

**Charter of the Compensation Committee of the Board of
Directors of
Univar Solutions Inc.**

(As of February 18, 2021)

Pursuant to duly adopted bylaws of Univar Solutions Inc. (the “Company”), the Board of Directors (the “Board”) of the Company has determined that the Compensation Committee (the “Committee”) of the Board shall assist the Board in fulfilling the Board’s responsibilities with respect to certain compensation matters. The Board hereby adopts this Compensation Committee Charter (the “Charter”) to establish the governing principles of the Committee.

Purposes

The primary purposes of the Committee are to: (i) make recommendations to the Board as to the Company’s overall compensation philosophy and to oversee the development and implementation of compensation programs; (ii) establish the total compensation package provided to the Chief Executive Officer, all executive officers of the Company (as identified pursuant to Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as well as all officers of the Company reporting directly to the Chief Executive Officer (collectively, the “Executive Group”); (iii) develop and recommend to the Board compensation for Board members; (iv) oversee the Company and its subsidiaries’ equity based plans; and (v) produce a Compensation Committee Report on executive compensation to be included in the Company’s annual proxy statement filed with the Securities and Exchange Commission (the “SEC”), in accordance with the applicable rules and regulations of the SEC, New York Stock Exchange (the “NYSE”) and other regulatory bodies.

Membership

The Committee shall consist of at least three directors, each of whom, in the judgment of the Board, shall satisfy any then applicable independence and other requirements, standards and qualifications as may from time to time be required by the SEC, the rules of the NYSE and any other applicable regulatory bodies. At least two members of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Exchange Act.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed by the Board in accordance with the Company’s bylaws. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Chairman of the Committee shall be appointed by the Board or as otherwise provided in the bylaws.

Responsibilities

The Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as are incidental to the purposes, duties and responsibilities specified in this Charter and as may be delegated to the Committee by the Board from time to time.

Compensation Matters

The Committee shall:

- (a) Review and recommend to the Board the total compensation for directors, including the Chair or Executive Chair, and set the amount of capital stock in the Company that directors must hold;
- (b) Establish the total compensation package provided to members of the Executive Group. Specifically as to the members of the Executive Group, the Committee will review and approve the goals and objectives relevant to their compensation and evaluate the performance of the members of the Executive Group in light of those goals and objectives and, based on such evaluation, review and approve the annual salary, bonus, stock option and other equity benefits, direct and indirect, of the members of the Executive Group. The total compensation package provided to any officer that is not a member of the Executive Group (collectively, the "Non-Executive Group") shall be established by the Committee or the Chief Executive Officer, in their individual or joint capacity;
- (c) Review and approve any employment agreements, severance agreements, change of control agreements or similar arrangements with the Executive Group. Any employment agreements, severance agreements, change of control agreements or similar arrangements with the Non-Executive Group shall be reviewed and approved by the Committee or the Chief Executive Officer, in their individual or joint capacity;
- (d) Review and approve the design of the benefit and incentive compensation plans (other than broad-based plans) which pertain to directors, the Executive Group and such other officers as may be determined by the Committee, including oversight of plans and awards thereunder that may not result in fully deductible compensation expenses;
- (e) As requested, consult with and provide input to the Governance and Corporate Responsibility Committee (or any other committee or subgroup as appropriate) in relation to succession planning for the Chief Executive Officer of the Company and its subsidiaries;
- (f) Review and recommend to the Board the creation and/or revision of the Company's equity-based plans and oversee the activities of the individuals

responsible for administering the plans. Review and approve all equity compensation plans of the Company and its subsidiaries that are not otherwise subject to the approval of the Company's shareholders. In determining long-term incentive compensation for members of the Executive Group, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers and other officers at comparable companies and the awards given to the Chief Executive Officer and other officers in past years (and the status of such awards);

- (g) Review at least annually the potential risk to the Company from its compensation programs and policies, including incentive compensation and potential payments upon termination or change in control, and whether they encourage excessive risk-taking;
- (h) Oversee compliance with any applicable compensation reporting requirements of the SEC and any applicable stock exchange, including the review of the results of say-on-pay voting and the evaluation of "clawback" policies;
- (i) Obtain through discussions with management of the Company and its subsidiaries a general understanding of compensation design throughout the Company and its subsidiaries;
- (j) Administer all plans that require "disinterested administration" under Rule 16b-3 of the Exchange Act, including all stock option, restricted stock, deferred stock plans and other equity-based plans;
- (k) Discuss with management periodically: (i) reports from management regarding the development, implementation and effectiveness of the Company's policies and objectives relating to human resources policies, including but not limited to those policies and strategies regarding recruiting, retention, and career development and progress; (ii) reports from management regarding the Company's regulatory compliance with respect to compensation matters; and (iii) reports from management related to incentive compensations plans for regions and subsidiaries;
- (l) Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans;
- (m) Review and discuss with management the "Compensation Discussion and Analysis" required to be included in the Company's annual report and proxy statement pursuant to SEC rules and regulations and based on such review and discussion, determine whether to recommend to the Board that the Compensation Discussion and Analysis be so included;

- (n) Prepare an annual Compensation Committee Report for inclusion in the Company's annual proxy statement.

Reports to Board; Review of Committee Performance and Charter

The Committee shall:

- (a) Report its activities to the full Board on a regular basis and make such recommendations with respect to the duties set forth in this Charter and other matters as the Committee may deem necessary or appropriate;
- (b) Perform an annual performance self evaluation, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board the results of such self evaluation, which report may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make this report;
- (c) Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

With respect to the foregoing powers and responsibilities, and to minimize administrative burden, the Committee may, in its discretion and subject to applicable legal and NYSE requirements, establish thresholds below which approval for some activities and associated transaction can be delegated to management without direct Committee involvement (except that there shall be no delegation to management members of decisions which impact their own compensation).

Committee Meetings and Operations

The Committee shall meet at least once a year, and as frequently as necessary to carry out its duties and responsibilities under this Charter. The meetings and other actions of the Committee shall be governed by the provisions of the Company's bylaws applicable to meetings and actions of Committees of the Board. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall be afforded the opportunity, as it deems necessary and at the Committee's discretion, to meet in separate executive sessions with (a) members of management and (b) consultants and advisors. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Subject to applicable legal and NYSE requirements, the Committee may form, and delegate any of its responsibilities to, one or more subcommittees, each of which may take

such actions as may be delegated by the Committee. The Committee may adopt rules of governance for meetings of the Committee and related matters, not inconsistent with this Charter and the bylaws.

Resources and Authority

The Company shall provide the Committee with adequate funds, as determined by the Committee, to meet its responsibilities. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, obtain the advice of, terminate, and approve the fees and other retention terms of compensation consultants, independent legal counsel or other advisors (collectively, “Advisors”), in its sole discretion. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any Advisors retained by the Committee. Any legal or other advisor retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of (i) compensation of any Advisors engaged by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may select an Advisor only after assessing the independence of such Advisor, taking into consideration any applicable laws, rules or regulations relating to such independence assessment.

Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with the Board’s corporate governance guidelines. This Charter is, and any amendments hereto will be, displayed on the Company’s website and a printed copy will be made available to any shareholder of the Company who requests such.