

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

(As of November 3, 2016)

Pursuant to duly adopted by-laws of Univar 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 compensation matters. The Board hereby adopts this Compensation Committee Charter (the “Charter”) to establish the governing principles of the Committee.

I. Organization

The Committee shall consist of at least three directors. Pursuant to the exemption provided to “controlled companies” by Section 303A of the rules of the New York Stock Exchange, for such time that Univar qualifies as a “controlled company” Univar may avail itself of such exemption and, therefore, the Compensation Committee may not be composed entirely of independent directors. Committee members shall be appointed by the Board of Directors in accordance with Univar’s Articles of Incorporation and By-Laws, as amended (the “Articles”) on the recommendation of the Compensation Committee. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board in accordance with the Articles. The Board shall designate one of the members as Chairman of the Committee and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically as deemed necessary by the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings may be held by telephone or by other appropriate means in accordance with the Articles.

The Committee may form one or more subcommittees each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee’s members shall perform an annual review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. The Committee may, in its sole discretion and at Univar’s expense, retain and terminate legal, accounting or other consultants or experts, including compensation consultants (including independent compensation consultants), it deems necessary in the performance of its duties and without having to seek the approval of the Board. The Committee shall annually review this Charter.

II. Purpose and Responsibilities

The Compensation Committee’s primary purpose and responsibilities shall be:

- Make recommendations to the Board as to Univar’s overall compensation philosophy and to oversee the development and implementation of compensation programs;
- Establish the total compensation package provided to the Chief Executive Officer, other officers and other persons reporting directly to the Chief Executive Officer, including its subsidiaries’ executives;
- Develop and recommend to the Board compensation for Board members;
- Oversee Univar’s and its subsidiaries’ general incentive compensation plans and equity based plans; and
- Produce a Compensation Committee report on executive compensation to be included in Univar’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 and other regulatory bodies.

III. Duties

To fulfill its purpose and responsibilities, the Compensation Committee shall perform the following with respect to Univar and its subsidiaries:

1. Review and recommend to the Board the total compensation for Directors and set the amount of capital stock in Univar that Directors must hold.
2. Establish the total compensation package provided to the Chief Executive Officer, other officers, including without limit, officers whose compensation is disclosed in Univar’s proxy statement, and other persons reporting directly to the Chief Executive Officer (collectively 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.
3. Review and approve any employment agreements, severance agreements or change of control agreements with the Chief Executive Officer, other officers and other persons reporting directly to the Chief Executive Officer.
4. Review and approve the design of the benefit plans which pertain to Directors, the Chief Executive Officer, other officers and persons reporting directly to the Chief Executive Officer, including oversight of Rule 162(m) plans and awards granted thereunder.
5. 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.

6. Review and recommend to the Board the creation and/or revision of Univar's and its subsidiaries' compensation plans, incentive compensation plans and equity based plans and oversee the activities of the individuals responsible for administering the plans. Review and approve all equity compensation plans of Univar and its subsidiaries that are not otherwise subject to the approval of Univar's shareholders. In determining long-term incentive compensation the Committee will consider Univar'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).
7. Oversee compliance with any applicable compensation reporting requirements of the SEC and any applicable stock exchange, including the results of say-on-pay voting and the evaluation of "clawback" policies.
8. Obtain through discussions with management of Univar and its subsidiaries a general understanding of compensation design throughout Univar and its subsidiaries.
9. Administer all plans that require "disinterested administration" under Rule 16b-3 of the Securities and Exchange Act of 1934, as amended, including all stock option, restricted stock and deferred stock plans.
10. Discuss with management periodically:
 - Reports from management regarding the development, implementation and effectiveness of Univar policies and objectives relating to human resources policies, including but not limited to those policies and strategies regarding recruiting, retention, career development and progress, diversity and employment practices; and
 - Reports from management regarding Univar's regulatory compliance with respect to compensation matters.
11. Review and discuss with management the "Compensation Discussion and Analysis" portion of the Company's annual proxy statement.
12. Prepare an annual Compensation Committee Report for inclusion in the Company's annual proxy statement.
13. Retain consultants, from time to time, to advise the Committee on executive compensation practices and policies and assist in the evaluation of the Chief Executive Officer and executive compensation (such retention to be in accordance with applicable legal and New York Stock Exchange requirements). This authority includes the sole authority to terminate the consultants and approve the consultant's fees and other retention terms.

With response to the foregoing powers and responsibilities, and to minimize administrative burden, the Committee may, in its discretion, establish threshold 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.)