

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

Purposes

The primary purposes of the Nominating and Corporate Governance Committee are: (i) to identify individuals qualified and suitable to become Board members consistent with criteria recommended by the Committee and approved by the Board (including individuals proposed by stockholders) and recommend to the Board the director nominees for each annual meeting of stockholders; (ii) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (iii) to otherwise take a leadership role in shaping the corporate governance of the Company.

Membership

The Nominating and Corporate Governance 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; however, during the period in which the Company is a “controlled company” under the NYSE’s listing standards, the independence requirements shall not apply to membership on the Committee. At such time as the Company ceases to be qualified as a “controlled company” under the rules of the NYSE, each member of the Nominating and Corporate Governance Committee shall satisfy the director independence requirements of the NYSE, subject to any applicable transition rules.

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

Responsibilities

Subject to the then-applicable terms, if any, of the Fourth Amended and Restated Stockholders' Agreement, among the Company and certain of its stockholders, dated as of June 23, 2015, as amended from time to time, 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 Nominating and Corporate Governance Committee by the Board from time to time.

Board and Corporate Governance Matters

The Nominating and Corporate Governance 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) Identify and recommend to the Board candidates the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Company's directors;
- (c) 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 Nominating and Corporate Governance 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 principles, 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;
- (d) Review periodically the makeup of the Board committees and recommend, as appropriate, changes in the number, function or membership;

- (e) 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 Nominating and Corporate Governance Committee believes are appropriate;
- (f) Establish procedures for the Nominating and Corporate Governance Committee to exercise oversight of the evaluation of the Board and management;
- (g) Review and approve all related person transactions of the Company in accordance with the policies of the Company in effect from time to time;
- (h) Oversee the Board of Directors Communication Policy and periodically review such policy and recommend changes to the Board of Directors.

Reports to Board; Review of Nominating and Corporate Governance Committee Performance and Charter

The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee may deem necessary or appropriate;
- (b) Perform an annual performance self evaluation, which evaluation shall compare the performance of the Nominating and Corporate Governance Committee with the requirements of this Charter. The performance evaluation by the Nominating and Corporate Governance Committee shall be conducted in such manner as the Nominating and Corporate Governance Committee deems appropriate. The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee designated by the Nominating and Corporate Governance Committee to make this report;
- (c) Review and reassess the adequacy of this Charter at least annually and make any proposed changes to the Board for approval.

Nominating and Corporate Governance Committee Meetings and Operations

The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall be governed by the provisions of the Company's by-laws applicable to meetings and actions of Committees of the Board. The Nominating and Corporate Governance Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Nominating and Corporate Governance Committee or to meet with any members of, or consultants to, the Committee. The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee may participate in a meeting of the Nominating and Corporate Governance Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee and provided that such subcommittee presents its decisions to the full Nominating and Corporate Governance Committee at each of its scheduled meetings. The Nominating and Corporate Governance Committee may adopt rules of governance for meetings of the Nominating and Corporate Governance Committee and related matters, not inconsistent with this Charter and the by-laws.

Resources and Authority

The Company shall provide the Nominating and Corporate Governance Committee with adequate funds to meet its responsibilities. The Nominating and Corporate Governance Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, 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 Nominating and Corporate Governance 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 advisers engaged by the Nominating and Corporate Governance Committee and (ii)

ordinary administrative expenses of the Nominating and Corporate Governance 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 Nominating and Corporate Governance 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 principles. 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.