

**CODE OF ETHICS  
FOR THE CHIEF EXECUTIVE OFFICER AND  
SENIOR FINANCIAL OFFICERS OF  
UNIVAR INC.**

Adopted June 19, 2015

Univar Inc., including its subsidiaries (collectively, the “Company”), has adopted this Code of Ethics for the Chief Executive Officer and Senior Financial Officers (the “Code of Ethics”). This Code of Ethics is designed to deter wrongdoing and promote a culture of ethical and honest behavior.

This Code of Ethics supplements the Company’s Code of Conduct, which applies to all employees, officers and directors of the Company.

This Code of Ethics, including any amendments to or waivers of this Code of Ethics, shall be made available to the public by means of one of the methods described in Item 406 of Regulation S-K promulgated by the Securities and Exchange Commission.

**1. Persons Covered**

This Code of Ethics applies to the Company’s Chief Executive Officer as well as the Chief Financial Officer, corporate officers with financial, accounting, tax, treasury and reporting responsibilities, including the Chief Accounting Officer, and any other employee performing similar tasks or functions for the Company (collectively, “Senior Financial Officers”).

**2. Professional or Personal Conflicts of Interest**

The Chief Executive Officer and Senior Financial Officers are expected to dedicate their best efforts to advancing the Company’s interests, using unbiased and objective standards when making business decisions. The Chief Executive Officer and Senior Financial Officers are obligated to conduct the Company’s business in an ethical and honest manner, including the ethical handling of actual or apparent conflicts of interest. A conflict of interest occurs when personal interests are adverse to, or in conflict with, the interests of the Company. Prior to making any investment, accepting any outside position or benefit, or conducting other business that creates an actual or apparent conflict of interest, or allowing a family member to do so, the Chief Executive Officer or Senior Financial Officer must make full disclosure of the facts and circumstances that may give rise to the actual or apparent conflict of interest to the Company’s General Counsel, and receive approval to proceed with the transaction from the General Counsel or the Company’s Board of Directors (the “Board”).

### **3. Disclosures**

When filing reports or submitting documents to the Securities and Exchange Commission, and in all other public communications, the Senior Financial Officers are expected to make disclosures which are full, fair, accurate, timely and understandable in all material respects.

### **4. Compliance with Governmental Laws, Rules, Regulations, Policies and Procedures**

It is the responsibility of the Chief Executive Officer and Senior Financial Officers to abide by all laws, rules and regulations related to the Company and all policies and procedures of the Company. While the Company does not expect any single individual to understand all details of the laws, rules and regulations potentially impacting the Company, the Senior Financial Officers should seek guidance as to the applicability and effect of such laws, rules and regulation and report any violation or suspected violations to the Company's General Counsel or the Company's Board.

### **5. Reporting of Violations of this Code of Ethics**

The Chief Executive Officer and Senior Financial Officers are accountable to this Code of Ethics and responsible for adhering to its provisions. All violations and/or suspected violations of the Code of Ethics must be reported immediately to the Company's General Counsel. A violation of this Code of Ethics may result in disciplinary action, up to and including termination, as determined by the Company's Board.

### **6. Waivers of this Code of Ethics**

Any waiver of this Code of Ethics or of a specific provision must be pre-approved, in writing, by the Company's Board. Waivers will be publicly disclosed as required by applicable law.