ballintyn	<ul style="list-style-type: none"> <li>• identify and recommend to the Board candidates qualified and suitable to become members of the Board consistent with the Company's Board criteria;</li> </ul>
Number of Meetings in 2018: Four	<ul style="list-style-type: none"> <li>• identify and recommend Board members to serve on committees of the Board;</li> <li>• develop and recommend to the Board a set of Corporate Governance Principles;</li> <li>• and</li> <li>•</li> </ul>

establish  
procedures for  
the evaluation  
of the Board.

The Nominating and Corporate Governance Committee operates under a written charter adopted by the Board which is available through the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors). The Board has determined that Ms. Braca, Mr. Doheny, Mr. Fox, Ms. Germany Ballintyn and Mr. Pappas are independent within the meaning of applicable SEC regulations and the listing standards of the NYSE.

How does the Board select nominees for the Board?

The Board and Nominating and Corporate Governance Committee consider candidates for Board membership suggested by the Board or Nominating and Corporate Governance Committee members, as well as management and stockholders, consistent with the Company's Fourth Amended and Restated Stockholders' Agreement, Third Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, the Company's Corporate Governance Guidelines (the "Guidelines") and the charter of the Nominating and Corporate Governance Committee. Under the Fourth Amended and Restated Stockholders' Agreement, CD&R Univar Holdings, L.P., (an affiliate of Clayton, Dubilier & Rice LLC) ("CD&R Investor") have certain agreements for nomination and voting for individuals to serve as directors. The Nominating and Corporate Governance Committee's charter provides that it may retain a third-party executive search firm to identify candidates for the Board from time to time.

The Board's and Nominating and Corporate Governance Committee's assessment of a proposed candidate will include considerations of diversity in the Board's composition, including a review of, among other things, the person's integrity, experience, specialized expertise in the industry, understanding of issues affecting the Company, time availability and such other factors as the Board and Nominating and Corporate Governance Committee determine are relevant in light of the needs of the Board of Directors. The Nominating and Corporate Governance Committee also considers the current composition of the Board, the balance of management and independent directors, the need for Audit Committee independence, expertise and the evaluations of other prospective nominees. After considering multiple options, the Board chose not to establish provisions for mandatory retirement or term limits. In consideration of the length of time the Company's shares have been publicly traded and the Board's desire to increase effectiveness and diversity, the Board has expanded to accomplish board refreshment naturally. The Nominating and Corporate Governance Committee actively reviews board size and composition in order to continue to ensure continuity, stability and orderly transition. The Nominating and Corporate Governance Committee will generally make a recommendation to the full Board as to

the person(s) who should be nominated by the Board. The Board determines the nominee(s) after considering the recommendation and report of the Nominating and Corporate Governance Committee.

The Board believes that each of the Company's directors has met all the guidelines set forth in the Corporate Governance Guidelines, which can be found at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors). As noted in the director biographies, the Company's directors have experience, qualifications and skills across a wide range of public and private companies, possessing a broad diversity of experience both individually and collectively.

For a shareholder to submit a candidate for consideration by the Nominating and Corporate Governance Committee, the shareholder must notify Univar's Secretary at the Univar Inc. offices at 3075 Highland Parkway, Suite 200, Downers Grove, Illinois 60515. In accordance with the Company's bylaws, each recommending shareholder must:

• provide the shareholder's name and address;

• provide the number of shares of the Company's common stock that the shareholder beneficially owns;

• represent that the shareholder is a holder of record entitled to vote at the next shareholder meeting;

• declare an intent to propose the nomination at the meeting in person or by proxy;

• represent whether the shareholder (alone or with others) intends to solicit proxies in support of the nomination;

• describe any current or planned arrangement (including derivatives, debt and short positions) by which the shareholder's risk in the Company's securities could be managed;

• provide the name, age, business address and principal occupation and employment of the recommended nominee;

• describe information relevant to a determination of whether the recommended nominee meets the criteria for Board of Directors membership established by the Board of Directors and the Nominating and Corporate Governance Committee;

• provide information relevant to a determination of whether the recommended nominee would be considered independent under the applicable NYSE rules;

• describe the recommended nominee's business experience over the past five years;

• furnish the class and number of the Company's shares, if any, that are beneficially owned by the recommended nominee;

• describe any business or personal relationships between the recommended nominee and the recommending shareholder; and

• furnish a statement, signed by the recommended nominee, that both verifies the accuracy of the submitted information about the nominee and affirms the recommended nominee's willingness to be a director and to be named in the proxy statement.



The full requirements for the notice are contained in the Company's Second Amended and Restated Bylaws, which are available at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors).

The Nominating and Corporate Governance Committee will consider individuals recommended by stockholders in the same manner and to the same extent as it considers director nominees identified by other means. The Nominating and Corporate Governance Committee would then select a nominee to recommend to the Board for consideration and appointment. Except for the directors nominated by the CD&R Investor, the Board and Nominating and Corporate Governance Committee have not received director nominations from any stockholders outside the Board or Nominating and Corporate Governance Committee. On page 29, please also read the section "What relationships and policies does the Company have with respect to transactions with related persons"? Eligible shareholders may nominate directors for inclusion in the proxy no earlier than October 29, 2019 and no later than November 28, 2019 in accordance with the Amended and Restated Bylaws.

How does the Nominating and Corporate Governance Committee consider diversity in selecting Directors?

The Board seeks a diverse group of candidates who possess the background, skills and expertise to make a significant contribution to the Board, to the Company and to its subsidiaries. Selection of an individual reflects demonstrated experience in an area helpful to the Board, including: high level leadership experience in business or administrative activities; specialized expertise in the industry; breadth of knowledge about issues affecting the Company and its subsidiaries; and, the ability and willingness to contribute special competencies to Board activities. The Nominating and Corporate Governance Committee also considers personal attributes including: personal integrity; loyalty to the Company and concern for its success and welfare and willingness to apply sound independent business judgment; awareness of a director's vital role in the Company's and its subsidiaries' good corporate citizenship and corporate image; time available for meetings and consultation on Company matters; and a willingness to assume fiduciary responsibilities.

How does the Board determine which directors are considered independent?

Pursuant to the Guidelines, the Board reviews director independence at least annually. The Board receives and considers a recommendation regarding independence from the Nominating and Corporate Governance Committee, based upon applicable SEC regulations, the NYSE listing standards and all of the relevant facts and circumstances relating to the independence of each of the members of the Board. By determining that a director is independent, the Board has concluded that the director is independent of management and free from any material relationship with the Company and its subsidiaries (whether directly or as a partner, shareholder or officer of an organization that has a relationship with the Company or its subsidiaries) that would interfere with the exercise of the director's independent judgment as a member of the Board. The Board also determines whether directors who serve on a committee meet the particular independence requirements for service on that committee.

As a specific example, the Board considered the commercial activities between Univar and Trinseo, the company for which Mr. Pappas is Special Advisor to the Chief Executive Officer. The Board determined that these commercial activities were conducted in the ordinary course of business for the last four years, (including any currently anticipated transactions) and did not conflict with the NYSE independence standards.

Mr. Fox serves on the audit committees of three companies in addition to the Audit Committee of the Company. The Board of Directors has determined that such simultaneous service does not impair the ability of Mr. Fox to effectively serve on the Company's Audit Committee.

For further information, please also read the following sections on page 29: (i) “Are there any other material business relationships with entities associated with the Board of Directors?”, and (ii) “What relationships and policies does the Company have with respect to transactions with related persons?”

Are there any other material business relationships with entities associated with the Board of Directors?

The CD&R Investor owns approximately 8.2% of the outstanding shares of the Company’s common stock. As a result, the CD&R Investor exercises influence over matters requiring shareholder approval.

The Fourth Amended and Restated Certificate of Incorporation provides that the Company, on its behalf and on behalf of its subsidiaries, renounce and waive any interest or expectancy in, or in being offered an opportunity to participate in, corporate opportunities that are from time to time presented to CD&R Investor, or its respective officers, directors, agents, stockholders, members, partners, affiliates or subsidiaries, even if the opportunity is one that the Company or its subsidiaries might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so. CD&R Investor or its respective agents, stockholders, members, partners, affiliates or subsidiaries will not generally be liable to the Company or any of its subsidiaries for breach of any fiduciary or other duty, as a director or otherwise, by reason of the fact that such person pursues, acquires or participates in such corporate opportunity, directs such corporate opportunity to another person or fails to present such corporate opportunity, or information regarding such corporate opportunity, to the Company or its subsidiaries unless, in the case of any such person who is a director or officer, such corporate opportunity is expressly offered to such director or officer in writing solely in his or her capacity as a director or officer. Consequently, CD&R Investor may compete with the Company.

Those members of the Board of Directors who are affiliated with the CD&R Investor may also have indemnification agreements or protections from the CD&R Investor relating to their service on the Board of Directors. Please also see the immediately following section “What relationships and policies does the Company have with respect to transactions with related persons?”

What relationships and policies does the Company have with respect to transactions with related persons?

The Company has adopted a written policy regarding transactions with related persons. When the Company is a proposed participant in a transaction where a related person, as defined in Item 404 of SEC Regulation S-K, has or will have a direct or indirect material interest, then, in addition to all requirements of the Company’s Code of Conduct and the policy, the related person must promptly disclose to the Chairman of the Audit Committee and the General Counsel of the Company such proposed transaction and all relevant material facts.

No related person transaction shall be consummated or shall continue without the approval or ratification of the Audit Committee. It is the policy of the Company that Directors interested in a related person transaction shall recuse themselves from any such vote. The Audit Committee will consider all factors it deems relevant and will approve or ratify only those that are in the best interests of the Company and its stockholders. Set forth below is a summary of certain transactions for the calendar year 2018 among the Company, its directors, executive officers, beneficial owners of more than 5% of any class of the Company’s common stock or preferred stock outstanding and some of the entities with which the foregoing persons are affiliated or associated in which the amount involved exceeds or will exceed \$120,000.

### Stockholders' Agreement

In connection with the consummation of the initial public offering, the CD&R Investor and the Company entered into the Fourth Amended and Restated Stockholders' Agreement, or the Amended and Restated Stockholders' Agreement. Under the Amended and Restated Stockholders' Agreement, CD&R Investor is entitled to nominate one sponsor director for so long as such investor owns at least 5%, but less than 25%, of its shares of the Company common stock held as of the date on which the parties entered into the agreement. The Amended and Restated Stockholders' Agreement contains customary registration rights for the CD&R Investor's shares of the Company's common stock and customary information and access rights.

### Indemnification Agreements

The Company also entered into indemnification agreements with the CD&R Investor, Univar N.V. (an affiliate of CVC Capital Partners Advisory (U.S.), Inc.) ("CVC Investor") and the Temasek Investor, pursuant to which the Company has agreed to indemnify the CD&R Investor, CVC Investor and Temasek Investor and their respective affiliates, directors, officers, partners, members, employees, agents, representatives and controlling persons, against certain liabilities arising out of performance of the consulting agreements, securities offerings by Company and certain other claims and liabilities.

### Transactions in the Ordinary Course of Business

Because of the Company's global scale and the breadth of the CD&R Investor's investments, the Company makes sales to, and purchases from, affiliates of the CD&R Investor and other related parties in the ordinary course of the Company's business. As of January 31, 2018, Temasek reduced its ownership stakes in the Company below 10%. As such, transactions between the Company and Temasek are not considered related party in 2018.

The following table summarizes the Company's sales and purchases of goods and services with related parties within the ordinary course of business:

(in millions)	Year ended		
	December 31,		
	2018	2017	2016
CD&R Investor:			
Sales to affiliate companies	\$4.5	\$5.3	\$7.7
Purchases from affiliate companies	\$0.1	\$6.0	\$16.5
Temasek Investor:			
Sales to affiliate companies	\$—	\$10.1	\$14.4
Purchases from affiliate companies	\$—	\$0.7	\$10.1

As a result of the purchases and sales reported above, the Company has balances due from (and to) related parties. The following table summarizes the Company's receivables due from and payables due to related parties:

(in millions)	December	
	31,	
	2018	2017
Due from affiliates	\$0.7	\$1.0
Due to affiliates	\$0.2	\$0.2

How do stockholders or interested parties communicate with the Board?

Pursuant to the Company's Corporate Governance Guidelines and Director Communication Policy, shareholder communications to the Board of Directors are conveyed to Mr. Stavropoulos, the Lead Director. Interested parties may direct correspondence to the Company's headquarters address set forth in this Proxy Statement, including in the first paragraph of page one. As part of the Company's Alertline practices, stockholders and other parties may also bring concerns relating to accounting, internal controls or auditing matters to the attention of Mr. Fox, an independent non-management Director, who is Chairman of the Company's Audit Committee.

What are the Company's practices on reporting of concerns regarding accounting?

The Company has established practices on reporting of concerns regarding accounting and other matters in addition to the Company Director Communication Policy. Any person who has a concern about the conduct of the Company or any of its personnel, with respect to accounting, internal accounting controls, auditing matters or other concerns, may (where permitted), in a confidential or anonymous manner, communicate that concern to Company management or through the Company's Alertline at 1-866-605-2999 or via web submission at [www.univarsolutions.ethicspoint.com](http://www.univarsolutions.ethicspoint.com). If any person believes that he or she should communicate with an individual who is not a member of Company management, he or she may contact Mr. Fox, Chairman of the Company's Audit Committee. The Alertline permits the interested party to directly contact Mr. Fox.

Who chairs the Company's executive sessions?

Mr. Newlin is the Company's Executive Chairman of the Board and chairs the executive sessions. Mr. Stavropoulos is Lead Director.

What are the Company's Corporate Governance Guidelines and Ethics Policies?

**Board Committee Charters.** The Audit, Compensation, and Nominating and Corporate Governance Committees of the Board of Directors operate pursuant to written charters. All of the Committee charters are available on the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors).

**Corporate Governance Guidelines.** The Board of Directors has documented its corporate governance principles in the Guidelines, which were adopted to reflect certain best practices and requirements of the NYSE. The Guidelines are available on the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors).

**Code of Conduct and Code of Ethics for the Chief Executive Officer and Senior Financial Officers.** Univar's Code of Conduct emphasizes the Company's commitment to the highest standards of business conduct. The Code of Conduct also sets forth information and procedures for employees to report ethical or accounting concerns, misconduct or violations of the Code in a confidential manner. The Code of Conduct applies to the Board of Directors and to all employees of the Company including the principal executive officer, the principal financial officer and the principal accounting officer. Univar's executive and financial officers also adhere to Univar's Code of Ethics for the Chief Executive Officer and Senior Financial Officers. Periodically, the Directors, officers and certain management employees in the Company are required to complete a conflict of interest questionnaire and certify in writing that they have read and understand the Code of Conduct. The Code of Conduct and Code of Ethics for the Chief Executive Officer and Senior Financial Officers are available on the Company's website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors) or by contacting the Secretary to receive a written copy.

What other significant Board practices does the Company have?

**Private Executive Sessions.** The non-management members of the Board of Directors conduct executive session meetings during the majority of their quarterly meetings in which no member of management is present to discuss any matter selected by a member. Further, the Company's independent directors conduct meetings periodically as required by SEC standards and the Company's Corporate Governance Guidelines.

**Advance Materials.** Information and data important to the directors' understanding of the business or matters to be considered at a Board or Board Committee meeting are, to the extent practical, distributed to the directors sufficiently in advance of the meeting to allow careful review prior to the meeting.

**Board and Committee Self-Evaluations.** The Board conducts an annual self-evaluation, which is completed by each member of the Board. This evaluation focuses on the Board's contribution to the Company and the Board's process and procedures. In addition, the Audit, Compensation and Nominating and Corporate Governance Committees also conduct a similar annual self-evaluation, each of which is reviewed by the relevant committee chair. The results of Board evaluations are reviewed by the Nominating and Corporate Governance Committee and the Board may take action based on identified opportunities for improvement. If and as appropriate, the committee chairs, the Lead Director or the Chairman of the Board will have individual discussions with directors to explore issues identified through the self-assessment process and otherwise. General governance issues are considered by the Nominating and Corporate Governance Committee and may result in recommendations to the Board. Implementation of majority voting, recommendation of annual elections for all directors and consideration of the Proxy Access Right are examples of the Board's response to the self-evaluation process.

What access do the Board and Board Committees have to management and to outside advisers?

**Access to Management and Employees.** Directors have full and unrestricted access to the management and employees of the Company. Additionally, key members of management attend Board meetings to present information about the results, plans and operations of the business within their areas of responsibility.

**Access to Outside Advisers.** The Board and its Committees may retain counsel or consultants without obtaining the approval of any officer of the Company in advance or otherwise. The Audit Committee has the sole authority to retain and terminate the independent auditor. The Nominating and Corporate Governance Committee has the authority to retain search firms to be used to identify director candidates. The Compensation Committee has the authority to retain compensation consultants for advice on executive compensation matters.

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### Stock Ownership Information

The tables below and the accompanying footnotes show information regarding the beneficial ownership of the Company's common stock as of March 11, 2019, unless otherwise indicated.

The amounts and percentages of shares beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a "beneficial owner" of a security if that person has or shares voting power or investment power, which includes the power to dispose of (or to direct the disposition of) such security. A person is also deemed to be a beneficial owner of any securities that such person has a right to beneficially acquire within 60 days. Securities that can be acquired within 60 days are deemed to be outstanding for purposes of computing such person's ownership percentage, but not for purposes of computing any other person's ownership percentage. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest. Percentage computations are based on 1 shares of common stock outstanding as of March 11, 2019.

What is the equity ownership of officers and directors?

The following table sets forth information with respect to the beneficial ownership of Univar's common stock as of March 11, 2019 by each member of the Board of Directors and each nominee; each of the Company's named executive officers in the section titled Executive Compensation, and all of the Board of Directors and Executive Officer's of the Company as a group.

Who are the Company's largest stockholders?

Based solely on the information filed with the SEC on Schedule 13G for the fiscal year ended December 31, 2018, the following table sets forth those stockholders who beneficially own more than five percent of Univar's common stock:

Name of Beneficial Owner	Shares of Common Stock Owned	Percent
Iridian Asset Management LLC	12,563,968	8.9
CD&R Univar Holdings, L.P. and related funds	11,594,269	8.2
Dahlia Investments Pte. Ltd. and related funds	11,598,695	8.2
FMR LLC	8,656,396	6.1
The Vanguard Group	9,911,826	6.9
The Baupost Group, LLC	9,500,000	6.7
Longview Asset Management, LLC	8,460,564	5.9
TPG Group Holdings (SBS) Advisors, Inc.	9,497,550	5.6

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Name of Beneficial Owner	Shares of Common Stock Owned <sup>(1)</sup>	Percent
Joan Braca	8,639	*
Mark J. Byrne	18,735	*
Jeffrey W. Carr	12,671	*
Daniel P. Doheny	22,900	*
Mark M. Fisher	16,095	*
Richard P. Fox	19,735	*
Rhonda Germany Ballintyn	12,257	*
David C. Jukes	105,011	*
Carl J. Lukach	161,064	*
Edward J. Mooney	19,155	*
Stephen D. Newlin	326,725	*
Christopher D. Pappas	87,973	*
Kerry J. Preete	12,574	*
Nick Powell	1,230	*
William S. Stavropoulos	18,735	*
David H. Wasserman	0	*
Robert L. Wood	15,655	*
All directors and named executive officers as a group (17 persons)	858,154	

\* Share ownership does not exceed one percent.

<sup>(1)</sup> Represents the following for each beneficial owner: (i) shares of common stock held, (ii) Restricted Stock Units ("RSUs") that will vest within 60 days of March 11, 2019, (iii) Deferred Stock Units ("DSUs") that will vest within 60 days of March 11, 2019 and (iv) options exercisable within 60 days of March 11, 2019.

Except as otherwise indicated in the footnotes to this table, each of the beneficial owners listed has, to the Company's knowledge, sole voting and investment power with respect to the indicated shares of common stock. Unless otherwise indicated, the address for each individual listed below is c/o Univar Inc., 3075 Highland Parkway, Suite 200, Downers Grove, Illinois 60515.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the directors, executive officers and persons who own more than ten percent of the outstanding shares of Univar common stock to file with the SEC reports of their ownership and changes in their ownership of the Company's common stock. Directors, executive officers and greater-than-ten percent stockholders are also required to furnish the Company with copies of all ownership reports they file with the SEC. To the Company's knowledge based solely upon a review of the copies of such forms furnished to the Company, and on written representations from the reporting persons, the Company believes that all Section 16(a) filing requirements were met during 2018, except that one late report was filed on Form 4 for Ms. Joan Braca, which involved the vesting of two tranches of restricted stock.

#### Audit Committee Report

Who serves on the Audit Committee of the Board of Directors?

The members of the Audit Committee, as of the date these proxy materials were first sent or made available to stockholders, are Rhonda Germany Ballintyn, Daniel P. Doheny, Richard P. Fox, and Robert L. Wood. The Board of Directors has determined that Ms. Germany Ballintyn, Mr. Doheny, Mr. Fox, and Mr. Wood are “independent” within the meaning of the applicable rules of both the NYSE and the SEC. The Board of Directors has also determined that each member of the Audit Committee is financially literate and that Mr. Doheny, Mr. Fox and Mr. Wood are “audit committee financial experts” within the meaning of the rules of the SEC.

What document governs the activities of the Audit Committee?

The Audit Committee operates under a written charter adopted by the Board of Directors. The Audit Committee’s responsibilities are set forth in this charter. The charter is available on the Company’s website at [www.univarsolutions.com/investors](http://www.univarsolutions.com/investors).

What are the responsibilities of the Audit Committee?

The Company’s Audit Committee is responsible, among other things, to:

- make decisions about the appointment or replacement of the independent auditor for the Company;
- pre-approve any work performed by such independent auditor;
- assist the Board in monitoring the integrity of the Company’s financial statements, the independent auditor’s qualifications and independence, the performance of the independent auditor, the Company’s internal audit function and the Company’s compliance with its Code of Conduct;
- annually review an independent auditor’s report describing, among other things, the auditing firm’s internal control procedures and any material issues raised by the most recent internal control review, or peer review, of the auditing firm;
- discuss and review the annual audited financial and quarterly statements with management and the independent auditor (including disclosures in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”), review and approve financial information before submission to the SEC and monitor the Company’s Sarbanes-Oxley internal control compliance on an annual basis;
- discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies;
- discuss policies with respect to risk assessment and risk management;



- meet separately, periodically, with management, the internal auditors and the independent auditor;
- review with the independent auditor any audit problems or difficulties with management's responses;
- set clear hiring policies for employees or former employees of the independent auditor;
- annually review the adequacy of the Audit Committee's written charter;
- prepare any report or other disclosure by the Audit Committee required to be included in any proxy statement under the rules of the SEC;
- handle such other matters as delegated to the Audit Committee by the Board of Directors;
- report regularly to the full Board of Directors; and
- self-evaluate the performance of the Audit Committee.

The Committee met five times during 2018. The Committee schedules its meetings with a view to ensuring that it devotes appropriate attention to all of its tasks, including, without limitation, review and pre-approval of earnings releases and securities filings. The Committee's meetings include, whenever appropriate, private sessions with the independent auditor and with the internal auditors, in each case without the presence of the Company's management. The independent auditor is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and issuing a report thereon. Management is responsible for the Company's financial reporting process including its system of internal control, and for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The Committee's responsibility is to monitor and review these processes. It is not the Committee's duty or responsibility to conduct audits or accounting reviews or procedures. The Committee has relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States of America and on the representations of the independent auditor included in its report on the Company's financial statements.

What matters have members of the Audit Committee discussed with management and the independent auditor? As part of its oversight of the Company's financial statements, the Committee reviews and discusses with both management and the Company's independent auditor all annual and quarterly financial statements prior to their issuance. During 2018, management advised the Committee that each set of financial statements reviewed had been prepared in accordance with accounting principles generally accepted in the United States of America, and reviewed significant accounting and disclosure issues with the Committee. These reviews include discussion with the independent auditor of matters required to be discussed pursuant to Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU 380), as amended PCAOB in Rule 3200T, including the quality of the Company's accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. The Committee has also discussed with the independent auditor matters relating to its independence, including a review of audit and non-audit fees and written disclosures from the independent auditor to the Committee pursuant to applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit Committee concerning independence. The Committee also considered whether non-audit services provided by the independent auditor are compatible with the independent auditor's independence and conducted its annual performance evaluation of the independent auditor.

Has the Audit Committee made a recommendation regarding the audited financial statements for the year ended December 31, 2018?

Based on the Committee's discussion and review with management and the independent auditor and the Committee's review of the representations of management and the written disclosures and report of the independent auditor to the Board of Directors, the Committee recommended to the Board of Directors that it include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, for filing with the SEC.

This report has been furnished by the members of the Audit Committee:

Richard P. Fox, Chairman

Daniel P. Doheny

Rhonda Germany Ballintyn

Robert L. Wood

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## Executive Officers

The following table sets forth information about the Company's executive officers as of March 11, 2019:

Name	Age	Title	Positions Held Since January 1, 2014
Stephen D. Newlin	65	Executive Chairman	May 2018 to present served as Executive Chairman of the Board. From May 2017 to May 2018 served as Chief Executive Officer and Chairman of the Board. November 2016 to May 2017 served as President, Chief Executive Officer, and Chairman of the Board. May 2016 to November 2016 served as President and Chief Executive Officer. Prior to Univar, Chairman, President and Chief Executive Officer of PolyOne Corporation from 2006 -2014. From 2003 to 2006 Mr. Newlin was President, Industrial Sector at Ecolab, Inc. Prior to Ecolab, Mr. Newlin spent 24 years at Nalco Chemical Company in positions of increasing responsibility, and served as President and Director of Nalco from 1998 to 2001, and was President, Chief Operating Officer, and Vice Chairman from 2000 to 2001.
David C. Jukes	59	President and Chief Executive Officer	May 2018 to present served as President and Chief Executive Officer. May 2017 to May 2018 served as President and Chief Operating Officer. June 2016 to May 2017 served as Executive Vice President and President of Univar USA, and President of Latin America (LATAM) since September 2015. From 2011 to 2016, Mr. Jukes served as President of Univar EMEA from July 2009 to January 2011.
Carl J. Lukach	63	Executive Vice President, Chief Financial Officer	December 2014 to present served as Executive Vice President, Chief Financial Officer. Prior to Univar, a 34-year career at DuPont, including President of DuPont East Asia and Vice President of Investor Relations. Prior to DuPont, he worked as a certified public accountant.
Mark M. Fisher	49	President, USA	January 2018 to present served as President of the Company's USA business segment. From 2011 to December 2017 Mr. Fisher worked for Owens & Minor Inc. From 2016 to December 2017 he was Vice President and General Manager Mid-South. From 2013 to 2016 Vice President, Distribution Network. From 2011 to 2013 Regional Vice President Central.

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Jeffrey W. Carr	63 Senior Vice President, General Counsel and Secretary	<p>May 2017 to present served as Senior Vice President, General Counsel, and Secretary of the Company. Prior to joining Univar, Mr. Carr was president of ValoremNext LLC. Prior to that role, Mr. Carr was Senior Vice President, General Counsel and Secretary of FMC Technologies, where he held various roles since 1993.</p>
Nick Powell	52 President, EMEA & APAC	<p>January 2017 to present served as President of the Company's Europe, Middle East, and Africa (EMEA) and Asia Pacific (APAC) business segments. Mr. Powell joined Univar in 2009, establishing Univar's Middle East and Africa business. In 2014, Mr. Powell assumed leadership of EMEA's Focused Industries, and in late 2015 assumed leadership of APAC operations.</p>
Jorge Backup	51 President, LATAM	<p>November 2017 to present served as President of the Company's Latin America segment. Mr. Backup joined Univar in February 2012 as Vice President of Finance of Univar Brazil and has served as Vice President of Finance of Latin America since 2015. Before joining Univar, Mr. Backup was CFO for the joint venture between Dow/Mitsu in Brazil.</p>
Kimberly Dickens	57 Senior Vice President, Chief Human Resources Officer	<p>April 2018 to present served as Senior Vice President and Chief Human Resources Officer of the Company. From March 2014 to March 2018, Ms. Dickens served as Vice President and Chief Human Resources Officer at Dycom Industries.</p>
Ian Gresham	43 Vice President, Chief Digital Officer	<p>March 2019 to present served as Chief Digital Officer. March 2017 to March 2019 served as Chief Marketing Officer. Prior to Univar, Mr. Gresham was Senior Vice President of Brands division of Sherwin-Williams Co. He joined Sherwin-Williams in April 2013 as Vice President of Marketing for Diversified Brands, Paints, and Sundries.</p>
Brian Herington	51 Senior Vice President, Chief Commercial Officer	<p>March 2019 to present, served as Senior Vice President and Chief Commercial Officer. October 2016 to February 2019 served as Executive Vice President of Chemicals at Nexeo Solutions. Prior to that that he served as Regional Division Head-Americas at ABB beginning in June 2011.</p>
Michael J. Hildebrand	54 President, Canada and Global Agriculture and Environmental Sciences	<p>October 2014 to present served as President of Canada, Global Agriculture and Environmental Sciences for the Company. January 2013 to October 2014 served as Vice President Global Agriculture &amp; Environmental Sciences for the Company.</p>
Jennifer A. McIntyre	55 Senior Vice President and Chief Integration Officer	<p>March 2019 served as Senior Vice President and Chief Integration Officer. January 2018 to February 2019 served as Senior Vice President and Chief Supply Chain Operations Officer. December 2014 to December 2017 served as Vice President Supply Chain Operations, USA.</p>

## Executive Compensation

The Executive Compensation Section is organized as follows:

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Compensation Discussion and Analysis

The Company’s compensation discussion and analysis (“CD&A”) provides information regarding the Company’s compensation philosophies, plans and practices and the governance of those matters. This section also provides information about the material elements of compensation that were paid to or earned by the Company’s “named executive officers,” or NEOs, for fiscal year 2018 who consist of the following:

- Mr. Stephen D. Newlin, Chairman and Chief Executive Officer
- Mr. David C. Jukes, President and Chief Executive Officer
- Mr. J. Lukach, Vice President and Chief Financial Officer
- Mr. Mark M. Fisher, President, USA
- Mr. Jeffrey W. Carr, President, General Counsel and Secretary
- Mr. Nick Powell, President, EMEA and APAC

Leadership Changes

Mr. Newlin, who previously served in the role of Chairman, stepped down from his role of President and Chief Executive Officer effective May 9, 2018 and will continue to serve in the role of Executive Chairman. The Board of Directors approved the appointment of Mr. Jukes as the Company’s President and Chief Executive Officer effective May 9, 2018. Mr. Jukes previously served in the roles of President and Chief Operating Officer and Executive Vice President and President of Univar USA and LATAM. In addition, effective January 1, 2018, Mr. Mark M. Fisher joined Univar as President, USA.

2018 Company Performance

In 2018, the Company's business transformation continued, and through execution against its strategic priorities of Commercial Greatness, Operational Excellence, and One Univar, is driving high performance, and focused on delivering unsurpassed value to stakeholders.

Led by Mr. Jukes, the Company has made rapid advancement on its goals as set forth by the Board including:

- deliver step change in sales effectiveness, including a positive net customer churn rate;

improves safety performance by reducing total case incident rate by 20%; and

drive progress in supply chain and delivery performance.

In 2018, Adjusted EBITDA grew 7.8%, and the Company deployed its strong cash flow to reduce its net debt/Adjusted EBITDA ratio to 3.5. Improved sales force execution resulted in USA volume growth for the first time since 2014. The Company also announced the acquisition of Nexeo Solutions, to accelerate its transformation and growth.

The table below details key 2018 Company results, compared to the 2017 and 2016 fiscal years.

Measure	2018	2017	2016
Adjusted EBITDA <sup>(1)</sup>	\$640.4	\$593.8	\$547.4
Net (Loss) Income <sup>(2)</sup>	\$289.9	\$119.8	\$(68.4)
Net Cash Provided from Operating Activities	\$172.3	\$278.9	\$449.6

(1) Does not reflect currency adjustments. For a complete discussion of the method of calculating Adjusted EBITDA, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 of the Company’s Form 10-K filed with the SEC on February 21, 2019).

(2) Included non-cash charges of \$252 million in 2016.

### 2018 Pay and Performance Alignment

The Company's executive compensation programs are designed to link pay with performance. Our 2018 compensation results reflect our pay-for-performance philosophy of aligning executive compensation directly with our financial performance.

As described more fully below, Adjusted EBITDA and Working Capital are key metrics in assessing performance under our incentive plans. For 2018, NEOs received incentive compensation payouts that were commensurate with the Company's financial performance.

In addition, our executive team is further linked to stockholders through the delivery of a significant component of their total target compensation in stock-based compensation. In 2018, Univar delivered negative return to its stockholders. (See the following chart.) These results are reflective of the market as a whole. In 2018, the Company further linked its executive team to long-term performance goals by introducing performance-based restricted stock unit awards that reward for the achievement of Adjusted EBITDA and Adjusted EPS goals over a three-year performance period. Along with the decreased shareholder return shown below, realizable grant values for Executives experienced similar decreases. For example, outstanding stock options from 2017 and 2018 had no intrinsic value as of December 31, 2018.

### Compensation Philosophy and Objectives

The Compensation Committee (the "Committee") and management have designed compensation programs intended to create a performance culture and drive the Company's strategies of Commercial Greatness, Operational Excellence and working as One Univar. In particular, the compensation programs have the following objectives to:

- enable the Company to attract, retain, motivate and reward high performing senior leaders;

- link pay to performance and reward both annual and long-term Company performance while not encouraging excessive risk-taking;

- ensure that senior leaders are invested in the Company so they are aligned with stockholders and share in their success;

- establish market competitive compensation plans and programs to reward senior leaders; and

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- strategically align business and functional units within the Company and pay for performance by rewarding senior leaders, management and employees for driving profitable growth, managing working capital and generating healthy cash flows, all while recognizing and balancing unnecessary risks.

The Company seeks to provide compensation and benefit programs that reward performance, support its business strategies, objectives and financial goals, and attract, retain and develop individuals with necessary expertise and experience to manage the business for the best interest of its stockholders. The Company's incentive programs are designed to encourage performance and results that will create value for the Company and its stockholders.

#### Compensation Decision Making Process

##### Role of the Compensation Committee

The Committee is responsible for reviewing and approving the compensation and benefit plans of the Company's senior officers, including its NEOs, authorizing and ratifying stock incentive compensation and other incentive arrangements, and authorizing related agreements. Specifically, as part of their oversight of the executive compensation programs, the Committee periodically, among other things:

- reviews and approves compensation-related performance goals and other objectives of the CEO and recommends and approves CEO compensation elements;

- reviews and approves the compensation of the individuals reporting to the CEO;

- reviews and consults with the CEO on selection of officers and evaluation of executive performance and other matters;

- develops and recommends compensation for non-employee directors to the Board for approval;

- reviews and establishes the peer group companies used as a reference to benchmark company performance and executive officer compensation;

- oversees compliance with SEC guidelines and reviews and approves executive compensation policies, such as share ownership requirements and clawback policy;

- references tally sheets, which provide a comprehensive overview of the compensation and benefits for executive officers;

- sets the specific performance targets for incentive awards to govern the compensation paid to the Company's senior officers; and

- retains independent consultants to advise the Committee and confirms with the consultant that total compensation paid to each executive officer is appropriate.

##### Role of the Independent External Advisor

The Compensation Committee has engaged Semler Brossy Consulting Group LLC as its independent external advisor. The Committee considers analysis and advice from Semler Brossy when making compensation decisions and recommendations for the CEO and other NEOs. When appropriate, Semler Brossy obtains input from management to ensure their advice and recommendations reinforce the Company's business strategy, principles and values. In 2018, the Committee re-evaluated and confirmed the independence of Semler Brossy against the NYSE guidelines and found there to be no conflicts.

During 2018, Semler Brossy assisted the Committee upon the Committee's request by:

- analyzing and recommending the peer group;



- benchmarking compensation in order to assess base salary, annual incentive plan targets and long-term incentive targets with that of peers and the competitive market;
- advising on the long-term incentive program and design;
- conducting a market assessment of change-in-control and severance practices for Executives;
  - advising on CEO compensation and the CEO transition;
- advising on Executive Chairman compensation; and
- assisting in the development of the Company's 2018 outside director compensation plan, which is discussed in greater detail under "Compensation of Directors".

#### Competitive Market Pay Information

Our compensation programs are designed to be competitive with companies of comparable size and industry with whom we compete for executive talent. We review competitive market compensation data annually related to salary, annual incentives and long-term incentives. The market compensation data is used as one of several reference points for determining the form and amount of compensation. To determine actual compensation amounts, the Compensation Committee uses its discretion and considers other factors, in addition to the peer group and competitive market data, such as the responsibilities, performance, contributions and experience of each NEO.

In reviewing competitive market data for 2018, peer group data is supplemented with broader chemical industry and general industry data.

The peer group for Univar was developed using specific selection criteria to screen for companies that are comparable in size, have similar business economics, and which may be a potential source/destination of executive talent. Specific criteria included:

- U.S. based;
- industry profile (distribution and chemical/gas businesses);
- comparative revenue and profitability (EBITDA);
- similar distribution, product offerings and capabilities; and
- availability of publicly disclosed information.

For purposes of making compensation decisions in early 2018, the compensation benchmarking peer group consisted of the following companies:

Ashland Global Holdings	LKQ Corp.	Stepan Co.
Celanese	MRC Global	