

**Charter of the Governance and Corporate Responsibility  
Committee of the Board of Directors of  
Univar Solutions Inc.**

As of October 27, 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 Governance and Corporate Responsibility Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Governance and Corporate Responsibility Committee Charter (the “Charter”) to establish the governing principles of the Committee.

**Purposes**

The primary purposes of the Committee are: (i) to recommend composition and structure of the Board, including identifying qualified individuals suitable to become members of the Board consistent with criteria approved by the Board and recommending director nominees for the next annual meeting of shareholders, and advising the Board with respect to committee structure and composition, committee focus of activity and similar corporate governance matters; (ii) to develop and recommend to the Board corporate governance guidelines applicable to the Company; (iii) to oversee the evaluation of the Board and management; (iv) to develop and recommend to the Board policies and activities to support the Company’s corporate responsibilities, including overall environmental, social and governance focus for the Company; and (v) to otherwise take a leadership role in shaping the corporate governance of the Company.

**Membership**

The Committee shall consist of at least three directors, each of whom, in the judgment of the Board, shall be independent if required under any then applicable New York Stock Exchange (the “NYSE”) listing standards to which the Company is subject.

The initial members of the Committee shall be appointed by the Board and thereafter the members of the Committee shall be appointed by the Board on the recommendation of the Committee 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 Chair 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.

### ***Board and Corporate Governance Matters***

The Committee shall:

- (a) Develop and recommend criteria for selecting nominees for director and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria;
- (b) Provide recommendations to the Board regarding the size of the Board;
- (c) Identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board; and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders or, if applicable, at any special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Company's directors;
- (d) Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), and recommend that the Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Company's corporate governance guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members;
- (e) Review periodically the makeup of the Board committees and recommend, as appropriate, changes in the number, function or membership;
- (f) Oversee the system of corporate governance of the Company, including: (i) developing and recommending to the Board a set of corporate governance principles for the Company; (ii) reviewing and reassessing the adequacy of the principles at least annually; and (iii) recommending to the Board for approval any such changes to the principles as the Committee believes are appropriate;
- (g) Oversee and provide guidance on the Company's environmental, health, safety, sustainability and corporate social responsibility policies, objectives, programs, and practices and review them periodically with the Board and management. This includes, without limitation, those related to environmental stewardship, corporate citizenship, human capital management, talent

development, diversity, equity and inclusion, and other social and public matters of significance to the Company;

- (h) Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management;
- (i) Review shareholder nominations and proposals that relate to corporate governance or that relate to matters over which another Board committee does not have expertise and recommend to the Board appropriate action on each such nomination or proposal;
- (j) Oversee the Board of Directors Communication Policy and periodically review such policy and recommend changes to the Board;
- (k) Screen and recommend to the Board candidates for Chair of the Board and Chief Executive Officer. All other officers of the Company shall be appointed by the Committee or the Chief Executive Officer, in their individual or joint capacity;
- (l) Review and oversee succession planning for the Chief Executive Officer of the Company and its subsidiaries with input from the Compensation Committee as appropriate; and
- (m) On an annual basis, review and recommend that the Board ratify and confirm all persons previously designated as officers of the Company.

#### ***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 Chair or any other member of the Committee designated by the Committee to make this report; and
- (c) Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

#### **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, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and provided that such subcommittee presents its decisions to the full Committee at each of its scheduled meetings. 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 sole authority to select, retain, obtain the advice of, terminate, and approve the fees and other retention terms of a consultant or search firm to be used to identify director candidates or other experts and advisors, as it deems necessary or appropriate, without seeking further approval of the Board or management. 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 consultant or search firm used to identify director candidates or other experts or advisors engaged by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **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.