

Ulixes Limited

Report and Financial Statements

31 December 2017



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Directors

S Duyfjes

S N Landsman (resigned with effect from 20 May 2017)

P Bryant

J Carr (appointed with effect from 20 May 2017)

Secretary

Pinsent Masons Secretarial Limited

1 Park Row

Leeds

LS1 5AB

Auditor

RSM UK Audit LLP

Chartered Accountants

Fifth Floor, Central Square

29 Wellington Street

Leeds

LS1 4DL

Registered Office

Aquarius House

6 Mid Point Business Park

Thornbury

Bradford

BD3 7AY

Registered No. 06371237

Strategic report

The directors present the strategic report for the year ended 31 December 2017.

Principal activity and review of the business

The company has acted, and continues to act, as a holding company. Details of subsidiary undertakings are included in note 7.

The company's key financial and other performance indicators during the year were as follows:

	2017	2016
	£000	£000
Turnover	1,031	1,028
Operating profit / (loss)	847	(25,012)
Shareholders' funds	<u>161,467</u>	<u>164,221</u>

Turnover primarily relates to rental income charged to a UK subsidiary entity, Univar Limited for the occupation of a number of freehold properties owned by the company.

The operating loss in the prior year was driven by the foreign exchange movements arising on the US dollar denominated loans with Univar Inc, parent entity of the company which generated an exchange loss of £25,853,000.

On 12 April 2017 the company increased the loan principal owed to Univar UK Limited, a subsidiary entity, by £3,234,000. The loan owed to Univar UK Limited is not subject to a contractual rate of interest and therefore the amount payable has been discounted at a commercial rate over the length of the loan, this generated the dividend receivable of £457,000 in the current year.

The cash received of £3,234,000 from Univar UK Limited was utilised to reduce the interest-bearing loan principal owed to Univar Limited, a subsidiary entity.

Future developments

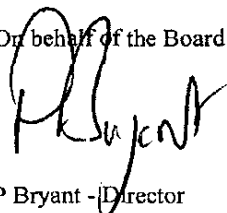
The directors intend the company to continue to act as a holding company.

Subsequent to the balance sheet date, on 29 May 2018, Ulixes Limited issued 11 million £1 ordinary shares to the immediate parent company, Univar Inc for consideration of £11,000,000.

Principal risks and uncertainties

The company holds significant investments in group companies and there is a risk that these investments will not be recovered, although the group continues to produce positive cash flows and the directors are confident of their recoverability.

On behalf of the Board



P Bryant - Director
23 July 2018

Directors' report

The directors present their report and financial statements for the year ended 31 December 2017.

Results and dividends

The loss for the year after taxation amounted to £2,754,000 (2016 – loss of £34,272,000). The directors do not recommend a final dividend (2016 – £nil).

Going concern

The Company participates in the group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the Company and the group have adequate resources to continue in operational existence for the foreseeable future. The accounts have been prepared under the going concern concept because the Company's immediate parent undertaking has agreed not to recall the amounts advanced to the company until all other creditors have been met.

Directors

The directors who served the company during the year and subsequently were as follows:

S Duyfjes

S N Landsman (resigned with effect from 20 May 2017)

P Bryant

J Carr (appointed with effect from 20 May 2017)

Directors' qualifying third party indemnity provision

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provisions remain in force as at the date of approving the directors' report.

Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report.

Disclosure of information to the auditor

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquiries of fellow directors and of the Company's auditors, each of the directors confirms that:

- to the best of each director's knowledge and belief, there is no information (that is, information needed by the Company's auditor in connection with preparing their report) of which the Company's auditor is unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' report (continued)

Auditor

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

On behalf of the Board



P Bryant - Director
23 July 2018

Statement of directors' responsibilities

The directors are responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report

to the members of Ulixes Limited

Opinion

We have audited the financial statements of Ulixes Limited (the 'company') for the year ended 31 December 2017 which comprise the Income Statement, Statement of Other Comprehensive Income, Balance Sheet and Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Independent auditor's report (continued)

to the members of Ulixes Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RSM UK Audit LLP

Paul Langhorn (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants

Central Square, 5th Floor, 29 Wellington Street, Leeds, LS1 4DL

Date 27 September 2018

Income Statement

for the year ended 31 December 2017

	<i>Notes</i>	<i>2017</i> <i>£000</i>	<i>2016</i> <i>£000</i>
Turnover		1,031	1,028
Administrative expenses		(184)	(187)
Exchange loss		-	(25,853)
Operating profit / (loss)	2	847	(25,012)
Interest receivable and similar income	4	12	5
Interest payable and similar charges	4	(4,124)	(9,141)
Dividends receivable from subsidiary undertakings		457	-
Loss on ordinary activities before taxation		(2,808)	(34,148)
Tax	5	54	(124)
Loss for the financial year		<u>(2,754)</u>	<u>(34,272)</u>

Statement of other comprehensive income

for the year ended 31 December 2017

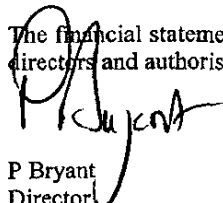
There is no comprehensive income other than the loss of £2,754,000 in the year ended 31 December 2017 (2016 – loss of £34,272,000).

Balance sheet

at 31 December 2017

	Notes	2017 £000	2016 £000
Non-current assets			
Tangible fixed assets	6	5,141	5,254
Investments	7	243,718	243,718
Deferred Tax	8	2,029	1,975
		<u>250,888</u>	<u>250,947</u>
Current assets			
Debtors	8	1,225	1,072
Creditors: amounts falling due within one year	9	<u>(32,684)</u>	<u>(30,106)</u>
Net current liabilities		<u>(31,459)</u>	<u>(29,034)</u>
Total assets less current liabilities		219,429	221,913
Creditors: amounts falling due after more than one year	9	<u>(57,962)</u>	<u>(57,692)</u>
Net assets		<u>161,467</u>	<u>164,221</u>
Capital and reserves			
Called up share capital	10	184,794	184,794
Share premium		104,356	104,356
Profit and loss account		<u>(127,683)</u>	<u>(124,929)</u>
Shareholders' funds		<u>161,467</u>	<u>164,221</u>

The financial statements of Ulixes Limited (registered number 06371237) were approved by the board of directors and authorised for issue on 23 July 2018. They were signed on its behalf by:


P Bryant
Director

23 July 2018

Statement of changes in equity

at 31 December 2017

	<i>Called-up share capital</i>	<i>Share Premium</i>	<i>Profit and loss account</i>	<i>Total</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>
Balance as at 1 January 2016	23,291	104,356	(90,657)	36,990
Loss for the year	-	-	(34,272)	(34,272)
Total comprehensive income for the year	-	-	(34,272)	(34,272)
Transactions with owners in their capacity				
Ordinary share capital issued	161,503	-	-	161,503
Balance as at 31 December 2016	<u>184,794</u>	<u>104,356</u>	<u>(124,929)</u>	<u>164,221</u>
Balance as at 1 January 2017	184,794	104,356	(124,929)	164,221
Loss for the year	-	-	(2,754)	(2,754)
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	(2,754)	(2,754)
Balance as at 31 December 2017	<u>184,794</u>	<u>104,356</u>	<u>(127,683)</u>	<u>161,467</u>

Share premium - consideration received for shares above their nominal value, net of share issue costs.

Profit and loss account – cumulative profit and loss net of distributions to owners

Notes to the financial statements

at 31 December 2017

1. Accounting policies

Authorisation of financial statements and statement of compliance with FRS 101.

The financial statements of Ulixes Limited (the "Company") for the year ended 31 December 2017 were authorised for issue by the board of directors on 23 July 2018 and the balance sheet was signed on the board's behalf by P Bryant. The Company is incorporated and domiciled in England and Wales. The Company's registered office is disclosed on the company information on page 1.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and under the historical cost convention. The Company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise indicated.

The principal accounting policies adopted by the Company are set out below.

Basis of preparation

The accounting policies that follow set out the policies which apply in preparing the financial statements for the year ended 31 December 2017.

The company meets the definition of a qualifying entity under Financial Reporting Standard 100 'Application of Financial Reporting Requirements'. Accordingly, as permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

(a) the requirement in paragraph 38 of IAS 1 *Presentation of Financial Statements* to present comparative information in respect of:

(i) paragraph 79(a) (iv) of IAS 1;

(b) the requirements of IAS 7 *Statement of Cash Flows*;

(c) the requirements in IAS 24 *Related Party Disclosures* to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transaction is wholly owned by such a member and the compensation of key management personnel.

(d) IFRS 7 *Financial Instruments: Disclosures*

Where required, equivalent disclosures are given in the group accounts of Univar Inc. The group accounts of Univar Inc are available to the public and can be obtained as set out in note 12.

Going concern

The company participates in the group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. The accounts have been prepared under the going concern concept because the company's immediate parent undertaking has agreed not to recall the amounts advanced to the company until all other creditors have been met.

Group financial statements

The company has not prepared group financial statements as it is a wholly owned subsidiary undertaking of a company which itself prepares group financial statements and so is exempt by virtue of section 401 of the Companies Act 2006. These financial statements present information about the company as an individual undertaking and not about its group.

Notes to the financial statements

at 31 December 2017

1. Accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost comprises the aggregate amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on all tangible fixed assets (except for freehold land), on a straight line basis over its expected useful life, as follows:

Freehold buildings	–	50 years
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The carrying values of tangible fixed assets are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable, and are written down immediately to their recoverable amount. Useful lives and residual values are reviewed annually and where adjustments are required these are made prospectively.

An item of property is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use for the asset. Any gain or loss arising on the de-recognition of the asset is included in the income statement in the period of de-recognition.

Investments

Investments in subsidiaries are stated in the balance sheet at cost less any provisions for impairment. The carrying value of investments is reviewed on an annual basis for any signs of impairment. When a provision for impairment is deemed necessary the resulting expense is charged to the profit and loss account.

Foreign currencies

The Company's financial statements are presented in sterling, which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded in the Company's functional currency by applying the spot exchange rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. All differences are taken to the profit and loss account.

Turnover

Turnover comprises the total amounts receivable, stated net of value added tax, from property rental. All turnover was earned within the United Kingdom. Revenue recognition is on a straight line basis over the length of the lease.

Dividends

Dividends are recognised as liabilities once they are no longer at the discretion of the Company.

Notes to the financial statements

at 31 December 2017

1. Accounting policies (continued)

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.
- Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.
- The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the income statement.

Interest-bearing loans and borrowings

All interest-bearing loans and borrowings are initially recognised at net proceeds. After initial recognition debt is increased by the finance cost in respect of the reporting period and reduced by repayments made in the period.

Finance costs of debt are allocated over the term of the debt at a constant rate on the carrying amount.

Financial Assets

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial assets at initial recognition.

The Company's financial assets include other receivables.

Financial Liabilities

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the company are recognised at the proceeds received, net of direct issue costs.

Notes to the financial statements

at 31 December 2017

1. Accounting policies (continued)

Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Taxation

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 5.

2. Operating loss

This is stated after charging:

	2017 £000	2016 £000
Exchange loss	-	25,853
Depreciation of owned fixed assets	113	114
Auditors remuneration: Statutory audit fee – company	2	2
Statutory audit fee – subsidiary undertakings	5	14

3. Directors' remuneration and staff costs

No remuneration was paid to the directors in the current year or preceding year for their services to the company.

The directors of the company are also directors of the holding company and/or fellow subsidiaries. Their remuneration in relation to qualifying services as directors of this company is included in the costs borne by Univar Inc, Univar AG and Univar Europe Limited.

4. Interest

Interest receivable and similar income:	2017 £000	2016 £000
Group interest receivable	12	5
Interest payable and similar charges:	2016 £000	2015 £000
Interest payable on loans from group entities	4,124	9,141

Notes to the financial statements

at 31 December 2017

5. Tax

(a) Tax on loss on ordinary activities

The tax (credit) / charge is made up as follows:

	2017 £000	2016 £000
Current tax:		
UK corporation tax on the loss for the year	-	-
Adjustments in respect of prior year	-	-
Total current tax (note 5(b))	-	-
Deferred tax:		
Origination and reversal of timing differences	49	191
Tax rate adjustment	(6)	128
Adjustments in respect of prior year	(97)	(195)
Total deferred tax	(54)	124
Tax on loss on ordinary activities	(54)	124

(b) Factors affecting tax (credit) / charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19.25% (2016 – 20%). The differences are explained below:

	2017 £000	2016 £000
Loss on ordinary activities before tax	(2,808)	(34,148)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016 – 20%)	(540)	(6,830)
Effects of:		
Non-deductible expenses	22	6,424
Income not taxable	(88)	-
UK transfer pricing adjustments	(85)	(96)
Group loss relief surrendered for no consideration	740	693
Tax rate adjustment	(6)	128
Prior year adjustments	(97)	(195)
Total tax for the year (note 5(a))	(54)	124

Notes to the financial statements

at 31 December 2017

5. Tax (continued)

(c) Deferred tax

The elements of deferred taxation are as follows:

	2017 £000	2016 £000
Timing differences	(4)	(4)
Losses	(2,025)	(1,971)
Deferred tax asset (note 8)	<u>(2,029)</u>	<u>(1,975)</u>

The movements in deferred taxation during the current year are as follows:

	£000
At 1 January 2017	(1,975)
Deferred tax credit in profit and loss account	43
Adjustment in respect of prior years	(97)
At 31 December 2017	<u>(2,029)</u>

The company has not recognised a deferred tax asset totalling £85,000 (2016: £51,000) in respect of tangible fixed assets at the balance sheet date due to uncertainty over the future utilisation of attributes arising upon reversal.

(d) Factors that may affect future tax

The standard rate of corporation tax in the United Kingdom for the year is 19.25% (2016: 20%). The Finance Act 2016 received Royal Assent on 15 September 2016 and enacted a reduction in the main rate of corporation tax to 17% with effect from 1 April 2020 (the statutory corporation tax rate until that date is 19%). Deferred tax has therefore been provided, where applicable, at 19% or 17% depending on the company's estimate of when timing differences are likely to reverse.

6. Tangible Fixed Assets

	Freehold Property £000
Cost:	
As at 1 January 2017 and 31 December 2017	<u>5,639</u>
Depreciation:	
At 1 January 2017	385
Charge for the year	113
At 31 December 2017	<u>498</u>
Net book value:	
At 31 December 2017	<u>5,141</u>
At 1 January 2017	<u>5,254</u>

Included in freehold property is land with a cost of £1,671,000 (2016 – £1,671,000) which is not depreciated.

Notes to the financial statements

at 31 December 2017

7. Investments

*Subsidiary
undertakings
£000*

Cost:

At 1 January 2017 and 31 December 2017

243,718

The company has taken advantage of section 405(2) of the Companies Act 2006 and disclosed only those investments whose results or financial position materially affected the figures shown in the company's annual financial statements.

The material investments in which the company holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, are as follows:

<i>Name of company</i>	<i>Holding</i>	<i>Proportion of voting rights and shares held</i>	<i>Nature of business</i>
Univar UK Limited	Ordinary shares	100%	Holding company
Cravenhurst Properties Limited	Ordinary shares	100%	Property Management
Univar UK Holdings Limited*	Ordinary shares	100%	Holding company
Ellis & Everard (UK Holdings) Limited*	Ordinary shares	100%	Holding company
Distrupol Limited *	Ordinary shares	100%	Chemical distribution
Univar Limited *	Ordinary shares	100%	Chemical distribution
Univar Specialty Consumables Limited*	Ordinary shares	100%	Consumables distribution

*Investment held by subsidiary undertaking.

All of the above subsidiaries were incorporated in the United Kingdom and are registered at Aquarius House, 6 Mid Point Business Park, Thornbury, Bradford, BD3 7AY.

Notes to the financial statements

at 31 December 2017

8. Debtors

	2017 £000	2016 £000
<i>Debtors: amounts due within one year</i>		
Amounts due within one year:		
Amounts owed by subsidiary undertakings	1,219	1,067
Trade Receivables	6	5
Deferred taxation (note 5c)	-	-
	<u>1,225</u>	<u>1,072</u>
<i>Debtors: amounts due after one year</i>	£000	£000
Deferred taxation (note 5c)	<u>2,029</u>	<u>1,975</u>

9. Creditors

	2017 £000	2016 £000
<i>Creditors: amounts falling due within one year</i>		
Amounts owed to subsidiary undertakings	32,420	29,829
Other taxation and social security	1	2
Accruals and deferred income	263	275
	<u>32,684</u>	<u>30,106</u>
<i>Creditors: amounts falling due in more than one year</i>	2017 £000	2016 £000
Amounts owed to subsidiary undertakings	<u>57,962</u>	<u>57,692</u>

Ulixes Limited owes £18,967,000 (2016: £14,993,000) and £38,995,000 (2016: £42,699,000) to its subsidiary entities Univar UK Limited and Univar Limited respectively. The loan owed to Univar UK Limited is not subject to a contractual rate of interest and therefore the amount payable has been discounted at a commercial rate over the length of the loan. Interest is payable on the loan from Univar Limited at a rate of 7%.

Notes to the financial statements

at 31 December 2017

10. Issued share capital

<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>2017</i>	<i>No.</i>	<i>2016</i>
		<i>£000</i>		<i>£000</i>
Ordinary shares of £1 each	184,793,761	<u>184,794</u>	184,793,761	<u>184,794</u>

The company's ordinary shares, which carry no right to fixed income, each carry a right to one vote at general meetings of the company.

11. Related party transactions

The directors have taken advantage of the exemption under paragraph 8(k) of FRS 101, and have not disclosed related party transactions with parent and fellow subsidiary undertakings.

12. Ultimate parent undertaking and controlling party

Univar Inc is the immediate parent, ultimate parent undertaking and controlling party.

Group financial statements, incorporating Ulixes Limited, for year ended 31 December 2017 were drawn up by Univar Inc, a company incorporated in the USA. The consolidated financial statements of Univar Inc have been filed at Companies House in conjunction with the financial statements of Ulixes Limited.

13. Post balance sheet events

Subsequent to the balance sheet date, on 29 May 2018, Ulixes Limited issued 11 million £1 ordinary shares to the immediate parent company, Univar Inc for consideration of £11,000,000.

Group Acc's
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2017

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____
Commission File Number 001-37443

Univar Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-1251958
(I.R.S. Employer
Identification No.)

3075 Highland Parkway, Suite 200 Downers Grove, Illinois
(Address of principal executive offices)

60515
(Zip Code)

Registrant's telephone number, including area code: (331) 777-6000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock (\$0.01 par value)

Name of each exchange on which registered
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Aggregate market value of common stock held by non-affiliates of registrant on June 30, 2017 : \$3.1 billion (see Item 12, under Part III hereof), based on a closing price of registrant's Common Stock of \$29.20 per share.

At February 9, 2018, 141,117,897 shares of the registrant's common stock, \$0.01 par value, were outstanding.

Documents Incorporated by Reference

Certain portions of the registrant's Proxy Statement for the Annual Meeting of Stockholders to be held May 9, 2018 and to be filed within 120 days after the registrant's fiscal year ended December 31, 2017 (hereinafter referred to as "Proxy Statement") are incorporated by reference into Part III.

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Univar Inc.

Form 10-K

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SUPPLEMENTAL INFORMATION

Unless the context otherwise indicates or requires, as used in this Annual Report on Form 10-K, (i) the terms “we,” “our,” “us,” “Univar” and the “Company,” refer to Univar Inc. and its consolidated subsidiaries, and (ii) the term “issuer” refers to Univar Inc. exclusive of its subsidiaries.

Our fiscal year ends on December 31, and references to “fiscal” when used in reference to any twelve month period ended December 31, refer to our fiscal years ended December 31.

The term “GAAP” refers to accounting principles generally accepted in the United States of America.

Forward-looking statements and information

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities litigation Reform Act of 1995. Some of the forward-looking statements can be identified by the use of forward-looking terms such as “believes,” “expects,” “may,” “will,” “should,” “could,” “seeks,” “intends,” “plans,” “estimates,” “anticipates” or other comparable terms. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Annual Report on Form 10-K and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, macro-economic conditions, liquidity, prospects, business trends, currency trends, competition, markets, growth strategies and the industries in which we operate and including, without limitation, statements relating to our estimated or anticipated financial performance or results. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industries in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this Annual Report on Form 10-K. In addition, even if our results of operations, financial condition and liquidity, and the development of the industries in which we operate are consistent with the forward-looking statements contained in this Annual Report on Form 10-K, those results or developments may not be indicative of results, conditions or developments in subsequent periods. A number of important factors could cause actual results to differ materially from those contained in or implied by the forward-looking statements, including those reflected in forward-looking statements relating to our operations and business and the risks and uncertainties discussed in “Risk Factors.” Factors that could cause actual results to differ from those reflected in forward-looking statements relating to our operations and business include:

- general economic conditions, particularly fluctuations in industrial production and the demands of our customers;
- disruptions in the supply of chemicals we distribute or our customers' or producers' operations;
- termination or change of contracts or relationships with customers or producers on short notice;
- the price and availability of chemicals, or a decline in the demand for chemicals;
- our ability to pass through cost increases to our customers;
- our ability to meet customer demand for a product;
- trends in oil and gas prices;
- competitive pressures in the chemical distribution industry;
- consolidation of our competitors;
- our ability to execute strategic investments, including pursuing acquisitions and/or dispositions, and successfully integrating and operating acquired companies;
- liabilities associated with acquisitions, dispositions and ventures;
- potential impairment of goodwill;
- inability to generate sufficient working capital;
- our ability to sustain profitability;
- our ability to implement and efficiently operate the systems needed to manage our operations;
- the risks associated with security threats, including cybersecurity threats;
- increases in transportation costs and changes in our relationship with third party carriers;
- the risks associated with hazardous materials and related activities;

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- accidents, safety failures, environmental damage, product quality issues, major or systemic delivery failures involving our distribution network or the products we carry or adverse health effects or other harm related to the materials we blend, manage, handle, store, sell or transport;
- challenges associated with international operations, including securing producers and personnel, import/export requirements, compliance with foreign laws and international business laws and changes in economic or political conditions;
- our ability to effectively implement our strategies or achieve our business goals;
- exposure to interest rate and currency fluctuations;
- evolving laws and regulations relating to hydraulic fracturing and risks associated with chemicals used in hydraulic fracturing;
- losses due to potential product liability claims and recalls and asbestos claims;
- compliance with extensive environmental, health and safety laws, including laws relating to our environmental services businesses and the investigation and remediation of contamination, that could require material expenditures or changes in our operations;
- general regulatory and tax requirements;
- operational risks for which we may not be adequately insured;
- ongoing litigation and other legal and regulatory actions and risks, including asbestos claims;
- loss of key personnel;
- labor disruptions and other costs associated with the unionized portion of our workforce;
- negative developments affecting our pension plans and multi-employer pensions;
- changes in legislation, regulation and government policy; and
- our substantial indebtedness and the restrictions imposed by our debt instruments and indenture.

All forward-looking statements made in this Annual Report on Form 10-K are qualified by these cautionary statements. These forward-looking statements are made only as of the date of this Annual Report on Form 10-K and we do not undertake any obligation, other than as may be required by law, to update or revise any forward-looking or cautionary statements to reflect changes in assumptions, the occurrence of events, unanticipated or otherwise and changes in future operating results over time or otherwise.

Comparisons of results between current and prior periods are not intended to express any future trends, or indications of future performance, unless expressed as such, and should only be viewed as historical data.

PART I

ITEM 1. BUSINESS

Our Company

We are a leading global chemical and ingredients distributor and provider of specialty services. We purchase chemicals from thousands of chemical producers worldwide and warehouse, repackage, blend, dilute, transport and sell those chemicals to more than 100,000 customer locations across approximately 140 countries. Our specialized services include digital promotion or e-marketing of chemicals for our producers, chemical waste removal and ancillary services, on-site storage of chemicals for our customers, and support services for the agricultural and pest control industries. We derive competitive advantage from our scale, broad product offering, technical expertise, specialized services, long-standing relationships with leading chemical producers and our industry leading safety record.

The global chemical distribution industry is large and fragmented with thousands of distributors but represents a relatively small portion of the total chemical industry. While the total chemical industry is projected to grow at rates about equal to the growth of the gross national product of countries we operate in around the world, the distributed chemicals portion of the market is projected to grow faster as producers and customers increasingly realize the benefits of outsourcing. Chemical producers rely on us to warehouse, repackage, transport and sell their products as a way to expand their market access, enhance their geographic reach, lower their costs and grow their business. Customers who purchase products and services from us benefit from a lower total cost of ownership, as they are able to simplify their chemical sourcing process and outsource functions to us such as just-in-time availability of the right product, packaging, mixing, blending and technical expertise. They also rely on us for safe delivery and off-loading of chemicals that is fully compliant with increasing local and federal regulations.

In the year ended December 31, 2017, we generated \$8.3 billion in net sales, net income of \$119.8 million and \$603.7 million in Adjusted EBITDA. For a reconciliation of Adjusted EBITDA to net income (loss), see "Selected Financial Data" in Item 6 of this Annual Report on Form 10-K.

The following charts illustrate the geographical and end market diversity of our 2017 net sales:

2017 Net Sales by Region

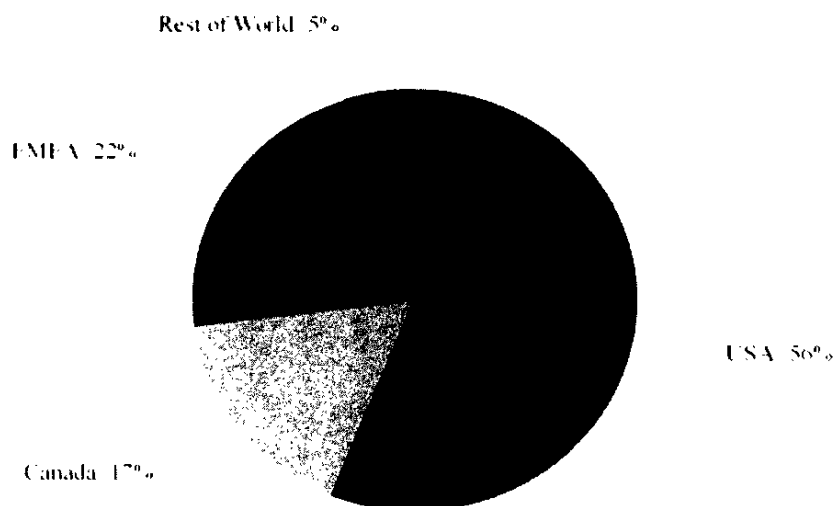
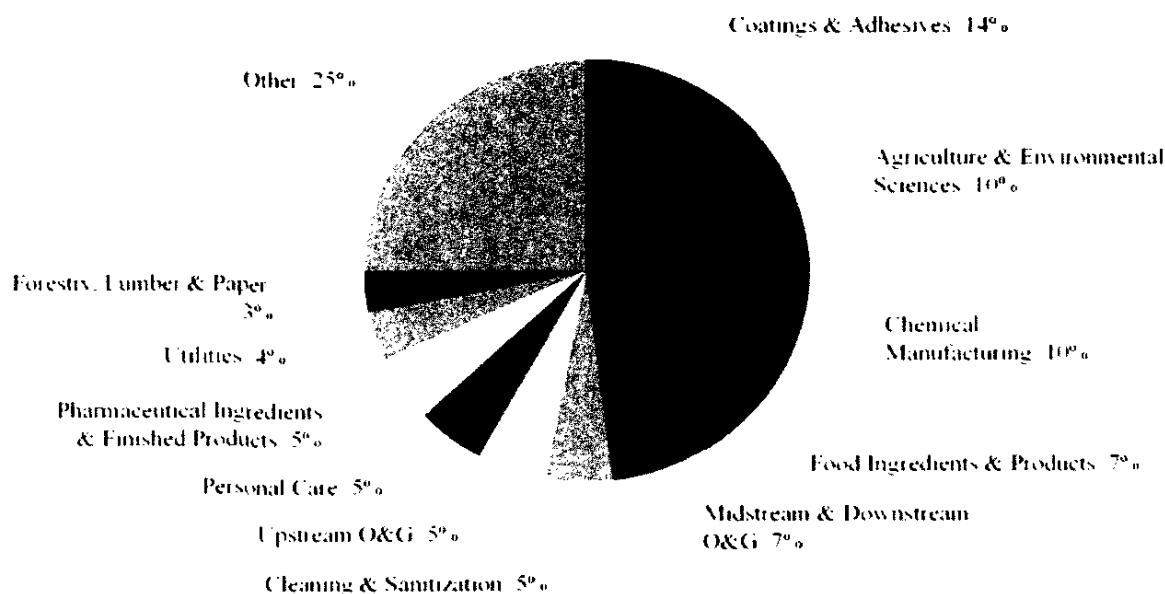


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2017 Net Sales by End Market



We maintain strong, long-term relationships with our producers and our customers, many of which span decades. We source materials from thousands of producers worldwide, including premier global leaders. For the year ended December 31, 2017, our 10 largest producers accounted for approximately 30 percent of our total chemical purchases. Similarly, we sell products to thousands of customers globally, ranging from small and medium-sized businesses to large industrial customers. For the year ended December 31, 2017, our top 10 customers accounted for approximately 10 percent of our consolidated net sales. Globally, we service our customers with on-time delivery rates greater than 96 percent.

Our Segments

Our business is organized and managed in four geographical segments: Univar USA ("USA"), Univar Canada ("Canada"), Univar Europe and the Middle East and Africa ("EMEA"), and Rest of World ("Rest of World"), which is predominantly in Latin America. For additional information on our geographical segments, see "Note 21: Segments" in Item 8 of this Annual Report on Form 10-K for additional information.

USA

We supply a broad offering of commodity and specialty chemicals and ingredients, as well as specialized services to a wide range of end markets, touching a majority of the manufacturing and industrial production sectors in the United States. Our close proximity to customers, combined with our deep product knowledge and end market expertise, serves as a competitive advantage.

We repackage and blend bulk chemicals for shipment by our transportation fleet as well as common carriers. Our highly skilled salesforce is deployed by geographic sales district as well as by end-use market and industry, e.g., coatings and adhesives, food ingredients and products, pharmaceutical ingredients and products, personal care, and energy.

Canada

Our Canadian operations are regionally focused, with a highly skilled salesforce supplying a broad offering of commodity and specialty chemicals and ingredients to the local customer base. In Eastern Canada, we primarily focus on industrial markets such as food ingredients, pharmaceutical ingredients, coatings and adhesives, and chemical manufacturing. We also service the cleaning and sanitation, personal care, mining, and energy markets. In Western Canada, we focus on forestry, chemical manufacturing, mining, and energy markets (e.g., midstream gas pipeline, oil sands processing and oil refining). Lastly, due to its

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size, we have dedicated resources and expertise serving the agriculture end market. In agriculture, we formulate and distribute crop protection and fertilizer products to independent retailers and specialty applicators servicing the agricultural end markets in both Western Canada and Eastern Canada and we provide support services to agricultural chemical producers throughout the country.

EMEA

We maintain a strong presence in the United Kingdom and Continental Europe with sales offices in 20 countries. We also have five sales offices in the Middle East and Africa.

We execute primarily on a pan-European basis, leveraging centralized or shared information technology systems, raw materials procurement, logistics, route operations and the management of producer relationships where possible to benefit from economies of scale and improve cost efficiency. We have strong end market expertise and key account management capability across Europe to better support sales representatives in each country and for serving our key customer end markets, namely pharmaceutical ingredients and finished products, food ingredients, coating and adhesives, and personal care.

Rest of World

We operate sales offices and distribution sites in Mexico, Brazil and to a lesser extent the Asia-Pacific region. We continue to expand our footprint in Latin America through strategic acquisitions, most recently through our 2017 acquisition of Tagma, a leading provider of customized formulation and packaging services for crop protection chemicals in the Brazilian agriculture market.

Our Competitive Strengths

We derive strength and competitive advantage from our scale, broad product offering, high levels of service and expertise, long-standing relationships with producers, and our industry leading safety record.

Scale

We operate one of the most extensive chemical distribution networks in the world, comprising more than 600 distribution facilities, approximately 90 million gallons of chemical storage tank capacity and hundreds of tractors, railcars, tankers and trailers operating daily through our facilities. We purchase thousands of different chemicals, some in large quantities, from over thousands of producers. Our purchasing power and global procurement relationships provide us with advantages over local and regional competitors due to economies of scale and our ability to manage our working capital.

Product breadth and market reach

We offer a wide range of chemical products and services across nearly all end-use markets. This enables us to present to customers a “one-stop-shop” approach that simplifies their procurement process and lowers their total cost of ownership, and provides suppliers with the opportunity to achieve growth by accessing new end markets through us.

Service and expertise

Globally, we provide our customers with greater than 96 percent on-time delivery from our nearby facilities. This highly responsive service level enables our customers to lower their inventory levels and avoid production interruptions from lack of chemical ingredients.

To complement our extensive product portfolio, we offer to our customers specialized services, such as our chemical waste removal and environmental response services, chemical storage, and specialty product blending and formulation services. These services provide efficiency gains to our customers and deepen our relationships with them.

We also provide, through our highly skilled sales force, in-depth product technical knowledge and end market expertise to our customers, as well as valuable market and customer insights to our producers about how their products are performing in the market.

Long-standing producer and customer relationships

We have developed strong, long-term relationships, many spanning several decades, with the world's premier global chemical producers and distribute products to more than 100,000 customer locations around the globe, from small and medium sized businesses to global industrial customers. The strength of our relationships has provided opportunities for us to integrate our service and logistics capabilities into our customers' and producers' business processes and to promote collaboration on supply chain optimization, marketing and other revenue enhancement strategies.

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Safety and regulatory compliance

At Univar we are Serious about Safety. Our safety culture is embedded into our global operations. Safety is foundational in planning for operations, products, processes and facilities. Specific initiatives include:

- Data driven and causality-based accident prevention work;
- Improved process and facility controls;
- Mandatory general education and role specific safety training;
- Joint management-worker Health and Safety Committees; and
- Safety audits, incident investigation and improvement measures.

Our efforts have resulted in improvements in global safety metrics during the last 6 years. We track worker injuries using the U.S. Occupational Safety & Health Administration (OSHA) standardized methodology of Total Case Incident Rate (TCIR), which is the rate of recordable injuries per 200,000 hours worked. We have reduced our TCIR from 1.69 in 2011 to 0.71 in 2017, an improvement of 58.0%.

We believe that being Serious about Safety results in a competitive advantage by:

- Maintaining and improving relationships with our customers, who view safety performance as a key criterion for vendor selection;
- Improving employee recruitment and retention; and
- Reducing the likelihood of incidents and enabling our employees to focus on their contributions.

While we believe being Serious about Safety improves our service, productivity and financial performance, that is not why safety is important to us. At Univar, we believe it is our responsibility to provide safe working conditions and challenge ourselves to continually improve.

Our Growth Strategy

We believe that we are well positioned to drive profitable growth, increase our market share, and capitalize on industry outsourcing trends by focusing on our key initiatives of Commercial Greatness, Operational Excellence and One Univar.

Drive profitable growth

Commercial Greatness. We seek to increase the value we provide our customers and our producers by improving our customers' experience and driving additional growth for our producers. We seek to:

- further develop a highly skilled and well-equipped sales force utilizing a value-based consultative sales approach that is aligned to customer and end market needs by geography, product and service, and industry specialization;
- continue to increase our technical and industry-specific product and market expertise;
- develop a world-class marketing capability to dynamically identify and align resources with high-growth, high value opportunities; and
- cultivate and maintain long-term producer relationships through deep market and product knowledge, value-based selling, reduced complexity in distribution channels, and offering complementary products and services as a total solution for our customers.

Operational Excellence. We are committed to continuously improving our operating performance and lowering our costs per transaction. We seek to:

- align our business teams with identified growth opportunities in customer end markets, product markets, services, and industries in a way that narrows focus and increases accountability;
- increase our use of digital tools to simplify tasks, lower costs and improve customer experience;
- continue to use Lean Six Sigma methodologies to deliver project-by-project productivity gains;
- increase the cost efficiency of our warehouses, terminals, tank farms and logistics, and improve our net working capital efficiency;
- deliver a compelling customer value proposition by providing simplified sourcing, cost effective just-in-time delivery and managed inventory along with value-added services; and

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- continue to build on our industry leading safety performance as a differentiator with both customers and producers.

One Univar. We are committed to developing a healthy, high-performance culture through the selection, recognition and development of engaged employees. We aspire to build an environment where the best people want to work and add value for our customers, producers and shareholders. We will strengthen the overall governance and efficiency of our global business operations with integrated, disciplined operating processes and by leveraging best practices.

Expand our market share

We believe our Commercial Greatness, Operational Excellence and One Univar initiatives will allow us to outperform competitors, leading to market share gains. We will continue to streamline and enhance our customer experience in order to be the easiest distributor to do business with and to increase customer preference for Univar. In addition, we believe our industry-focused go-to-market strategy combined with innovative sales and marketing support and strong customer preference will lead to winning additional product authorizations from producers. Finally, we are also pursuing selective acquisitions to increase our presence and develop competitive advantage in attractive end markets and whose products and service capabilities can benefit from our scale advantages. As a result, Univar is positioned well to gain market share.

Capitalize on industry outsourcing trends

We are well positioned to benefit from the growing trend of chemical producers and customers to outsource key tasks to chemical distributors. As a full-line distributor with a strong supply-chain-network across a broad geographic region, we are well suited to help customers and producers consolidate their distributor relationships and lower their total costs of ownership or service. Finally, as a leader in chemical distribution, we believe we can accelerate this trend by increasing the attractiveness of our total value proposition to both customers and our producers.

Through our Commercial Greatness, Operational Excellence and One Univar initiatives and by reinforcing our “one-stop-shop” provider capability, we will build on and increase the economic value we create in the global supply chain.

Company History

Our history dates back to 1924 when we were founded as a brokerage business. In 1986, we acquired McKesson Chemical Corporation, then the third largest US chemical distributor, solidifying our presence throughout the United States and making us the largest chemical distributor in North America. In 2001, we continued our expansion into Europe through the acquisition of Ellis & Everard, which specialized in the distribution of chemicals in the United Kingdom and Ireland and had additional facilities in Europe and the Eastern United States. In 2007, we acquired ChemCentral, which enabled us to improve our market share and operational efficiencies in North America.

In 2007, we were acquired by investment funds advised by CVC Capital Partners Advisory (US), Inc. (“CVC”) as well as investment funds associated with Goldman, Sachs & Co. and Parcom. In November 2010, investment funds associated with Clayton, Dubilier & Rice, LLC (“CD&R”) acquired a 42.5 percent ownership interest in us. In December 2010, we acquired Basic Chemicals Solutions, a global distributor and trader of commodity chemicals, which strengthened our ability to provide value in the supply chain between chemical producers and end-users and reinforced our global sourcing capabilities. In January 2011, we completed the acquisition of Quaron, a chemical distributor operating in Belgium and the Netherlands, which complemented our strong European foothold in specialty chemicals with expanded product portfolio and increased logistical capability. We continued our expansion into the emerging markets in 2011 through our acquisition of Eral-Protex, a leading chemical distributor in Turkey, and the acquisition of Arinos, a leading chemical distributor of specialty and commodity chemicals and high-value services in Brazil. In December 2012, we acquired Magnablend, whose specialty chemical and manufactured products broadened our energy offerings. In May 2013, we expanded our Mexican presence with the acquisition of Quimicompuestos, making us a leading chemical distributor in the Mexican market. In November 2014, we acquired D’Altomare Quimica Ltda., a Brazilian distributor of specialty chemicals and ingredients, which expanded our geographic footprint and market presence in Brazil. In April 2015, we acquired Key Chemical, Inc., one of the largest distributors of fluoride to municipalities in the United States, which expanded our offerings into the municipal and other industrial markets.

On June 23, 2015, we closed our initial public offering (“IPO”) in which we issued and sold 20.0 million shares of common stock at a public offering price of \$22.00 per share. In addition, we completed a concurrent private placement of \$350.0 million for shares of common stock (17.6 million shares) to Dahlia Investments Pte. Ltd., an indirect wholly owned subsidiary of Temasek Holdings (Private) Limited (“Temasek”). We received total net proceeds of approximately \$760.0 million from the IPO and the private placement after deducting underwriting discounts and commissions and other offering expenses of approximately \$30.0 million. These expenses were recorded against the proceeds received from the IPO. Certain selling stockholders sold an additional 25.3 million shares of common stock in the IPO and concurrent private placement. We did not receive any proceeds from the sale of these shares.

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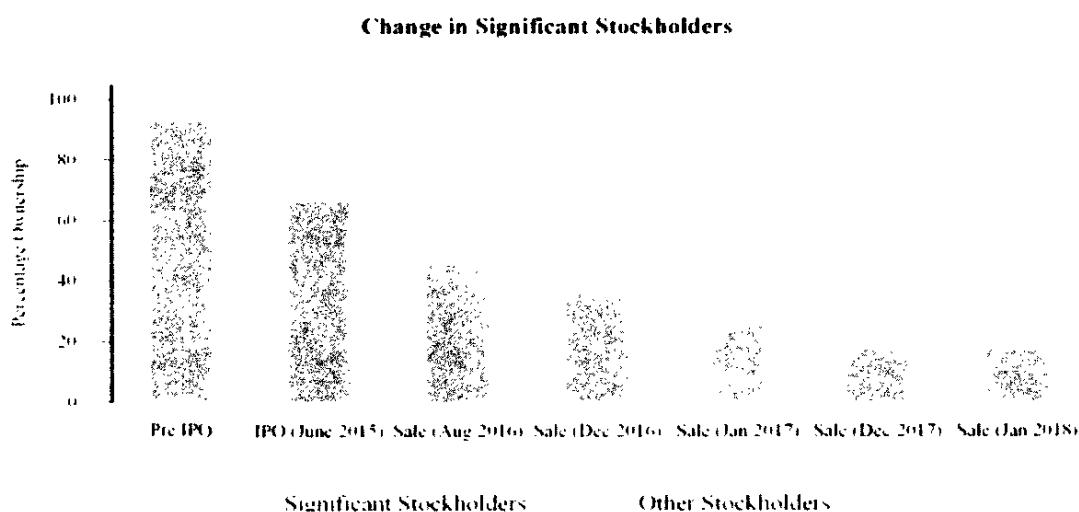
In July 2015, we acquired the assets of Chemical Associates, Inc., a marketer, manufacturer, and distributor of oleochemicals, many of which are based on renewable and sustainable resources, thereby enhancing the value Univar brings to a number of our key markets such as personal care, food, cleaning and sanitization, lubricants, and coatings and adhesives. In October 2015, we entered into the agrochemical formulation market and expanded our capabilities in the third-party agriculture logistics market in Canada with the acquisition of the Future Group. In November 2015, we acquired Arrow Chemical, Inc., adding a complementary portfolio of active pharmaceutical ingredients (“APIs”) and other specialty ingredients essential to the formulation of generic and over-the-counter pharmaceuticals. In December 2015, we acquired Weaver Town Oil Services, Inc., and Weavertown Transport Leasing, Inc., operating as the Weavertown Environmental Group, which strengthened our ChemCare waste management service offering with a broad range of complementary services, including industrial cleaning, waste management and transportation, site remediation, and 24/7 emergency response services. In December 2015, we also acquired Polymer Technologies Ltd., a U.K.-based developer and distributor of unique ultraviolet/electron beam curable chemistries used to formulate environmentally responsible paints, inks, and adhesives.

In March 2016, we acquired Bodine Services of the Midwest, further strengthening our ChemCare waste management, environmental maintenance and response service offering in key geographic markets. That same month, we acquired the assets of Nexus Ag Business, Inc., enhancing our existing macronutrient and crop protection inputs through a proprietary line of micronutrients, macronutrients and specialty fertilizers. Together with our leading distribution and services network in the region, this acquisition further strengthens our agriculture group’s ability to provide customers in Canada with a complete product service offering that covers the entire growing cycle from start to finish.

In September 2017, we acquired Tagma Brasil Ltda., expanding our agriculture business in one of the world’s fastest-growing agricultural markets. That same month, we acquired the assets of PVS Minibulk, Inc., strengthening our MiniBulk business in the West Coast market.

During 2016 and 2017, we engaged in a series of secondary registrations of our stock. As a result, CVC divested its ownership interest in our company and both CD&R and Temasek continued to reduce their ownership stakes in our company. As of January 31, 2018, CD&R and Temasek owned 8.2% and 9.9%, respectively, of our issued and outstanding shares.

The below chart illustrates the change in our Significant Stockholders since the IPO date.



Products and End Markets

The focus of our marketing approach is to identify attractive end-user markets and provide customers in those markets all of their commodity and specialty chemical or ingredient needs. We also offer value-added services as well as procurement solutions that leverage our chemical, supply chain and logistics expertise, networked inventory sourcing and producer relationships. We provide our customers with a “one-stop shop” for their commodity and specialty chemical needs and offer a reliable and stable source of quality products and services.

We buy and inventory chemicals and ingredients in large quantities such as barge loads, railcars or full truck loads from chemical producers and sell and distribute smaller quantities to our customers. Approximately 40 percent of the chemicals and ingredients we purchase are in bulk form, and we repackage them into various size containers for sale and distribution.

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Commodity chemicals and ingredients represent the largest portion of our business by sales and volume. Our commodity portfolio includes acids and bases, surfactants, glycols, inorganic compounds, alcohols and general chemicals used extensively throughout most end markets. Our specialty chemicals and ingredient sales represent an important, high-value, higher-growth portion of the chemical distribution market. We typically sell specialty products in lower volumes but at a higher profit than commodity products and our intent is to increase our presence in the specialty market. While many producers supply specialty products directly to customers, there is an increasing trend toward outsourcing the distribution of these specialized, lower volume products and ingredients. We believe that customers and producers value Univar's ability to supply both commodity and specialty products, particularly as the markets continue to consolidate.

We focus on sourcing high-volume products that we distribute to our customers. We buy products globally at attractive pricing. Generally, we sell chemicals and ingredients via our industry-focused salesforce. However, a small proportion of the chemicals that we source are sold directly to certain high-volume customers through a dedicated sales team who handles these unique products and transactions. Our global sourcing capabilities enhance our global market presence, ensure safety of supply and competitive pricing, and provide product expertise across all market segments.

We serve a diverse set of end markets and regions, with no end market accounting for more than 14 percent of our net sales over the past year.

Our key global end markets include:

- *Agricultural and Environmental Sciences.* We are a leading wholesale distributor of crop protection products to independent retailers and specialty applicators in Canada. To support this end market, we distribute herbicides, fungicides, insecticides, seed, micronutrients, macronutrients, horticultural products, fertilizers and feed, among other products. In addition, we provide storage, packaging and logistics services for major crop protection companies, for whom we store chemicals, feed-grade materials, seed and equipment. We supply pest control products and equipment to the structural pest control, public health, vegetation management, turf and ornamental, food processing and post-harvest storage, animal health and hay production markets. We operate a network of approximately 70 Univar ProCenter distribution centers in North America to serve this end market.
- *Chemical Manufacturing.* We distribute a full suite of chemical products in support of the chemical manufacturing industry (organic, inorganic and polymer chemistries). Our broad warehousing and delivery resources permit us to assure our chemical manufacturing customers efficient inventory management, just-in-time delivery, and custom blends and packages. Our industry expertise also assists our customers in both selecting products that best suit their objectives and addressing chemical waste and wastewater issues.
- *Cleaning and Sanitization .* The cleaning and sanitization industry is made up of thousands of large and small formulators that require a multitude of chemical ingredients to make cleaning products and detergents for home and industrial use. We distribute chemicals manufactured by many of the industry's leading producers of enzymes, surfactants, solvents, dispersants, thickeners, bleaching aides, builders, sealants, acids, alkalis and other chemicals that are used as ingredients and processing aids in the manufacturing of cleaning products.
- *Coatings and Adhesives .* The coatings and adhesives industry is one of our largest customer end markets. We sell resins, pigments, solvents, thickeners, dispersants and other additives used to make paints, inks, and coatings. We have a large, dedicated team of industry and product specialists with market expertise that enables us to work closely with formulators and producers to offer new technologies, new and improved formulations and to scale-up support. Our product line includes epoxy resins, polyurethanes, titanium dioxide, fumed silica, esters, plasticizers, silicones and specialty amines.
- *Food Ingredients and Products .* For the food and beverage industry, we distribute a diverse portfolio of commodity and specialty products that are sold as food additives or processing aids. We sell food ingredients such as thickeners, emulsifiers, sweeteners, preservatives, leavening agents and humectants, as well as texturizer and fat replacement products that include xanthan gum, locust bean gum, celluloses and guar gum. We also distribute acidulants such as citric acid, lactic acid and malic acid, as well as alkalis. Additional offerings include supplements and products such as proteins, vitamins and minerals. The major food and beverage markets we serve are meat processing, baked goods, dairy, grain mill products, processed foods, carbonated soft drinks, fruit drinks and alcoholic beverages. We carefully manage our product portfolio to ensure quality standards, security of supply and cost competitiveness. We continuously refresh our product offering with products that meet key trends impacting the food industry. Our industry experts have developed marketing tools that simplify the ingredient selection process for our customers and provide valuable product performance information and technical solutions.
- *Energy.* We provide chemicals and service to midstream pipeline and downstream refinery operators primarily in the US and Canada. We offer an expansive product line with a team of highly skilled and uniquely dedicated specialists to stay on top of the latest trends, technologies and regulations. We also service the upstream oil and gas production

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market, including the US shale hydraulic-fracturing sector, by providing a variety of bulk chemicals to drill sites, as well as specialty blended products used to fracture rock and stimulate oil and gas production from the well. Other markets served to a lesser extent include Mexico, Europe's North Sea and parts of Africa.

- *Personal Care* . We are a full-line distributor in the personal care industry providing a wide variety of specialty and basic chemicals and ingredients used in skin care products, shampoos, conditioners, styling products, hair color, body washes, sun care, color cosmetics, and pet care products. The products that we distribute include surfactants, emollients, emulsifiers, rheology modifiers, active ingredients, color, preservatives and processing aids. Our dedicated team of industry experts and technical marketers work with our customers to formulate traditional and cutting-edge products that address key trends in the personal care end markets.
- *Pharmaceutical Ingredients and Finished Products* . We are uniquely positioned in the highly-regulated pharmaceutical ingredients industry due to the combination of our product portfolio, logistics footprint and customized solutions. We represent some of the world's leading excipient, process, solvent and active pharmaceutical ingredient producers, as well as producers of chemicals used to support water treatment, filtering and purification systems, thus offering our customers a very broad product selection in the pharmaceutical industry. We sell active ingredients such as aspirin, ascorbic acid, caffeine and ibuprofen, and excipients that include phosphates, polyethylene glycols, polysorbates, methylcellulose, stearyl alcohol and stearates. We also make and sell certain finished pharmaceutical products.

Services

In addition to selling and distributing chemicals, we use our transportation and warehousing infrastructure, along with our broad knowledge of chemicals and hazardous materials handling to provide important distribution and specialized services for our producers and our customers. This intermediary role Univar plays is increasingly important, in particular due to the recent trend of increased outsourcing of distribution by chemical producers to satisfy their need for supply chain efficiency. These services include:

Distribution and specialized services

- *Inventory Management*. We manage our inventory in order to meet customer demands on short notice whenever possible. Our value as channel partners of chemical producers also enables us to obtain access to chemicals in times of short supply, when smaller chemical distributors may not be able to obtain or maintain stock. Further, our global distribution network permits us to stock products locally to enhance "just-in-time" delivery, providing outsourced inventory management to our customers in a variety of end markets.
- *Product Knowledge and Technical Expertise*. We partner with our customers in their production processes. For example, we employ teams of food technologists, chemical engineers and petroleum engineers who have the technical expertise to assist in the formulation of products to meet specific customer performance requirements as well as provide customers with after-market support and consultation.
- *Mixing, Blending and Repackaging*. We provide a full suite of blending and repackaging services for our customers across diverse industries. Additionally, we can fulfill small orders through our repackaging services, enabling customers to maintain smaller inventories.
- *Digital Promotion or E-marketing*. ChemPoint is our unique distribution business that provides digital promotion or e-marketing channels for specialty and fine chemicals. ChemPoint operates principally in North America and EMEA and is primarily focused on expanding market share of high-value and highly specialized chemicals for partnered producers.
- *Chemical Waste Removal and Environmental Response Services*. Our ChemCare waste management service collects both hazardous and non-hazardous waste products at customer locations in the United States and Canada, and then works with select vendors in the waste disposal business to safely transport these materials to licensed third party treatment, storage and disposal facilities. ChemCare reviews each waste profile, recommends disposal alternatives to the customer and offers transportation of the waste to the appropriate waste disposal company. Hazardous and non-hazardous waste management technologies provided from our approved treatment storage and disposal facility vendors include recycling, incineration, fuels blending, lab packing, landfill, deep well injection and waste-to-energy. Through our acquisitions of Bodine and Weavertown Environmental Group, we are also able to provide our customers with industrial cleaning, site remediation and emergency environmental response services.
- *Specialized Formulation and Blending*. Leveraging our technical expertise, we are able to utilize our blending and mixing capabilities to create specialty chemical formulations to meet specific customer performance demands for agriculture and energy products through our Future Group, Tagma, and Magnablend blending services.

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Producers

Maintaining strong relationships with producers is important to our overall success, and we source chemicals and ingredients from many of the premier global chemical and ingredient manufacturers. Our relationships with some of the world's largest commodity and specialty chemical and ingredient producers have been in place for decades. We typically maintain relationships with multiple producers in order to protect against disruption in supply and distribution logistics, as well as to ensure competitive pricing of our supply. Our scale, geographic reach, diversified distribution channels and industry expertise enable us to develop strong, long-term relationships with producers, and integrate our service and logistics capabilities into their business processes. This promotes collaboration on supply chain optimization, marketing and other revenue enhancement strategies. The producers we work with also benefit from the insight we provide into customer buying patterns and trends. More and more, chemical and ingredient producers are depending on the sales forces and infrastructure of large distributors to efficiently market, warehouse and deliver their chemicals and ingredients to end users.

Our supplier community is well diversified, with our largest producer representing approximately 9% of our 2017 chemicals expenditures, and no other chemical producer accounting for more than 5% of the total. Our 10 largest producers accounted for approximately 30% of our total chemical purchases in 2017.

We typically purchase our chemicals and ingredients through purchase orders rather than long-term contracts, although we have exclusive supply arrangements for certain chemicals and ingredients. We normally enter into framework supply contracts with key producers. These framework agreements generally operate on an annual basis either with pricing items fixed to an index or without fixed pricing terms, although they often include financial incentives if we meet or exceed specified purchase volumes. We also have a limited number of longer term agreements with certain producers of commodity chemicals. For all of these chemicals, once we purchase the products, we ship them either directly to a customer or, more commonly, to one of our distribution centers.

Sales and Marketing

We organize our business to align with our customers and end markets needs by geography, product and service, and industry specialization, including high-focus industries such as coatings and adhesives, food ingredients, pharmaceutical ingredients and products, personal care, agricultural and environmental sciences, and energy. We train our sales personnel so that they develop expertise in the industries that they serve. Our sales force leverages our strong producer relationships to provide superior product insight and expertise supporting the delivery of critical-use specialty, organic and inorganic chemicals and ingredients to customers. Aligning our business to customers and end markets enables our sales force and supply chain to deliver valuable market insights to both our customers and producers.

Distribution Channels

We continue to refine our distribution business model to provide producers and our customers with the highest level of service, reliability and timeliness of deliveries while offering cost competitive products. We have multiple channels to market, including both warehouse delivery, and direct-to-consumer delivery. The principal determinants of the way a customer is serviced include the size, scale and level of customization of a particular order, the nature of the product and the customer, and the location of the product inventories. For the year ended December 31, 2017, warehouse distribution accounted for approximately 79% of our net sales while direct distribution accounted for approximately 18% of our net sales, with the remaining approximate 3% of net sales derived primarily from our waste management services.

Warehouse distribution

Our warehouse distribution channel is the core of our operations. We purchase chemicals and ingredients in truck load or larger quantities from producers based on contracted demands of our customers and our estimates of anticipated customer purchases. Once received, products are stored in one or more of our distribution facilities, for sale and distribution in smaller, less-than-truckload quantities to our customers. Our warehouses have various facilities for services such as repackaging, blending and mixing to create specialized solutions needed by our customers in ready-to-use formulations.

Our warehouse network connects large producers with smaller volume customers whose consumption patterns tend to make them uneconomical to be served directly by producers. Thus, the core customer serviced via our warehouses is a small or medium-volume consumer of chemicals and ingredients. Since chemicals and ingredients comprise only a fraction of the input costs for many of our customers' products, our warehouse customers typically value quality, reliability of supply and ease of service. Our breadth of product offerings also allows us to provide customers with complete management solutions for their chemical needs as they are able to obtain small volumes of many different products from us more efficiently and economically than if they dealt directly with multiple chemical producers. Our network of warehouses allows us to service most customers from multiple locations and also enables us to move products efficiently and economically throughout our own warehouse system to service customers on a real-time basis. Further, by leveraging our geographic footprint and logistics platform, we are able to combine multiple

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customer orders along the same distribution routes to reduce delivery costs and facilitate customer inventory management. For example, we combine multiple less-than-truckload deliveries for different customers along the same route to better utilize our delivery assets while at the same time minimizing our customers' inventories.

Our network of warehouses allows us to offer a delivery system that increases inventory visibility and improves plant safety and productivity. MiniBulk is a safe and efficient handling and use system for customers receiving less than full truckload quantities of chemicals. Our trained specialists deliver products to on-site storage containment systems that minimize employee exposure to hazardous chemicals. In addition, the need for drum storage and disposal are eliminated, thereby saving costs and improving access to product inventory. Our remote telemetry systems used in conjunction with MiniBulk storage solutions permit around-the-clock access to inventory information. The result is better inventory management, elimination of manual measurement and better assurance of timely replenishment.

With the leading market position in North America, our operations are capable of serving customers throughout the United States, including Hawaii and Alaska, and all major provinces and major manufacturing centers within Canada including remote areas such as the oil sands regions of Northern Canada. Our close proximity to major transportation arteries allows us to service customers in the most remote locations throughout the United States, particularly those markets that chemical producers are not able to serve profitably. In the USA, we rely on a combination of our own fleet of distribution vehicles and third-party carriers, while we primarily use third parties for the transportation of chemicals and ingredients in Canada, EMEA and Rest of World.

Direct distribution

Our direct distribution channel provides point-to-point logistics for full truckloads or larger quantities of chemicals between producers and customers. In direct distribution, we sell and service large quantity purchases that are shipped directly from producers through our logistics infrastructure, which provides our customers with sourcing and logistics support services for inventory management and delivery, in many cases far more economically than the producer might provide. We believe that producers view us not as competitors, but as providers of a valuable service, supporting these large orders through the utilization of our broad distribution network. We typically do not maintain inventory for direct distribution, but rather use our existing producer relationships and marketing expertise, ordering and logistics infrastructure to serve this demand, resulting in limited working capital investment for these sales. Our direct distribution service is valuable to major chemical producers as it allows them to deliver larger orders to customers utilizing our existing ordering, delivery and payment systems.

Insurance

The nature of our business exposes us to operational risk, including damages to the environment and property, and injury to employees or the general public. Although we focus on operating safely and prudently, we occasionally receive claims, alleging damages, negligence or other wrongdoing in the planning or performance of our services. Our liabilities resulting from these claims can be significant. Accruals for deductibles are based on claims and actuarial estimates of claims development and claims incurred but not recorded.

We maintain policies of insurance that provide coverage for these types of claims (subject to limitations, exclusions, or deductibles) for our worldwide facilities and activities. To mitigate aggregate loss potential above these retentions and deductibles, the company purchases insurance coverage from highly rated insurance companies. The company does not currently operate or participate in any captive insurance companies or other non-traditional risk transfer alternatives.

In the normal course of business, as a financial guarantee of our performance, we also purchase surety bonds or issue letters of credit in connection with municipal contracts, import and export activities, environmental remediation, and environmental permits.

Competition

The chemical and ingredient production, distribution and sales markets are highly competitive. Most of the products that we distribute are made to standard specifications and are either produced by or available from multiple sources.

Chemical and ingredient distribution itself is a fragmented market in which only a small number of competitors have substantial international operations. Our principal large international competitor is Brenntag, which has a particularly strong position in Europe.

Many other chemical distributors operate on a regional, national or local basis and may have a strong relationship with local producers and customers that may give them a competitive advantage in their local market. Some of our competitors are either local or regional distributors with a broad product portfolio, while others are niche players which focus on a specific end market, either industry or product-based.

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Chemical and ingredient producers may also sell their products through a direct sales force or through multiple chemical distributors, limit their use of third party distributors, particularly with respect to higher margin products, or to partner with other chemical and ingredient producers for distribution. Each of which could increase our competition.

We compete on the basis of service, on-time delivery, product breadth and availability, product and market knowledge and insights, safety and environmental compliance, global reach, product price, as well as our ability to provide certain additional value-added services.

North America

The independent chemical distribution market in North America is fragmented. Our principal competitors in North America include Brenntag, Helm America, Hydrite Chemical, Prinova and Nexco Solutions. We also compete with a number of smaller companies in certain niche markets.

EMEA

The independent chemical distribution market in Europe historically has been highly fragmented. Consolidation among chemical distributors has increased, mirroring developments within the chemical sector as a whole.

Brenntag is our leading competitor in Europe due to its strong market position in Germany, which is the largest European chemical distribution market. Other regional competitors in Europe include Azelis, Helm and IMCD. We believe that we are the leading chemical distributor in the United Kingdom and Ireland.

Rest of World

In Rest of World, the markets for chemical distribution are much more fragmented and credible competitive information for smaller companies is not available. Our relative competitive position in the Rest of World markets is smaller than in North America or EMEA.

Regulatory Matters

Our business is subject to a wide range of regulatory requirements in the jurisdictions in which we operate. Among other things, these laws and regulations relate to environmental protection, economic sanctions, product regulation, anti-terrorism concerns, management, storage, transport and disposal of hazardous chemicals and other dangerous goods, and occupational health and safety issues. Changes in and introductions of regulations have in the past caused us to devote significant management and capital resources to compliance programs and measures. New laws, regulations, or changing interpretations of existing laws or regulations, or a failure to comply with current laws, regulations or interpretations, may have a material adverse effect on our business, financial condition and results of operations. The following summary illustrates some of the significant regulatory and legal requirements applicable to our business.

Environmental, health and safety matters

We operate in a number of jurisdictions and are subject to numerous foreign, federal, state and local laws and regulations related to the protection of the environment, human health and safety, including laws regulating discharges of hazardous substances into the soil, air and water, blending, managing, handling, storing, selling, transporting and disposing of hazardous substances, investigation and remediation of contaminated properties and protecting the safety of our employees and others. Some of our operations are required to hold environmental permits and licenses and certain of our services businesses are also impacted by these laws. The cost of complying with these environmental, health and safety laws, permits and licenses has, in some instances, been substantial.

Some of our historic operations, including those of companies we acquired, have resulted in contamination at a number of currently and formerly owned or operated sites. We are required to investigate and remediate at many of such sites. Contamination at these sites generally resulted from releases of chemicals and other hazardous substances. We have spent substantial sums on such investigation and remediation and expect to continue to incur such expenditures, or discover additional sites in need of investigation and remediation, until such investigation and remediation is deemed complete. Information on our environmental reserves is included in "Note 19: Commitments and contingencies" to our consolidated financial statements for the year ended December 31, 2017 which are included in Item 8 of this Annual Report on Form 10-K.

CERCLA. The US Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA, also known as Superfund, as well as similar laws in other jurisdictions, governs the remediation of contaminated sites and establishes liability for the release of hazardous substances at such sites. A party that transported waste, or arranged for the shipment of waste, to a waste disposal facility or other third party site that requires remediation can be liable for the cost of cleanup regardless of fault, the lawfulness of the disposal or the actions of other parties. Under CERCLA, the EPA or a delegated state agency can oversee or require remediation of such sites and seek cost recovery from any party whose wastes were disposed at, or who otherwise contributed

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to the contamination of, such sites. We are party to consent agreements with the EPA and state regulatory authorities with respect to environmental remediation at a number of such sites. We may be identified as a Potentially Responsible Party at additional third party sites or waste disposal facilities.

RCRA . The EPA regulates the generation, transport, treatment, storage and disposal of hazardous waste under the US Resource Conservation and Recovery Act, or RCRA. RCRA also sets forth a framework for managing non-hazardous waste. Most owners and operators of hazardous waste treatment, storage and disposal facilities must obtain a RCRA permit. RCRA also mandates certain operating, recordkeeping and reporting obligations for owners and operators of hazardous waste facilities. Our facilities generate various hazardous and non-hazardous wastes and we are a hazardous waste transporter and temporary storage facility. As a result of such activities, we are required to comply with RCRA requirements, including the maintenance of financial resources and security to address forced closures or accidental releases.

Clean Air Act . The US Clean Air Act and similar laws in other jurisdictions establish a variety of air pollution control measures, including limits for a number of airborne pollutants. These laws also establish controls for emissions from automobiles and trucks, regulate hazardous air pollutants emitted from industrial sources and address the production of substances that deplete stratospheric ozone. Under the Clean Air Act, we are required to obtain permits for, and report on emissions of, certain air pollutants, or qualify for and maintain records substantiating that we qualify for an exemption. Owners and operators of facilities that handle certain quantities of flammable and toxic substances must implement and regularly update detailed risk management plans filed with and approved by the EPA. Failure to comply with the Clean Air Act may subject us to fines, penalties and other governmental and private actions.

Clean Water Act . Many of the jurisdictions in which we operate regulate water quality and contamination of water. In the United States, the EPA regulates discharges of pollutants into US waters, sets wastewater standards for industry and establishes water quality standards for surface waters, such as streams, rivers and lakes, under the US Clean Water Act. The discharge of any regulated pollutant from point sources (such as pipes and manmade ditches) into navigable waters requires a permit from the EPA or a delegated state agency. Several of our facilities have obtained permits for discharges of treated process wastewater directly to surface waters. In addition, several of our facilities discharge to municipal wastewater treatment facilities and therefore are required to obtain pretreatment discharge permits from local agencies. A number of our facilities also have storm water discharge permits.

Oil Pollution Prevention Regulations . The Oil Pollution Prevention regulations promulgated by the EPA under the authority of the Clean Water Act require that facilities storing oil in excess of threshold quantities or which have the ability to reach navigable water have a spill prevention, control and countermeasure, or SPCC, plan. Many of our facilities have SPCC plans or similar oil storage plans required in non-US jurisdictions.

Storage Requirements . Our warehouse facilities are required to comply with applicable permits and zoning requirements from local regulatory authorities and pursuant to leases. These requirements, which differ based on type of facility and location, define structural specifications and establish limits on building usage. Regulators typically have the authority to address non-compliance with storage requirements through fines, penalties and other administrative sanctions.

EPCRA . The US Emergency Planning and Community Right-To-Know Act, or EPCRA, establishes reporting rules for facilities that store or manage chemicals and requires such facilities to maintain certain safety data. EPCRA is intended to facilitate state and local planning for chemical emergencies. EPCRA requires state and local emergency planning and emergency response authorities to be informed of the presence of specified quantities of "extremely hazardous substances" at a facility and the release of listed hazardous substances above threshold quantities. Facilities that store or use significant amounts of toxic chemicals must also submit annual toxic chemical release reports containing information about the types and amounts of toxic chemicals that are released into the air, water and soil, as well as information on the quantities of toxic chemicals sent to other facilities. We store and handle a number of chemicals subject to EPCRA reporting and recordkeeping requirements.

TSCA and the Lautenberg Act . The US Toxic Substances Control Act, the recently enacted Lautenberg Act (collectively TSCA) and similar laws in other jurisdictions, are intended to ensure that chemicals do not pose unreasonable risks to human health or the environment. TSCA requires the EPA to maintain the TSCA registry listing chemicals manufactured or processed in the United States. Chemicals not listed on the TSCA registry cannot be imported into or sold in the United States until registered with the EPA. TSCA also sets forth specific reporting, recordkeeping and testing rules for chemicals, including requirements for the import and export of certain chemicals, as well as other restrictions relevant to our business. Pursuant to these laws, the EPA from time to time issues Significant New Use Rules, or SNURs, when it identifies new uses of chemicals that could pose risks to human health or the environment and also requires pre-manufacture notification of new chemical substances that do not appear on the TSCA registry. When we import chemicals into the United States, we must ensure that chemicals appear on the TSCA registry prior to import, participate in the SNUR process when a chemical we import requires testing data and report to the EPA information relating to quantities, identities and uses of imported chemicals.

FIFRA and Other Pesticide and Biocide Regulations . We have a significant operation in the distribution and sale of pesticides and biocides. These products are regulated in many jurisdictions. In the United States, the Federal Insecticide, Fungicide, and

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Rodenticide Act, or FIFRA, authorizes the EPA to oversee and regulate the manufacture, distribution, sale and use of pesticides and biocides. We are required to register with the EPA and certain state regulatory authorities as a seller and repackager of pesticides and biocides. The EPA may cancel registration of any pesticide or biocide that does not comply with FIFRA, effectively prohibiting the manufacture, sale, distribution or use of such product in the United States.

The EPA has established procedures and standards for the design of pesticide and biocide containers, as well as the removal of pesticides and biocides from such containers prior to disposal. Applicable regulations also prescribe specific labeling requirements and establish standards to prevent leaks and spills of pesticides and biocides from containment structures at bulk storage sites and dispensing operations. These standards apply to dealers who repackaging pesticides, commercial applicators and custom blenders.

REACH . In Europe, our business is affected by legislation dealing with the Registration, Evaluation, Authorization and Restriction of Chemicals, or REACH. REACH requires manufacturers and importers of chemical substances to register such substances with the European Chemicals Agency, or the ECHA, and enables European and national authorities to track such substances. Depending on the amount of chemical substances to be manufactured or imported, and the specific risks of each substance, REACH requires different sets of data to be included in the registration submitted to the ECHA. Registration of substances with the ECHA imposes significant recordkeeping requirements that can result in significant financial obligations for chemical distributors, such as us, to import products into Europe. REACH is accompanied by legislation regulating the classification, labeling and packaging of chemical substances and mixtures.

GHG Emissions . In the US, various legislative and regulatory measures to address greenhouse gas, or GHG, emissions are in various phases of discussion or implementation. At the federal legislative level, Congress has previously considered legislation requiring a mandatory reduction of GHG emissions. Although Congressional passage of such legislation does not appear likely at this time, it could be adopted at a future date. It is also possible that Congress may pass alternative climate change bills that do not mandate a nationwide cap-and-trade program and instead focus on promoting renewable energy and energy efficiency. In the absence of congressional legislation curbing GHG emissions, the EPA is moving ahead administratively under its Clean Air Act authority.

The implementation of additional EPA regulations and/or the passage of federal or state climate change legislation will likely result in increased costs to operate and maintain our facilities. Increased costs associated with compliance with any future legislation or regulation of GHG emissions, if it occurs, may have a material adverse effect on our results of operations, financial condition and ability to make cash distributions.

Internationally, many of the countries in which we do business (but not the US) have ratified the Kyoto Protocol to the United Nations Framework Convention on Climate Change, or the Kyoto Protocol, and we have been subject to its requirements, particularly in the European Union. Many nations entered into the Copenhagen Accord, which may result in a new international climate change treaty in the future. If so, we may become subject to different and more restrictive regulation on climate change to the extent the countries in which we do business implement such a new treaty.

OSHA . We are subject to workplace safety laws in many jurisdictions, including the United States. The US Occupational Safety and Health Act, or OSHA, which addresses safety and health in workplace environments and establishes maximum workplace chemical exposure levels for indoor air quality. Chemical manufacturers and importers must employ a hazard communication program utilizing labels and other forms of warnings, as well as Material Safety Data Sheets, setting forth safety and hazardous materials information to employees and customers. Employers must provide training to ensure that relevant employees are equipped to properly handle chemicals.

We train employees and visitors who have access to chemical handling areas. OSHA requires the use of personal protective equipment when other controls are not feasible or effective in reducing the risk of exposure to serious workplace injuries or illnesses resulting from contact with hazardous substances or other workplace hazards. Employers must conduct workplace assessments to determine what hazards require personal protective equipment, and must provide appropriate equipment to workers.

OSHA operates a process safety management rule, or PSM Rule, that requires employers to compile written process safety information, operating procedures and facility management plans, conduct hazard analyses, develop written action plans for employee participation in safety management and certify every three years that they have evaluated their compliance with process safety requirements. Employees must have access to safety analyses and related information, and employers must maintain and provide process-specific training to relevant employees. We handle several chemicals that are hazardous and listed under the PSM Rule, which imposes extensive obligations on our handling of these chemicals and results in significant costs on our operations.

OSHA's Hazardous Waste Operations and Emergency Response rules require employers and employees to comply with certain safety standards when conducting operations involving the exposure or potential exposure to hazardous substances and wastes. These standards require hazardous substances preparedness training for employees and generally apply to individuals engaged in cleanup operations, facility operations entailing the treatment, storage and disposal of hazardous wastes, and emergency responses to uncontrolled releases of hazardous substances.

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OSHA regulations require employers to develop and maintain an emergency action plan to direct employer and employee actions in the event of a workplace emergency. Under most circumstances, the plan must be maintained in writing, remain accessible at the workplace and be made available to employees for review.

Chemical Facility Anti-Terrorism Standards . The US Department of Homeland Security, or DHS, regulates certain high-risk chemical facilities through its Chemical Facility Anti-Terrorism Standards. These standards establish a Chemical Security Assessment Tool comprised of four elements, including facility user registration, top-screen evaluation, security vulnerability assessment and site security planning. The site security plan must address any vulnerabilities identified in the security vulnerability assessment, including access control, personnel credentialing, recordkeeping, employee training, emergency response, testing of security equipment, reporting of security incidents and suspicious activity, and deterring, detecting and delaying potential attacks. DHS must approve all security vulnerability assessments and site security plans. We handle a number of chemicals regulated by DHS.

FDA . The U.S. Food & Drug Administration, or FDA's, Food Safety Modernization Act, or FSMA, directs FDA to build an integrated national food safety system in partnership with state and local authorities. Univar facilities that handle FDA regulated products are required to implement a written preventive controls plan. This involves evaluating the hazards that could affect food safety and specifying what preventive steps, or controls, will be put in place to significantly minimize or prevent the hazards. Also, when we import FDA regulated products into the United States, we have an explicit responsibility to verify that our foreign suppliers have adequate preventive controls in place. Finally, the rule establishes requirements for companies involved in transporting FDA regulated products to use sanitary practices to ensure the safety of those products.

Other regulations

We are subject to other foreign, federal, state and local regulations. For example, many of the products we repackage, blend and distribute are subject to Food and Drug Administration regulations governing the handling of chemicals used in food, food processing or pharmaceutical applications. Compliance with these regulations requires testing, additional policies, procedures and documentation and segregation of products. In addition, we are subject to a variety of state and local regulations, including those relating to the fire protection standards, and local licensing and permitting of various aspects of our operations and facilities.

Legal Proceedings

In the ordinary course of our business, we are subject to periodic lawsuits, investigations and claims. Although we cannot predict with certainty the ultimate resolution of pending or future lawsuits, investigations and claims asserted against us, we do not believe that any currently pending legal proceeding to which we are a party is likely to have a material adverse effect on our business, results of operations, cash flows or financial condition. See "Note 19: Commitments and Contingencies" in Item 8 of this Annual Report on Form 10-K for additional information.

Asbestos claims

In its 1986 purchase of McKesson Chemical Company from McKesson Corporation, or McKesson, our wholly owned subsidiary, Univar USA Inc., entered into an indemnification agreement with McKesson. Univar USA has an obligation to defend and indemnify McKesson for claims alleging injury from exposure to asbestos-containing products sold by McKesson Chemical Company, or the asbestos claims. Univar USA's obligation to indemnify McKesson for settlements and judgments arising from asbestos claims is the amount which is in excess of applicable insurance coverage, if any, which may be available under McKesson's historical insurance coverage. In addition, we are currently defending a small number of claims which name Univar USA as a defendant.

As of December 31, 2017, Univar USA has accepted the tender of, and is defending McKesson in, eight pending separate-plaintiff claims in multi-plaintiff lawsuits filed in the State of Mississippi. These lawsuits have multiple plaintiffs, include a large number of defendants, and provide no specific information on the plaintiffs' injuries and do not connect the plaintiffs' injuries to any specific sources of asbestos. Additionally, the majority of the plaintiffs in these lawsuits have not put forth evidence that they have been seriously injured from exposure to asbestos. No new claims in Mississippi have been received since 2010. At the peak there were approximately 16,000 such claims pending against McKesson. To date, the costs for defending these cases have not been material, and the cases that have been finalized have either been dismissed or resolved with either minimal or no payments. Although we cannot predict the outcome of pending or future claims or lawsuits with certainty, we believe the future defense and liability costs for the Mississippi cases will not be material. Univar USA has not recorded a reserve related to these lawsuits, as it has determined that losses are neither probable nor estimable.

As of December 31, 2017, Univar USA was defending fewer than 255 single-plaintiff asbestos claims against McKesson (or Univar USA as a successor in interest to McKesson Chemical Company) pending in 12 states. These cases differ from the Mississippi multi-plaintiff cases in that they are single-plaintiff cases with the plaintiff alleging substantial specific injuries from exposure to asbestos-containing products. These cases are similar to the Mississippi cases in that numerous defendants are named

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and that they provide little specific information connecting the plaintiffs' injuries to any specific source of asbestos. Although we cannot predict the outcome of pending or future claims or lawsuits with certainty, we believe the liabilities for these cases will not be material. In 2017, there were 70 single-plaintiff lawsuits filed against McKesson and 92 cases against McKesson which were resolved. As of December 31, 2017, Univar USA had reserved \$125,000 related to pending asbestos litigation.

Environmental remediation

The Company is subject to various federal, state and local environmental laws and regulations that require environmental assessment or remediation efforts (collectively "environmental remediation work") at approximately 130 locations, some that are now or were previously Company-owned/occupied and some that were never Company-owned/occupied ("non-owned sites").

The Company's environmental remediation work at some sites is being conducted pursuant to governmental proceedings or investigations, while the Company, with appropriate state or federal agency oversight and approval, is conducting the environmental remediation work at other sites voluntarily. The Company is currently undergoing remediation efforts or is in the process of active review of the need for potential remediation efforts at approximately 106 current or formerly Company-owned/occupied sites. In addition, the Company may be liable for a share of the cleanup of approximately 24 non-owned sites. These non-owned sites are typically (a) locations of independent waste disposal or recycling operations with alleged or confirmed contaminated soil and/or groundwater to which the Company may have shipped waste products or drums for re-conditioning, or (b) contaminated non-owned sites near historical sites owned or operated by the Company or its predecessors from which contamination is alleged to have arisen.

In determining the appropriate level of environmental reserves, the Company considers several factors such as information obtained from investigatory studies; changes in the scope of remediation; the interpretation, application and enforcement of laws and regulations; changes in the costs of remediation programs; the development of alternative cleanup technologies and methods; and the relative level of the Company's involvement at various sites for which the Company is allegedly associated. The level of annual expenditures for remedial, monitoring and investigatory activities will change in the future as major components of planned remediation activities are completed and the scope, timing and costs of existing activities are changed. Project lives, and therefore cash flows, range from 2 to 30 years, depending on the specific site and type of remediation project.

Although the Company believes that its reserves are adequate for environmental contingencies, it is possible, due to the uncertainties noted above, that additional reserves could be required in the future that could have a material effect on the overall financial position, results of operations, or cash flows in a particular period. This additional loss or range of losses cannot be recorded at this time, as it is not reasonably estimable.

Customs and international trade laws

In April 2012, the US Department of Justice ("DOJ") issued a civil investigative demand to the Company in connection with an investigation into the Company's compliance with applicable customs and international trade laws and regulations relating to the importation of saccharin from 2002 through 2012. The Company also became aware in 2010 of an investigation being conducted by US Customs and Border Patrol ("CBP") into the Company's importation of saccharin. Finally, the Company learned that a civil plaintiff had sued the Company and two other defendants in a Qui Tam proceeding, such filing having been made under seal in 2012, and this plaintiff had requested that the DOJ intervene in its lawsuit.

The US government, through the DOJ, declined to intervene in the Qui Tam proceeding in November 2013 and, as a result, the DOJ's inquiry related to the Qui Tam lawsuit and its initial investigation demand are now finished. On February 26, 2014, the Qui Tam plaintiff also voluntarily dismissed its lawsuit against the Company. CBP, however, continued its investigation on the importation of saccharin by the Company's subsidiary, Univar USA Inc. On July 21, 2014, CBP sent the Company a "Pre-Penalty Notice" indicating the imposition of a penalty against Univar USA Inc. in the amount of approximately \$84.0 million. Univar USA Inc. responded to CBP that the proposed penalty was not justified. On October 1, 2014, the CBP issued a penalty notice to Univar USA Inc. for \$84.0 million and has reaffirmed this penalty notice. On August 6, 2015, the DOJ filed a complaint on CBP's behalf against Univar USA Inc. in the Court of International Trade seeking approximately \$84.0 million in allegedly unpaid duties, penalties, interest, costs and attorneys' fees. The Company continues to defend this matter vigorously. Univar USA Inc. has not recorded a liability related to this investigation as the Company believes a loss is not probable.

Canadian assessment

In 2007, the outstanding shares of Univar N.V., the ultimate public company parent of the Univar group at that time, were acquired by investment funds advised by CVC. To facilitate the acquisition and leveraged financing of Univar N.V. by CVC, a restructuring of some of the companies in the Univar group, including its Canadian operating company, was completed (the "Restructuring"). In February 2013, the Canada Revenue Agency ("CRA") issued a Notice of Assessment, asserting the General Anti-Avoidance Rule ("GAAR") against the Company's subsidiary Univar Holdco Canada ULC ("Univar Holdco") for withholding tax of \$29.4 million (Canadian), relating to this Restructuring. Univar Holdco appealed the assessment, and the matter was litigated in the Tax Court of Canada in June 2015. On June 22, 2016, the Tax Court of Canada issued its judgment in favor of the CRA.

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The Company subsequently appealed the judgment and a trial in the Federal Court of Canada occurred on May 10, 2017. On October 13, 2017, the Federal Court Appeals issued its judgment in favor of the Company, ruling that the Canadian restructuring was not subject to the GAAR, reversing the lower court's decision. The Canadian Ministry of Finance had until December 12, 2017 to appeal the judgment to the Canadian Supreme Court. A \$52.1 million (Canadian) Letter of Credit, covering the initial assessment of \$29.4 million (Canadian) and interest of \$22.7 million (Canadian), was issued.

In September 2014, also relating to the Restructuring, the CRA issued the 2008 and 2009 Notice of Reassessments for federal corporate income tax liabilities of \$11.9 million (Canadian) and \$11.0 million (Canadian), respectively, and a departure tax liability of \$9.0 million (Canadian). Likewise, in April 2015, the Company's subsidiary received the 2008 and 2009 Alberta Notice of Reassessments of \$6.0 million (Canadian) and \$5.8 million (Canadian), respectively. These Reassessments reflect the additional tax liability and interest relating to those tax years should the CRA be successful in its assertion of the GAAR relating to the Restructuring described above. In accordance with the CRA's collection procedures, a \$21.0 million (Canadian) Letter of Credit had been issued with respect to the federal assessment.

The CRA did not pursue an appeal to the Supreme Court of Canada, and Notices of Reassessment to zero were issued by the CRA on the 2007 GAAR matter, as well as the 2008 and 2009 matters relating to the Restructuring. The previously issued Letters of Credit on both assessments were canceled by the Company. The matters are now final and closed.

Proprietary Rights

We rely primarily on trademarks, copyrights and trade secret laws to establish and maintain our proprietary rights in our intellectual property including technology, creative works and products.

We currently own trademark registrations or pending applications in approximately 86 countries for the Univar name and in approximately 68 countries for the Univar hexagon logo. Each of the issued registrations is current and valid for the maximum available statutory duration and can be renewed prior to expiration of the relevant statutory period. We renew the registrations as they become due for both of these marks. We claim common law rights in the mark "Univar" and other Univar-owned trademarks in those jurisdictions that recognize trademark rights based on use without registration. Additionally, we currently own registrations and pending applications in the United States and various jurisdictions for numerous other trademarks that identify Univar as the source of products and services, including "ChemPoint.com," "ChemCare," and "PESTWEB."

Employees

As of December 31, 2017, we employed more than 8,600 persons on a full-time equivalent basis worldwide.

Item 1A. RISK FACTORS

Risks Related to Our Business

Business and Economic Risks

We are affected by general economic conditions, particularly fluctuations in industrial production and consumption, and an economic downturn could adversely affect our operations and financial results.

We sell chemicals that are used in manufacturing processes and as components of or ingredients in other products. Our sales are correlated with and affected by fluctuations in the levels of industrial production, manufacturing output, and general economic activity. Producers of commodity and specialty chemicals are likely to reduce their output in periods of significant contraction in industrial and consumer demand, while demand for the products we distribute depends largely on trends in demand in the end markets our customers serve. A majority of our sales are in North America and Europe and our business is therefore susceptible to downturns in those economies as well as, to a lesser extent, the economies in the rest of the world. Our profit margins, as well as overall demand for our products and services, could decline as a result of a large number of factors outside our control, including economic recessions, reduced customer demand (whether due to changes in production processes, consumer preferences, laws and regulations affecting the chemicals industry and the manner in which they are enforced, or other factors), inflation, fluctuations in interest and currency exchange rates, and changes in the fiscal or monetary policies of governments in the regions in which we operate.

General economic conditions and macroeconomic trends, as well as the creditworthiness of our customers, could affect overall demand for chemicals. Any overall decline in the demand for chemicals could significantly reduce our sales and profitability. If the creditworthiness of our customers declines, we would face increased credit risk. In addition, volatility and disruption in financial markets could adversely affect our sales and results of operations by limiting our customers' ability to obtain financing necessary to maintain or expand their own operations.

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A historical feature of past economic weakness has been significant destocking of inventories, including inventories of chemicals used in industrial and manufacturing processes. It is possible that an improvement in our net sales in a particular period may be attributable in part to restocking of inventories by our customers and represent a level of sales or sales growth that will not be sustainable over the longer term. Further economic weakness could lead to insolvencies among our customers or producers, as well as among financial institutions that are counterparties on financial instruments or accounts that we hold. Any of these developments could have a material adverse effect on our business, financial condition and results of operations.

Disruptions in the supply of chemicals we distribute or in the operations of our customers could adversely affect our business.

Our business depends on access to adequate supplies of the chemicals our customers purchase from us. From time to time, we may be unable to purchase adequate quantities of certain chemicals at prices that would enable us to earn a profit, if at all due to supply disruptions. Causes of supply disruptions may include natural disasters (including hurricanes and other extreme weather), industrial accidents, scheduled production outages, producer breaches of contract, producer disruptions, high demand leading to difficulties allocating appropriate quantities, port closures and other transportation disruptions and other circumstances beyond our control. In addition, unpredictable events may have a significant impact on the industries in which many of our customers operate, reducing demand for products that we normally distribute in significant volumes. Significant disruptions of supply and disruptions in customer industries could have a material adverse effect on our business, financial condition and results of operations.

Significant changes in the business strategies of producers could also disrupt our supply. Large chemical manufacturers may elect to sell certain products (or products in certain regions) directly to customers, instead of relying on distributors such as us. While we do not believe that our results depend materially on access to any individual producer's products, a reversal of the trend toward more active use of distributors would likely result in increasing margin pressure or products becoming unavailable to us. Any of these developments could have a material adverse effect on our business, financial condition and results of operations.

To the extent we have contracts with producers and our customers, they are generally short term or terminable upon short notice or at will, and termination or renegotiation of our relationships with producers and customers could negatively affect our business.

Our purchases and sales of chemicals are typically made pursuant to purchase orders rather than long-term contracts. Many of our contracts with both producers and our customers are terminable without cause upon 30 days' or less notice to us from the producer or customer. While some of our relationships for the distribution and sale of chemicals have exclusivity or preference provisions, we may not enforce these provisions effectively due to legal or business considerations. Our business relationships and reputation may suffer if we are unable to meet our delivery obligations to our customers which may occur because many producers are not subject to contracts or can terminate contracts on short notice. In addition, renegotiation of purchase or sales terms to our disadvantage could reduce our sales margins. Any of these developments could adversely affect our business, financial condition and results of operations.

The prices and costs of the products we purchase may be subject to large and significant price increases. We might not be able to pass such cost increases through to our customers. We could experience financial losses if our inventories of one or more chemicals exceed our sales and the price of those chemicals decreases significantly while in our inventories or if our inventories fall short of our sales and the purchase price of those chemicals increases significantly.

We purchase and sell a wide variety of chemicals, the price and availability of which may fluctuate, and may be subject to large and significant price increases. Many of our contracts with producers include chemical prices that are not fixed or are tied to an index, which allows our producers to change the prices of the chemicals we purchase as the price of the chemicals fluctuates in the market. Our business is exposed to these fluctuations, as well as to fluctuations in our costs for transportation and distribution due to rising fuel prices or increases in charges from common carriers, rail companies and other third party transportation providers, as well as other factors. Changes in chemical prices affect our net sales and cost of goods sold, as well as our working capital requirements, levels of debt and financing costs. We might not always be able to reflect increases in our chemical costs, transportation costs and other costs in our own pricing. Any inability to pass cost increases onto customers may adversely affect our business, financial condition and results of operations.

In order to meet customer demand, we typically maintain significant inventories, and we are therefore subject to a number of risks associated with our inventory levels, including the following:

- declines in the prices of chemicals that are held by us;
- the need to maintain a significant inventory of chemicals that may be in limited supply and therefore difficult to procure;
- buying chemicals in bulk for the best pricing and thereby holding excess inventory;

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- responding to the fluctuating demand for chemicals;
- cancellation of customer orders; and
- responding to customer requests for rapid delivery.

In order to manage our inventories successfully, we must estimate demand from our customers and purchase chemicals that substantially correspond to that demand. If we overestimate demand and purchase too much of a particular chemical, we face a risk that the price of that chemical will fall, leaving us with inventory that we cannot sell profitably or have to write down such inventory from its recorded value. If we underestimate demand and purchase insufficient quantities of a particular chemical and prices of that chemical rise, we could be forced to purchase that chemical at a higher price and forego profitability in order to meet customer demand. Our business, financial condition and results of operations could suffer a material adverse effect if either or both of these situations occur frequently or in large volumes.

We could lose our customers and suffer damage to our reputation if we are unable to meet customer demand for a particular product.

It can be difficult to anticipate our customers' requirements for particular chemicals, particularly in the cases on pronounced cyclicalities in our end markets. We could be, and often are, asked to deliver larger-than-expected quantities of a particular chemical on short notice. If for any reason we experience difficulties in filling customer orders, our reputation and customer relationships could be harmed. Customers may discontinue their relationship with us or we may be required to pay a higher price in order to obtain the needed chemical on short notice, thereby adversely affecting our margins.

Trends in oil, gas and mineral prices could adversely affect the level of exploration, development and production activity of certain of our customers and in turn the demand for our products and services.

Demand for our oil, gas and mining products and services is sensitive to the level of exploration, drilling, development and production activity of, and the corresponding capital spending by, oil, gas and mining companies and oilfield service providers. The level of exploration, drilling, development and production activity is directly affected by trends in oil, gas and mineral prices, which historically have been volatile and are likely to continue to be volatile. Many factors may affect these prices, including global market conditions, political conditions and weather. The unpredictability of these factors prevents any reasonable forecast on the movements of such prices.

Any reduction in oil and gas prices, could depress the immediate levels of exploration, drilling, development and production activity by certain of our customers. Even the perception of longer-term lower oil and gas prices by certain of our customers could similarly reduce or delay major expenditures by these customers given the long-term nature of many large-scale development projects. If any of these events were to occur, it could have an adverse effect on our business, results of operations and financial condition.

The markets in which we operate are highly competitive.

The chemical distribution market is highly competitive. Chemicals can be purchased from a variety of sources, including traders, brokers, wholesalers and other distributors, as well as directly from producers. Many of the products we distribute or finish are essentially fungible with products offered by our competition, including emerging competitors. The competitive pressure we face is particularly strong in sectors and markets where local competitors have strong positions or where new competitors can easily enter. Increased competition from distributors of products similar to or competitive with ours could result in price reductions, reduced margins and a loss of market share.

We expect to continue to experience significant and increasing levels of competition in the future. We must also compete with smaller companies that have been able to develop strong local or regional customer bases. In certain countries, some of our competitors are more established, benefit from greater name recognition and have greater resources within those countries than we do.

Consolidation of our competitors in the markets in which we operate could place us at a competitive disadvantage and reduce our profitability.

We operate in an industry which is highly fragmented on a global scale, but in which there has been a trend toward consolidation in recent years. Consolidations of our competitors may jeopardize the strength of our positions in one or more of the markets in which we operate and any advantages we currently enjoy due to the comparative scale of our operations. Losing some of those advantages could adversely affect our business, financial condition and results of operations, as well as our growth potential.

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We have in the past and may in the future make acquisitions, ventures and strategic investments, some of which may be significant in size and scope, which have involved in the past and will likely involve in the future numerous risks. We may not be able to address these risks without substantial expense, delay or other operational or financial problems.

We have made and may in the future make acquisitions of, or investments in, businesses or companies (including strategic partnerships with other companies). Acquisitions or investments have involved in the past and will likely involve in the future various risks, such as:

- integrating the operations and personnel of any acquired business;
- the potential disruption of our ongoing business, including the diversion of management attention;
- the possible inability to obtain the desired financial and strategic benefits from the acquisition or investment;
- customer attrition arising from preferences to maintain redundant sources of supply;
- producer attrition arising from overlapping or competitive products;
- assumption of contingent or unanticipated liabilities or regulatory liabilities;
- dependence on the retention and performance of existing management and work force of acquired businesses for the future performance of these businesses;
- regulatory risks associated with acquired businesses (including the risk that we may be required for regulatory reasons to dispose of a portion of our existing or acquired businesses); and
- the risks inherent in entering geographic or product markets in which we have limited prior experience.

Future acquisitions and investments may need to be financed in part through additional financing from banks, through public offerings or private placements of debt or equity securities or through other arrangements, and could result in substantial cash expenditures. The necessary acquisition financing may not be available to us on acceptable terms if and when required, particularly because our current high leverage may make it difficult or impossible for us to secure additional financing for acquisitions.

To the extent that we make acquisitions that result in our recording significant goodwill or other intangible assets, the requirement to review goodwill and other intangible assets for impairment periodically may result in impairments that could have a material adverse effect on our financial condition and results of operations.

In connection with acquisitions, ventures or divestitures, we may become subject to liabilities.

In connection with any acquisitions or ventures, we may acquire liabilities or defects such as legal claims, including but not limited to third party liability and other tort claims; claims for breach of contract; employment-related claims; environmental liabilities, conditions or damage; permitting, regulatory or other compliance with law issues; hazardous materials or liability for hazardous materials; or tax liabilities. If we acquire any of these liabilities, and they are not adequately covered by insurance or an enforceable indemnity or similar agreement from a creditworthy counterparty, we may be responsible for significant out-of-pocket expenditures. In connection with any divestitures, we may incur liabilities for breaches of representations and warranties or failure to comply with operating covenants under any agreement for a divestiture. In addition, we may indemnify a counterparty in a divestiture for certain liabilities of the subsidiary or operations subject to the divestiture transaction. These liabilities, if they materialize, could have a material adverse effect on our business, financial condition and results of operations.

Our balance sheet includes significant goodwill and intangible assets, the impairment of which could affect our future operating results.

We carry significant goodwill and intangible assets on our balance sheet. As of December 31, 2017, our goodwill and intangible assets totaled approximately \$1.8 billion and \$0.3 billion, respectively, including approximately \$1.2 billion in goodwill resulting from our 2007 acquisition by investment funds advised by CVC. We may also recognize additional goodwill and intangible assets in connection with future business acquisitions. Goodwill is not amortized for book purposes. We test for impairment annually using a fair value based approach. We also test between annual tests if an event occurs or circumstances change that indicate that the fair value of a reporting unit has more likely than not declined below its carrying value. The identification and measurement of impairment involves the estimation of the fair value of reporting units, which requires judgment and involves the use of significant estimates and assumptions by management. The estimates of fair value of reporting units are based on the best information available as of the date of the assessment and incorporate management assumptions about expected future cash flows and contemplate other valuation techniques. Our estimates of future cash flows may differ from actual cash flows that are subsequently realized due to many factors, including future worldwide economic conditions and the expected benefits of our initiatives, among other things. Intangible assets are amortized for book purposes over their respective useful lives and are tested for impairment if any event occurs or circumstances change that indicates that carrying value may not be recoverable. Although we currently do not expect that our goodwill and intangible assets will be further impaired, we cannot guarantee that a material

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impairment will not occur, particularly in the event of a substantial deterioration in our future prospects either in total or in a particular reporting unit. See “Note 12: Goodwill and intangible assets” in Item 8 of this Annual Report on Form 10-K for a discussion of our 2017 impairment review. If our goodwill and intangible assets become impaired, it could have a material adverse effect on our financial condition and results of operations.

We require significant working capital, and we expect our working capital needs to increase in the future, which could result in having lower cash available for, among other things, capital expenditures and acquisition financing.

We require significant working capital to purchase chemicals from chemical producers and distributors and sell those chemicals efficiently and profitably to our customers. Our working capital needs may increase if the price of products we purchase and inventory increase. Our working capital needs also increase at certain times of the year, as our customers’ requirements for chemicals increase. For example, our customers in the agricultural sector require significant deliveries of chemicals within a growing season that can be very short and depend on weather patterns in a given year. We need inventory on hand to have product available to ensure timely delivery to our customers. If our working capital requirements increase and we are unable to finance our working capital on terms and conditions acceptable to us, we may not be able to obtain chemicals to respond to customer demand, which could result in a loss of sales.

In addition, the amount of working capital we require to run our business is expected to increase in the future due to expansions in our business activities. If our working capital needs increase, the amount of free cash we have at our disposal to devote to other uses will decrease. A decrease in free cash could, among other things, limit our flexibility, including our ability to make capital expenditures and to acquire suitable acquisition targets that we have identified. If increases in our working capital occur and have the effect of decreasing our free cash, it could have a material adverse effect on our business, financial condition and results of operations.

We have a history of net losses and may not sustain profitability in the future.

Although we achieved profitability in 2017, we had a net loss of \$68.4 million in 2016 and there can be no assurance that we will sustain profitability. We have incurred net losses in four of the last six fiscal years. Growth of our revenues may slow or revenues may decline for a number of possible reasons, including slowing demand for our products and services, increasing competition or decreasing growth of our overall market. Our cost of goods sold could increase for a number of possible reasons, including increases in chemical prices and increases in chemical handling expenses due to regulatory action or litigation. In addition, our ability to generate profits could be impacted by our substantial indebtedness and the related interest expense. The interest payments on our indebtedness have exceeded operating income in four of our last six fiscal years. All of these factors could contribute to further net losses and, if we are unable to meet these risks and challenges as we encounter them, our business may suffer.

We rely on our computer and data processing systems, and a large-scale malfunction could disrupt our business or create potential liabilities.

Our ability to keep our business operating effectively depends on the functional and efficient operation of our enterprise resource planning, telecommunications systems, inventory tracking, billing and other information systems and related records and information management policies. We rely on these systems to track transactions, billings, payments and inventory, as well as to make a variety of day-to-day business decisions. Our systems are aging and susceptible to malfunctions, lack of support, interruptions (including due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems) and we may experience such malfunctions, interruptions or security breaches in the future. Our systems may also be older generations of software which are unable to perform as efficiently as, and fail to communicate well with, newer systems. As the development and implementation of our information technology systems continue, we may elect to modify, replace or discontinue certain technology initiatives, which would result in write-downs.

Although our systems are diversified, including multiple server locations and a range of software applications for different regions and functions, a significant or large-scale malfunction, interruption or security breach of our computer or data processing systems could adversely affect our ability to manage and keep our operations running efficiently and damage our reputation if we are unable to track transactions and receive products from producers or deliver products to our customers. A malfunction that results in a wider or sustained disruption to our business could have a material adverse effect on our business, financial condition and results of operations, as well as on the ability of management to align and optimize technology to implement business strategies. A security breach might also lead to potential claims from third parties or employees.

Further, a failure to comply with our records and information management and retention policies could lead to potential claims, liabilities or exposures.

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Our business could be negatively affected by security threats, including cybersecurity threats to us, and other disruptions.

We face various security threats, including cybersecurity threats to gain unauthorized access to sensitive information or to render data or systems unusable, threats to the security of our facilities, and threats from terrorist acts. The potential for such security threats subjects our operations to increased risks that could have a material adverse effect on our business. We are continuously working to improve our ability to respond and recover from potential security threats through technological improvements and employee awareness training around cyber risks. In responding to these risks, we continue to implement various procedures and controls to monitor and mitigate security threats and to increase security for our information, facilities and infrastructure which may result in increased capital and operating costs. We may be the recipients of intelligence or other threat information that we are unable to share with investors and other stakeholders. There can be no assurance that such procedures, controls, and intelligence will be sufficient to prevent security breaches from occurring. If any of these security breaches were to occur, they could lead to losses of sensitive information, critical infrastructure or capabilities essential to our operations and could have a material adverse effect on our reputation, financial position, results of operations or cash flows and could result in claims being brought against us. Cybersecurity attacks in particular are becoming more sophisticated and include, but are not limited to, malicious software, attempts to gain unauthorized access to data (either directly or through our business partners), and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information, and corruption of data. In addition, if any information about our customers and producers retained by us were the subject of a successful cybersecurity attack against us, we could be subject to litigation or other claims by the affected customers and producers. These events could damage our reputation and lead to financial losses from expenses related to remediation actions, loss of business or potential liability.

We depend on transportation assets, some of which we do not own, in order to deliver products to our customers.

Although we maintain a significant portfolio of owned and leased transportation assets, including trucks, trailers and railcars, we also rely on transportation and warehousing provided by third parties (including common carriers and rail companies) to deliver products to our customers. Our access to third party transportation is not guaranteed, and we may be unable to transport chemicals at economically attractive rates in certain circumstances, particularly in cases of adverse market conditions or disruptions to transportation infrastructure. We are also subject to increased costs that we may not always be able to recover from our customers, including fuel prices, as well as charges imposed by common carriers, leasing companies and other third parties involved in transportation. In particular, our US operations rely to a significant extent on rail shipments, and we are therefore required to pay rail companies' network access fees. We can also experience the availability of trucks and drivers tighten. We are also subject to the risks normally associated with product delivery, including inclement weather, disruptions in the transportation infrastructure, disruptions in our lease arrangements and the availability of fuel, as well as liabilities arising from accidents to the extent we are not adequately covered by insurance or misdelivery of products. Our failure to deliver products in a timely and accurate manner could harm our reputation and brand, which could adversely affect our business, financial condition and results of operations.

Our business exposes us to significant risks associated with hazardous materials and related activities, not all of which are covered by insurance.

Because we are engaged in the blending, managing, handling, storing, selling, transporting and disposing of chemicals, chemical waste products and other hazardous materials, product liability, health impacts, fire damage, safety and environmental risks are significant concerns for us. We maintain substantial reserves relating to remediation activities at our owned sites and third party sites which are subject to federal and state clean-up requirements, as described below in "—We are subject to extensive general and product-specific environmental, health and safety laws and regulations. Compliance with and changes to these environmental, health and safety laws, including laws relating to the investigation and remediation of contamination, could have a material adverse effect on our business, financial condition and results of operations." We are exposed to present and future chemical exposure claims by employees, contractors on our premises, other persons located nearby, as well as related workers' compensation claims. In the United States, we are subject to federal legislation enforced by OSHA as well as to state safety and health laws. We carry insurance to protect us against many accident-related risks involved in the conduct of our business and we maintain environmental damage and pollution insurance coverage in accordance with our assessment of the risks involved, the ability to bear those risks and the cost and availability of insurance. Each of these insurance policies is subject to exclusions, deductibles and coverage limits we believe are generally in accordance with industry standards and practices. See "Business—Insurance" in Item 1 of this Annual Report on Form 10-K. We do not insure against all risks and may not be able to insure adequately against certain risks (whether relating to our or a third party's activities or other matters) and may not have insurance coverage that will pay any particular claim. We also may be unable to obtain at commercially reasonable rates in the future adequate insurance coverage for the risks we currently insure against, and certain risks are or could become completely uninsurable or eligible for coverage only to a reduced extent. In particular, more stringent environmental, health or safety regulations may increase our costs for, or impact the availability of, insurance against accident-related risks and the risks of environmental damage or pollution. Our business, financial condition and results of operations could be materially impaired by accidents and other environmental risks that substantially reduce our revenues, increase our costs or subject us to other liabilities in excess of available insurance.

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Accidents, safety failures, environmental damage, product quality issues, major or systemic delivery failures involving our distribution network or the products we carry, or adverse health effects or other harm related to hazardous materials we blend, manage, handle, store, sell, transport or dispose of could damage our reputation and result in substantial damages or remedial obligations.

Our business depends to a significant extent on our customers' and producers' trust in our reputation for reliability, quality, safety and environmental responsibility. Actual or alleged instances of safety deficiencies, mistaken or incorrect deliveries, inferior product quality, exposure to hazardous materials resulting in illness, injury or other harm to persons, property or natural resources, or of damage caused by us or our products, could damage our reputation and lead to customers and producers curtailing the volume of business they do with us. Also, there may be safety, personal injury or other environmental risks related to our products which are not known today. Any of these events, outcomes or allegations could also subject us to substantial legal claims, and we could incur substantial expenses, including legal fees and other costs, in defending such legal claims which could materially impact our financial position and results of operations.

Actual or alleged accidents or other incidents at our facilities or that otherwise involve our personnel or operations could also subject us to claims for damages by third parties. Because many of the chemicals that we handle are dangerous, we are subject to the ongoing risk of hazards, including leaks, spills, releases, explosions and fires, which may cause property damage, illness, physical injury or death. We sell products used in hydraulic fracturing, a process that involves injecting water, sand and chemicals into subsurface rock formations to release and capture oil and natural gas. The use of such hydraulic fracturing fluids by our customers may result in releases that could impact the environment and third parties. Several of our distribution facilities, including our Los Angeles facility, one of our largest, are located near high-density population centers. If any such events occur, whether through our own fault, through preexisting conditions at our facilities, through the fault of a third party or through a natural disaster, terrorist incident or other event outside our control, our reputation could be damaged significantly. We could also become responsible, as a result of environmental or other laws or by court order, for substantial monetary damages or expensive investigative or remedial obligations related to such events, including but not limited to those resulting from third party lawsuits or environmental investigation and cleanup obligations on and off-site. The amount of any costs, including fines, damages and/or investigative and remedial obligations, that we may become obligated to pay under such circumstances could substantially exceed any insurance we have to cover such losses.

Any of these risks, if they materialize, could significantly harm our reputation, expose us to substantial liabilities and have a material adverse effect on our business, financial condition and results of operations.

International Market Risk

We generate a significant portion of our net sales internationally and intend to continue to expand our international operations. We face particular challenges in emerging markets. Our results of operations could suffer if we are unable to manage our international operations effectively or as a result of various risks related to our international activities.

During the year ended December 31, 2017, approximately 40% of our net sales were generated outside of the United States. We intend to continue to expand our penetration in certain foreign markets and to enter new and emerging foreign markets. Expansion of our international business will require significant management attention and resources. The profitability of our international operations will largely depend on our continued success in the following areas:

- securing key producer relationships to help establish our presence in international markets;
- hiring and training personnel capable of supporting producers and our customers and managing operations in foreign countries;
- localizing our business processes to meet the specific needs and preferences of foreign producers and customers, which may differ in certain respects from our experience in North America and Europe;
- building our reputation and awareness of our services among foreign producers and customers; and
- implementing new financial, management information and operational systems, procedures and controls to monitor our operations in new markets effectively, without causing undue disruptions to our operations and customer and producer relationships.

In addition, we are subject to risks associated with operating in foreign countries, including:

- varying and often unclear legal and regulatory requirements that may be subject to inconsistent or disparate enforcement, particularly regarding environmental, health and safety issues and security or other certification requirements, as well as other laws and business practices that favor local competitors, such as exposure to possible expropriation, nationalization, restrictions on investments by foreign companies or other governmental actions;
- less stable supply sources;

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- competition from existing market participants that may have a longer history in and greater familiarity with the foreign markets where we operate;
- tariffs, export duties, quotas and other barriers to trade; as well as possible limitations on the conversion of foreign currencies into US dollars or remittance of dividends and other payments by our foreign subsidiaries;
- possible future changes to tariffs associated with imports and exports from the US;
- divergent labor regulations and cultural expectations regarding employment and agency;
- different cultural expectations regarding industrialization, international business and business relationships;
- foreign taxes and related regulations, including foreign taxes that we may not be able to offset against taxes imposed upon us in the United States, and foreign tax and other laws limiting our ability to repatriate earnings to the United States;
- possible changes in foreign and domestic taxes and related regulations;
- extended payment terms and challenges in our ability to collect accounts receivable;
- changes in a specific country's or region's political or economic conditions;
- compliance with anti-bribery laws such as the US Foreign Corrupt Practices Act, the UK Bribery Act and similar anti-bribery laws in other jurisdictions, the violation of which could expose us to severe criminal or civil sanctions; and
- compliance with anti-boycott, privacy, economic sanctions, anti-dumping, antitrust, import and export laws and regulations by our employees or intermediaries acting on our behalf, the violation of which could expose us to significant fines, penalties or other sanctions.

If we fail to address the challenges and risks associated with international expansion, we may encounter difficulties implementing our strategy, thereby impeding our growth and harming our operating results.

Our operations in the Asia-Pacific region, Eastern Europe, Latin America and the Middle East and Africa are still developing. It may prove difficult to achieve our goals and take advantage of growth and acquisition opportunities in these or in other emerging markets due to a lack of comprehensive market knowledge and network and legal restrictions. Our growth in emerging markets may also be limited by other factors such as significant government influence over local economies, foreign investment restrictions, substantial fluctuations in economic growth, high levels of inflation and volatility in currency values, exchange controls or restrictions on expatriation of earnings, high domestic interest rates, wage and price controls, changes in governmental economic or tax policies, imposition of trade barriers, unexpected changes in regulation and overall political social and economic instability. In addition, the heightened exposure to terrorist attacks or acts of war or civil unrest in certain geographies, if they occur, could result in damage to our facilities, substantial financial losses or injuries to our personnel.

Although we exercise what we believe to be an appropriate level of central control and active supervision of our operations around the world, our local subsidiaries retain significant operational flexibility. There is a risk that our operations around the world will experience problems that could damage our reputation, or that could otherwise have a material adverse effect on our business, financial condition and results of operations.

We may be unable to effectively implement our strategies or achieve our business goals.

The breadth and scope of our business poses several challenges, such as:

- initiating or maintaining effective communication among and across all of our geographic business segments and industry groups;
- identifying new products and product lines and integrating them into our distribution network;
- allocating financial and other resources efficiently across all of our business segments and industry groups;
- aligning organizational structure with management's vision and direction;
- communicating ownership and accounting over business activities and ensuring responsibilities are properly understood throughout the organization;
- ensuring cultural and organizational changes are executed smoothly and efficiently and ensuring personnel resources are properly allocated to effect these changes; and
- establishing standardized processes across geographic business segments and industry groups.

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As a result of these and other factors such as these, we may be unable to effectively implement our strategies or achieve our business goals. Any failure to effectively implement our strategies may adversely impact our future prospects and our results of operations and financial condition.

Fluctuations in currency exchange rates may adversely affect our results of operations.

We sell products in over 140 countries and we generated approximately 40% of our 2017 net sales outside the United States. The revenues we receive from such foreign sales are often denominated in currencies other than the US dollar. We do not hedge our foreign currency exposure with respect to our investment in and earnings from our foreign businesses. Accordingly, we might suffer considerable losses if there is a significant adverse movement in exchange rates.

In addition, we report our consolidated results in US dollars. The results of operations and the financial position of our local operations are generally reported in the relevant local currencies and then translated into US dollars at the applicable exchange rates for inclusion in our consolidated financial statements, exposing us to currency translation risk. Consequently, any change in exchange rates between our foreign subsidiaries' functional currencies and the US dollar will affect our consolidated income statement and balance sheet when the results of those operating companies are translated into US dollars for reporting purposes. Decreases in the value of our foreign subsidiaries' functional currencies against the US dollar will tend to reduce those operating companies' contributions in dollar terms to our financial condition and results of operations. In 2017, our most significant currency exposures were to the euro, the Canadian dollar and the British pound sterling versus the US dollar. The exchange rates between these and other foreign currencies and the US dollar may fluctuate substantially and such fluctuations have had a significant effect on our results in recent periods. For additional details on our currency exposure and risk management practices, see "Quantitative and Qualitative Disclosures About Market Risk" in Item 7A of this Annual Report on Form 10-K.

Litigation, Environmental and Tax Regulation Risk

Evolving environmental laws and regulations on hydraulic fracturing and other oil and gas production activities could have an impact on our financial performance.

Hydraulic fracturing is a common practice that is used to stimulate production of crude oil and/or natural gas from dense subsurface rock formations, and is primarily presently regulated by state agencies. Many states have adopted laws and/or regulations that require disclosure of the chemicals used in hydraulic fracturing, and are considering legal requirements that could impose more stringent permitting, disclosure and well construction requirements on oil and/or natural gas drilling activities as well as regulations relating to waste streams from such activities. The EPA is also moving forward with various related regulatory actions, including regulations requiring, among other matters, "green completions" of hydraulically-fractured wells. Similarly, existing and new regulations in the United States and elsewhere relating to oil and gas production could impact the sale of some of our products into these markets.

Our business exposes us to potential product liability claims and recalls, which could adversely affect our financial condition and performance.

The repackaging, blending, mixing, manufacture, sale and distribution of chemical products by us, including products used in hydraulic fracturing operations and products produced with food ingredients or with pharmaceutical and nutritional supplement applications, involve an inherent risk of exposure to product liability claims, product recalls, product seizures and related adverse publicity, including, without limitation, claims for exposure to our products, spills or escape of our products, personal injuries, food related claims and property damage or environmental claims. A product liability claim, judgment or recall against our customers could also result in substantial and unexpected expenditures for us, affect consumer confidence in our products and divert management's attention from other responsibilities. Although we maintain product liability insurance, there can be no assurance that the type or level of coverage is adequate or that we will be able to continue to maintain our existing insurance or obtain comparable insurance at a reasonable cost, if at all. A product recall or a partially or completely uninsured judgment against us could have a material adverse effect on our business, financial condition and results of operation.

We are subject to extensive general and product-specific environmental, health and safety laws and regulations. Compliance with and changes to these environmental, health and safety laws, including laws relating to the investigation and remediation of contamination, could have a material adverse effect on our business, financial condition and results of operations.

We are subject to extensive environmental, health and safety laws and regulations in multiple jurisdictions because we blend, manage, handle, store, sell, transport and arrange for the disposal of chemicals, hazardous materials and hazardous waste. These include laws and regulations governing our management, storage, transportation and disposal of chemicals; product regulation; air, water and soil contamination; and the investigation and cleanup of contaminated sites, including any spills or releases that may result from our management, handling, storage, sale, transportation of chemicals and other products. We hold a number of environmental permits and licenses. Compliance with these laws, regulations, permits and licenses requires that we expend

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significant amounts for ongoing compliance, investigation and remediation. If we fail to comply with such laws, regulations, permits or licenses we may be subject to fines and other civil, administrative or criminal sanctions, including the revocation of permits and licenses necessary to continue our business activities.

Previous operations, including those of acquired companies, have resulted in contamination at a number of current and former sites, which must be investigated and remediated. We are currently investigating and/or remediating contamination, or contributing to cleanup costs, at approximately 130 currently or formerly owned, operated or used sites or other sites impacted by our operations. We have spent substantial sums on such investigation and remediation and we expect to continue to incur such expenditures in the future. Based on current estimates, we believe that these ongoing investigation and remediation costs will not materially affect our business. There is no guarantee, however, that our estimates will be accurate, that new contamination will not be discovered or that new environmental laws or regulations will not require us to incur additional costs. Any such inaccuracies, discoveries or new laws or regulations, or the interpretation of existing laws and regulations, could have a material adverse effect on our business, financial condition and results of operations. As of December 31, 2017, we reserved approximately \$89.2 million for probable and reasonably estimable losses associated with remediation at currently or formerly owned, operated or used sites or other sites impacted by our operations. We may incur losses in connection with investigation and remediation obligations that exceed our environmental reserve. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates—Environmental Liabilities” in Item 7 of this Annual Report on Form 10-K for additional information. We also may incur substantial costs, including fines, damages, criminal or civil sanctions and investigation and remediation costs, or experience interruptions in our operations, for violations under environmental, health and safety laws or permit requirements.

We could be held liable for the costs to investigate, remediate or otherwise address contamination at any real property we have ever owned, leased, operated or used or other sites impacted by our operations. Some environmental laws could impose on us the entire cost of cleanup of contamination present at a site even though we did not cause all of the contamination. These laws often identify parties who can be strictly and jointly and severally liable for remediation. The discovery of previously unknown contamination at current or former sites or the imposition of other environmental liabilities or obligations in the future, including additional investigation or remediation obligations with respect to contamination that has impacted other properties, could lead to additional costs or the need for additional reserves that have a material adverse effect on our business, financial condition and results of operations. In addition, we may be required to pay damages or civil judgments related to third party claims, including those relating to personal injury (including exposure to hazardous materials or chemicals we blend, handle, store, sell, transport or dispose of), product quality issues, property damage or contribution to remedial obligations.

We have been identified as potentially responsible parties at various third party sites at which we have arranged for the disposal of our hazardous wastes. We may be identified as a potentially responsibility party at additional sites beyond those for which we currently have financial obligations. Such developments could have a material adverse effect on our business, financial condition and results of operations. See “Business—Regulatory Matters—Environmental, Health and Safety Matters” in Item 1 of this Annual Report on Form 10-K.

Certain agreements to which we are a party contain contractual provisions pursuant to which we agreed to indemnify other parties for contamination at certain real property. We have been, and may in the future be, subject to environmental indemnity claims asserted by other parties with respect to contamination at sites we have ever owned, leased, operated or used. We could incur significant costs in addressing existing and future environmental indemnification claims.

Societal concerns regarding the safety of chemicals in commerce and their potential impact on the environment have resulted in a growing trend towards increasing levels of product safety and environmental protection regulations. These concerns have led to, and could continue to result in, stringent regulatory intervention by governmental authorities. In addition, these concerns could influence public perceptions, impact the commercial viability of the products we sell and increase the costs to comply with increasingly complex regulations, which could have a negative impact on our business, financial condition and results of operations. Additional findings by government agencies that chemicals pose significant environmental, health or safety risks may lead to their prohibition in some or all of the jurisdictions in which we operate.

Environmental, health and safety laws and regulations vary significantly from country to country and change frequently. Future changes in laws and regulations, or the interpretation of existing laws and regulations, could have an adverse effect on us by adding restrictions, reducing our ability to do business, increasing our costs of doing business or reducing our profitability or reducing the demand for our products. See “Business—Regulatory Matters—Environmental, Health and Safety Matters” in Item 1 of this Annual Report on Form 10-K.

Current and future laws and regulations addressing greenhouse gas emissions enacted in the United States, Europe and other jurisdictions around the world could also have a material adverse effect on our business, financial condition and results of operation. Increased energy costs due to such laws and regulations, emissions associated with our customers’ products or development of alternative products having lower emissions of greenhouse gases and other pollutants could materially affect demand for our customers’ products and indirectly affect our business. Changes in and introductions of regulations have in the past caused us to

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devote significant management and capital resources to compliance programs and measures, and future regulations applicable to us would likely further increase these compliance costs and could have a material adverse effect on our business, financial condition and results of operations.

Our business is subject to additional general regulatory requirements and tax requirements which increase our cost of doing business, could result in regulatory, unclaimed property or tax claims, and could restrict our business in the future.

Our general business operations are subject to a broad spectrum of general regulatory requirements, including antitrust regulations, food and drug regulations, human resources regulations, tax regulations, unclaimed property, banking and treasury regulations, among others. These regulations add cost to our conduct of business and could, in some instances, result in claims or enforcement actions or could reduce our ability to pursue business opportunities. Future changes could result in additional costs and restrictions to our business activities. We are currently undergoing a multi-state unclaimed property audit, the timing and outcome of which cannot be predicted; we will incur significant professional fees in connection with the audit and if we are found not to be in compliance the auditing states may seek significant remittances and other penalties and interest.

We are subject to asbestos claims.

In connection with our purchase of McKesson Chemical Company in 1986, our wholly-owned subsidiary Univar USA Inc. is obligated to indemnify McKesson for claims alleging injury from exposure to asbestos-containing products by McKesson Chemical Company. As of December 31, 2017, we are defending lawsuits by more than one hundred plaintiffs claiming asbestos related injuries, including a small number of which name us as a defendant. See “Business—Legal Proceedings—Asbestos Claims” in Item 1 of this Annual Report on Form 10-K. As of December 31, 2017, Univar USA has not recorded a liability related to the pending litigation as any potential loss is neither probable nor estimable. Although our costs of defense to date have not been material, we cannot predict the ultimate outcome of these lawsuits, which, if determined adversely to us, may result in liability that would have a material adverse effect on our business, financial condition and results of operations. Furthermore, if the number of asbestos claims for which we are obligated to indemnify McKesson, or the number of asbestos claims naming us, were to increase substantially, particularly if the increase were associated with a significant increase in the average cost per lawsuit, our business, financial condition and results of operations could be materially adversely affected.

Our business is subject to many operational risks for which we might not be adequately insured or prevail in any claim dispute.

We are exposed to risks including, but not limited to, accidents, contamination and environmental damage, safety claims, natural disasters, terrorism, acts of war and civil unrest and other events that could potentially interrupt our business operations and/or result in significant costs. Although we attempt to cover these risks with insurance to the extent that we consider appropriate, we may incur losses that are not covered by insurance or exceed the maximum amounts covered by our insurance policies. Even if our insurance coverage is appropriate, our insurers may contest, and prevail in litigation regarding, and claims. We have incurred environmental risks and losses, often from our historic activities, for which we have no available or remaining insurance.

Damage to a major facility, whether or not insured, could impair our ability to operate our business in a geographic region and cause loss of business and related expenses. From time to time, insurance for chemical risks have not been available on commercially acceptable terms or, in some cases, not available at all. In the future we may not be able to maintain our current coverages. Due to the variable condition of the insurance market, we have experienced and may experience in the future, increased deductible retention levels and increased premiums. As we assume more risk through higher retention levels, we may experience more variability in our insurance reserves and expense. Increased insurance premiums or our incurrence of significant uncovered losses could have a material adverse effect on our business, financial condition and results of operations.

We are exposed to ongoing litigation and other legal and regulatory actions and risks in the ordinary course of our business, and we could incur significant liabilities and substantial legal fees.

We are subject to the risk of litigation, other legal claims and proceedings, and regulatory enforcement actions in the ordinary course of our business. Also, there may be safety or personal injury risks related to our products which are not known today. The results of legal proceedings cannot be predicted with certainty. We cannot guarantee that the results of current or future legal proceedings against McKesson and a few claims asserted directly against Univar USA Inc. will not materially harm our business, reputation or brand, nor can we guarantee that we will not incur losses in connection with current or future legal proceedings that exceed any provisions we may have set aside in respect of such proceedings or that exceed any applicable insurance coverage. We also cannot guarantee that any tax assessment previously made against us by the Canada Revenue Agency will not result in a material tax liability or that the issues raised by Customs and Border Patrol will not result in a material liability. The occurrence of any of these events could have a material adverse effect on our business, financial condition or results of operations. See “Business—Legal Proceedings” in Item 1 of this Annual Report on Form 10-K.

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Many of the products we sell have “long-tail” exposures, giving rise to liabilities many years after their sale and use. Insurance purchased at the time of sale may not be available when costs arise in the future and producers may no longer be available to provide indemnification.

Employee and Benefit Plan Risk

We depend on a limited number of key personnel who would be difficult to replace. If we lose the services of these individuals, or are unable to attract new talent, our business will be adversely affected.

We depend upon the ability and experience of a number of our executive management and other key personnel who have substantial experience with our operations, the chemicals and chemical distribution industries and the selected markets in which we operate. The loss of the services of one or a combination of our senior executives or key employees could have a material adverse effect on our results of operations. We also might suffer an additional impact on our business if one of our senior executives or key employees is hired by a competitor. Our success also depends on our ability to continue to attract, manage and retain other qualified management and technical and clerical personnel as we grow. We may not be able to continue to attract or retain such personnel in the future.

Negative developments affecting our pension plans and multi-employer pension plans in which we participate may occur.

We operate a number of pension plans for our employees and have obligations with respect to several multi-employer pension plans sponsored by labor unions in the United States. The terms of these plans vary from country to country. Generally, our defined benefit pension plans are funded with trust assets invested in a diversified portfolio of debt and equity securities and other investments. Among other factors, changes in interest rates, investment returns, the market value of plan assets and actuarial assumptions can (1) affect the level of plan funding; (2) cause volatility in the net periodic benefit cost; and (3) increase our future contribution requirements. In or following an economic environment characterized by declining investment returns and interest rates, we may be required to make additional cash contributions to our pension plans to satisfy our funding requirements and recognize further increases in our net periodic benefit cost. A significant decrease in investment returns or the market value of plan assets or a significant decrease in interest rates could increase our net periodic benefit costs and adversely affect our results of operations.

Our pension plans in the United States and certain other countries are not fully funded. The funded status of our pension plans is equal to the difference between the value of plan assets and projected benefit obligations. At December 31, 2017, our pension plans had an underfunded status of \$226.7 million. This amount could increase or decrease depending on factors such as those mentioned above. Changes to the funded status of our pension plans as a result of updates to actuarial assumptions and actual experience that differs from our estimates will be recognized as gains or losses in the period incurred under our “mark to market” accounting policy, and could result in a requirement for additional funding which would have a direct effect on our cash position. Based on current projections of minimum funding requirements, we expect to make cash contributions of \$39.1 million to our defined benefit pension plans in 2018. The timing for any such requirement in future years is uncertain given the implicit uncertainty regarding the future developments of factors mentioned above. The union sponsored multi-employer pension plans in which we participate are also underfunded, including the substantially underfunded Teamsters Central States, Southeast and Southwest Pension Plan, which has liabilities at a level twice that of its assets. This requires us to make often substantial withdrawal liability payments when we close a facility covered by one of these plans, which could hinder our ability to make otherwise appropriate management decisions to operate as efficiently as possible.

A portion of our workforce is unionized and labor disruptions could decrease our profitability.

As of December 31, 2017, we had approximately 590 employees in the United States subject to various collective bargaining agreements, most of which have a three-year term. In addition, in several of our international facilities, particularly those in Europe, employees are represented by works councils appointed pursuant to local law consisting of employee representatives who have certain rights to negotiate working terms and to receive notice of significant actions. As of December 31, 2017, approximately 25% of our labor force is covered by a collective bargaining agreement, including approximately 14% of our labor force in the United States, approximately 20% of our labor force in Canada and approximately 46% of our labor force in Europe, and approximately 4% of our labor force is covered by a collective bargaining agreement that will expire within one year. These arrangements grant certain protections to employees and subject us to employment terms that are similar to collective bargaining agreements. We cannot guarantee that we will be able to negotiate these or other collective bargaining agreements or arrangements with works councils on the same or more favorable terms as the current agreements or arrangements, or at all, and without interruptions, including labor stoppages at the facility or facilities subject to any particular agreement or arrangement. A prolonged labor dispute, which could include a work stoppage, could have a material adverse effect on our business, financial condition and results of operations.

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Changes in legislation, regulation and government policy may have a material adverse effect on our business in the future.

Elections in the United States and other democracies in which we conduct business could result in significant changes in, and uncertainty with respect to, legislation, regulation and government policy directly affecting our business or indirectly affecting us because of impacts on our customers and producers. Legislative and regulatory proposals that could have a material direct or indirect impact on us include, but are not limited to, disallowances of income tax deductions, taxes or other restrictions repatriating foreign earnings, restrictions on imports and exports, modifications to international trade policy, including withdrawal from trade agreements, environmental regulation, changes to immigration policy, changes to health insurance legislation and the imposition of tariffs and other taxes on imports. We are currently unable to predict whether such changes will occur and, if so, the ultimate impact on our business. To the extent that such changes have a negative impact on us, our producers or our customers, including as a result of related uncertainty, these changes may materially and adversely impact our business, financial condition, results of operations and cash flows.

Risks Related to Our Indebtedness

We and our subsidiaries may incur additional debt in the future, which could substantially reduce our profitability, limit our ability to pursue certain business opportunities and reduce the value of your investment.

As of December 31, 2017, we had \$2,277.8 million of debt outstanding under our \$2,283.5 million US dollar term loan facility (the “New Senior Term Loan Facility”), \$171.7 million of debt outstanding under our \$1,300.0 million Senior ABL credit facility and \$100.0 million senior ABL term loan facility (the “Senior ABL Facility”), no borrowings outstanding under our €200.0 million senior European ABL facility (the “European ABL Facility”) with approximately \$681.4 million available for additional borrowing under these facilities and \$399.5 million outstanding under Univar USA Inc.’s 6.75% senior notes due 2023 (the “Unsecured Notes”). Subject to certain limitations set forth in the agreements that govern these facilities and notes, we or our subsidiaries may incur additional debt in the future, or other obligations that do not constitute indebtedness, which could increase the risks described below and lead to other risks. The amount of our debt or such other obligations could have important consequences for holders of our common stock, including, but not limited to:

- our ability to satisfy obligations to lenders or noteholders may be impaired, resulting in possible defaults on and acceleration of our indebtedness;
- our ability to obtain additional financing for refinancing of existing indebtedness, working capital, capital expenditures, including costs associated with our international expansion, product and service development, acquisitions, general corporate purposes and other purposes may be impaired;
- our assets that currently serve as collateral for our debt may be insufficient, or may not be available, to support future financings;
- a substantial portion of our cash flow from operations could be used to repay the principal and interest on our debt;
- we may be increasingly vulnerable to economic downturns and increases in interest rates;
- our flexibility in planning for and reacting to changes in our business and the markets in which we operate may be limited; and
- we may be placed at a competitive disadvantage relative to other companies in our industry with less debt or comparable debt at more favorable interest rates.

The agreements governing our indebtedness contain operating covenants and restrictions that limit our operations and could lead to adverse consequences if we fail to comply with them.

The agreements governing our indebtedness contain certain operating covenants and other restrictions relating to, among other things, limitations on indebtedness (including guarantees of additional indebtedness) and liens, mergers, consolidations and dissolutions, sales of assets, investments and acquisitions, dividends and other restricted payments, repurchase of shares of capital stock and options to purchase shares of capital stock and certain transactions with affiliates. In addition, our Senior ABL Facility and European ABL Facility include certain financial covenants.

The restrictions in the agreements governing our indebtedness may prevent us from taking actions that we believe would be in the best interest of our business, and may make it difficult for us to successfully execute our business strategy or effectively compete with companies that are not similarly restricted. We may also incur future debt obligations that might subject us to additional restrictive covenants that could affect our financial and operational flexibility.

Failure to comply with these financial and operating covenants could result from, among other things, changes in our results of operations, the incurrence of additional indebtedness, the pricing of our products, our success at implementing cost reduction

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initiatives, our ability to successfully implement our overall business strategy or changes in general economic conditions, which may be beyond our control. The breach of any of these covenants or restrictions could result in a default under the agreements that govern these facilities that would permit the lenders to declare all amounts outstanding thereunder to be due and payable, together with accrued and unpaid interest. If we are unable to repay such amounts, lenders having secured obligations could proceed against the collateral securing these obligations. The collateral includes the capital stock of our domestic subsidiaries, 65% of the capital stock of our foreign subsidiaries and substantially all of our and our subsidiaries' other tangible and intangible assets, subject in each case to certain exceptions. This could have serious consequences on our financial condition and results of operations and could cause us to become bankrupt or otherwise insolvent. In addition, these covenants may restrict our ability to engage in transactions that we believe would otherwise be in the best interests of our business and stockholders.

Increases in interest rates would increase the cost of servicing our debt and could reduce our profitability.

Our debt outstanding under the Senior Term Loan Facility, Senior ABL Facility and European ABL Facility bears interest at variable rates. As a result, increases in interest rates would increase the cost of servicing our debt and could materially reduce our profitability and cash flows. For additional information on our indebtedness, debt service obligations and sensitivity to interest rate fluctuations, see "Qualitative and Quantitative Disclosures About Market Risk" in Item 7A of this Annual Report on Form 10-K.

We may have future capital needs and may not be able to obtain additional financing on acceptable terms, or at all.

We have historically relied on debt financing to fund our operations, capital expenditures and expansion. The market conditions and the macroeconomic conditions that affect the markets in which we operate could have a material adverse effect on our ability to secure financing on acceptable terms, if at all. We may be unable to secure additional financing on favorable terms or at all and our operating cash flow may be insufficient to satisfy our financial obligations under the indebtedness outstanding from time to time. The terms of additional financing may limit our financial and operating flexibility. Our ability to satisfy our financial obligations will depend upon our future operating performance, the availability of credit generally, economic conditions and financial, business and other factors, many of which are beyond our control. Furthermore, if financing is not available when needed, or is not available on acceptable terms, we may be unable to take advantage of business opportunities or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition and results of operations.

If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer significant dilution in their percentage ownership of our company, and any new securities we issue could have rights, preferences and privileges senior to those of holders of our common stock, including shares of common stock sold in this offering. If we are unable to obtain adequate financing or financing on terms satisfactory to us, if and when we require it, our ability to grow or support our business and to respond to business challenges could be significantly limited.

Risks Related to Our Common Stock

If securities or industry analysts do not publish research or publish misleading or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock may depend in part on the research and reports that securities or industry analysts publish about us or our business. If one or more of these analysts downgrades our stock or publishes misleading or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our stock may decrease, which could cause our stock price or trading volume to decline.

Future sales of shares by existing stockholders could cause our stock price to decline.

Sales of substantial amounts of our common stock in the public market, or the perception that these sales could occur, could cause the market price of our common stock to decline. All of the 40,250,000 shares sold pursuant to our IPO in June 2015, the 4,500,000 shares we registered on July 29, 2016, the 20,943,741 shares we registered on August 15, 2016, the 12,500,000 shares we registered on December 12, 2016, the 15,000,000 shares we registered on January 31, 2017 and the 10,000,000 shares we registered on December 14, 2017 are immediately tradable without restriction under the Securities Act of 1933, as amended (the "Securities Act"), unless held by "affiliates", as that term is defined in Rule 144 under the Securities Act. The remaining shares of outstanding common stock are restricted securities within the meaning of Rule 144 under the Securities Act, but will be eligible for resale subject, in certain cases, to applicable volume, means of sale, holding period and other limitations of Rule 144 or pursuant to an exception from registration under Rule 701 under the Securities Act, subject to the terms of the lock-up agreements entered

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into by the Significant Stockholders, our directors and certain of our key executive officers. The underwriter may, at any time, release all or any portion of the shares subject to lock-up agreements entered into in connection with this offering.

We have also filed a registration statement under the Securities Act to register the shares of common stock to be issued under our equity compensation plans and, as a result, all shares of common stock acquired upon exercise of stock options granted under our plans are also freely tradable under the Securities Act, unless purchased by our affiliates. In addition, certain of our significant stockholders may distribute the shares that they hold to their investors who themselves may then sell into the public market. Such sales may not be subject to the volume, manner of sale, holding period and other limitations of Rule 144. As resale restrictions end, the market price of our common stock could decline if the holders of those shares sell them or are perceived by the market as intending to sell them. In the future, we may also issue additional shares of common stock or other equity or debt securities convertible into common stock in connection with a financing, acquisition, litigation settlement or employee arrangement or otherwise. Any of these issuances could result in substantial dilution to our existing stockholders and could cause the trading price of our common stock to decline.

Dahlia Investments Pte. Ltd. (“Dahlia”), an indirectly wholly owned subsidiary of Temasek Holdings (Private) Limited purchased \$350.0 million of newly issued shares of our common stock from us and 5,000,000 shares of our common stock from Univar N.V. concurrently with the IPO. The shares of our common stock sold in the concurrent private placement were not registered under the Securities Act. As a result, the shares of our common stock purchased by Dahlia are restricted securities within the meaning of Rule 144 under the Securities Act, but are eligible for resale subject to applicable restrictions under Rule 144 or pursuant to any other exemption from registration under the Securities Act. In addition, Dahlia holds certain registration rights with respect to the shares they purchased in the concurrent private placement pursuant to the Fourth Amended and Restated Stockholders’ Agreement of Univar Inc., (the “Amended and Restated Stockholders Agreement”) pursuant to which the Significant Stockholders (as defined below) and certain other stockholders were granted certain registration rights. In December 2016 and January 2017, Dahlia exercised its registration rights under the Amended and Restated Stockholders Agreement and sold 4,475,627 shares and 4,000,000 shares of our common stock, respectively.

Significant stockholders have the right to nominate members of our Board of Directors and may exercise significant control over the direction of our business. To the extent ownership of our common stock continues to be held by stockholders with these rights, it could prevent you and other stockholders from influencing significant corporate decisions.

Investment funds associated with Clayton, Dubilier & Rice, LLC (“CD&R”) beneficially own approximately 8.2% of the outstanding shares of our common stock. CD&R continues to exercise significant influence over all matters requiring stockholder approval for the foreseeable future, including approval of significant corporate transactions, which may reduce the market price of our common stock.

Under the Amended and Restated Stockholders’ Agreement, CD&R is entitled to nominate up to three sponsor directors and three independent directors under certain circumstances related to continued ownership of the shares they hold. CD&R continues to hold 11,561,039 shares, which allows them to continue to nominate members to our board of directors.

These provisions allow CD&R to continue to exercise significant control over our corporate decisions, including over matters which our other stockholders have a right to vote. Our Third Amended and Restated Certificate of Incorporation and our Second Amended and Restated Bylaws also include a number of provisions that may discourage, delay or prevent a change in our management or control for so long as CD&R owns specified percentages of our common stock. See “— Anti-takeover provisions in our charter documents and Delaware law could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock.” These provisions not only could have a negative impact on the trading price of our common stock, but could also allow the Significant Stockholders to delay or prevent a corporate transaction that the public stockholders might approve.

Our Third Amended and Restated Certificate of Incorporation provides that we will waive any interest or expectancy in corporate opportunities presented to CD&R.

Our Third Amended and Restated Certificate of Incorporation provides that we, on our behalf and on behalf of our subsidiaries, renounce and waive any interest or expectancy in, or in being offered an opportunity to participate in, corporate opportunities that are from time to time presented to CD&R, or their respective officers, directors, agents, stockholders, members, partners, affiliates or subsidiaries, even if the opportunity is one that we or our subsidiaries might reasonably be deemed to have pursued or had the ability or desire to pursue if granted the opportunity to do so. None of CD&R or its respective agents, stockholders, members, partners, affiliates or subsidiaries will generally be liable to us or any of our subsidiaries for breach of any fiduciary or other duty, as a director or otherwise, by reason of the fact that such person pursues, acquires or participates in such corporate opportunity, directs such corporate opportunity to another person or fails to present such corporate opportunity, or information regarding such corporate opportunity, to us or our subsidiaries unless, in the case of any such person who is a director or officer, such corporate opportunity is expressly offered to such director or officer in writing solely in his or her capacity as a director or officer. Stockholders will be deemed to have notice of and consented to this provision of our Third Amended and Restated Certificate of Incorporation.

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This will allow CD&R to compete with us. Strong competition for investment opportunities could result in fewer such opportunities for us. We likely will not always be able to compete successfully with our competitors and competitive pressures or other factors may also result in significant price competition, particularly during industry downturns, which could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Fulfilling our obligations incident to being a public company, including with respect to the requirements of and related rules under the Sarbanes-Oxley Act of 2002, is expensive and time-consuming, and any delays or difficulties in satisfying these obligations could have a material adverse effect on our future results of operations and our stock price.

We are subject to the reporting and corporate governance requirements, the listing standards of the NYSE and the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”), which apply to issuers of listed equity, which impose certain compliance costs and obligations upon us. Meeting these standards requires a significant commitment of additional resources and management oversight which increases our operating costs. These requirements also place additional demands on our finance and accounting staff and on our financial accounting and information systems. Other expenses associated with being a public company include increases in auditing, accounting and legal fees and expenses, investor relations expenses, increased directors’ fees and director and officer liability insurance costs, registrar and transfer agent fees and listing fees, as well as other expenses. As a public company, we are required, among other things, to:

- prepare and file periodic reports, and distribute other stockholder communications, in compliance with the federal securities laws and the NYSE rules;
- define and expand the roles and the duties of our Board of Directors and its committees; and
- institute more comprehensive compliance, investor relations and internal audit functions.

The Sarbanes-Oxley Act requires us to document and test the effectiveness of our internal control over financial reporting in accordance with an established internal control framework, and to report on our conclusions as to the effectiveness of our internal controls. Likewise, our independent registered public accounting firm will be required to provide an attestation report on the effectiveness of our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act. In addition, we are required under the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), to maintain disclosure controls and procedures and internal control over financial reporting. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our independent auditors are unable to conclude that we have effective internal control over financial reporting, investors could lose confidence in the reliability of our financial statements. This could result in a decrease in the value of our common stock. Failure to comply with the Sarbanes-Oxley Act could potentially subject us to sanctions or investigations by the SEC, the NYSE or other regulatory authorities, which would require additional financial and management resources.

Our ability to successfully implement our business plan and comply with Section 404 requires us to be able to prepare timely and accurate financial statements. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, may cause our operations to suffer and we may be unable to conclude that our internal control over financial reporting is effective and to obtain an unqualified report on internal controls from our auditors. Moreover, we cannot be certain that these measures would ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Even if we were to conclude, and our auditors were to concur, that our internal control over financial reporting provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP, because of its inherent limitations, internal control over financial reporting may not prevent or detect fraud or misstatements. This, in turn, could have an adverse impact on trading prices for our shares of common stock, and could adversely affect our ability to access the capital markets.

Anti-takeover provisions in our charter documents and Delaware law could discourage, delay or prevent a change in control of our company and may affect the trading price of our common stock.

Our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws include a number of provisions that may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. For example, our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws currently:

- authorize the issuance of “blank check” preferred stock that could be issued by our Board of Directors to thwart a takeover attempt;
- establish a classified Board of Directors, our board is divided into three classes, with each class serving for staggered three-year terms, which prevents stockholders from electing an entirely new Board of Directors at an annual meeting;
- limit the ability of stockholders to remove directors;

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- establish advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and
- require the approval of holders of at least 75% of the outstanding shares of our voting common stock to amend the Second Amended and Restated By-laws and certain provisions of the Third Amended and Restated Certificate of Incorporation.

These provisions may prevent our stockholders from receiving the benefit from any premium to the market price of our common stock offered by a bidder in a takeover context. Even in the absence of a takeover attempt or our stockholders' approval of a proposal to declassify our Board, the existence of these provisions may adversely affect the prevailing market price of our common stock if the provisions are viewed as discouraging takeover attempts in the future. See "Description of Capital Stock—Anti-Takeover Effects of our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws." Our Third Amended and Restated Certificate of Incorporation and Second Amended and Restated By-laws may also make it difficult for stockholders to replace or remove our management. These provisions may facilitate management entrenchment that may delay, deter, render more difficult or prevent a change in our control, which may not be in the best interests of our stockholders.

Our Third Amended and Restated Certificate of Incorporation includes provisions limiting the personal liability of our directors for breaches of fiduciary duty under the General Corporation Law of the State of Delaware and we have entered into Indemnification Agreements which provide further protections to our directors.

Our Third Amended and Restated Certificate of Incorporation contains provisions permitted under the General Corporation Law of the State of Delaware (the "DGCL") relating to the liability of directors. These provisions eliminate a director's personal liability to the fullest extent permitted by the DGCL for monetary damages resulting from a breach of fiduciary duty, except in circumstances involving:

- any breach of the director's duty of loyalty;
- acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- under Section 174 of the DGCL (unlawful dividends); or
- any transaction from which the director derives an improper personal benefit.

The principal effect of the limitation on liability provision is that a stockholder will be unable to prosecute an action for monetary damages against a director unless the stockholder can demonstrate a basis for liability for which indemnification is not available under the DGCL. These provisions, however, should not limit or eliminate our rights or any stockholder's rights to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's fiduciary duty. These provisions will not alter a director's liability under federal securities laws. The inclusion of this provision in our Third Amended and Restated Certificate of Incorporation may discourage or deter stockholders or management from bringing a lawsuit against directors for a breach of their fiduciary duties, even though such an action, if successful, might otherwise have benefited us and our stockholders.

We have entered into indemnification agreements with each of our directors and certain of our executive officers. The indemnification agreements provide our directors and certain of our executive officers with contractual rights to the indemnification and expense advancement rights provided under our Second Amended and Restated By-laws, as well as contractual rights to additional indemnification as provided in the indemnification agreements.

Our Third Amended and Restated Certificate of Incorporation designates the Court of Chancery of the State of Delaware as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

Our Third Amended and Restated Certificate of Incorporation provides that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed to us or our stockholders by any of our directors, officers, employees or agents, (iii) any action asserting a claim against us arising under the DGCL, or (iv) any action asserting a claim against us that is governed by the internal affairs doctrine. By becoming a stockholder in our company, you will be deemed to have notice of and have consented to the provisions of our Third Amended and Restated Certificate of Incorporation related to choice of forum. The choice of forum provision in our Third Amended and Restated Certificate of Incorporation may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

We do not intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

We do not intend to declare and pay dividends on our common stock for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth or repay outstanding indebtedness. Therefore, you are not likely to receive any

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dividends on your common stock for the foreseeable future and the success of an investment in shares of our common stock will then depend entirely upon any future appreciation in their value. There is no guarantee that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares. See “Dividend Policy.”

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES

Our principal executive office is located in Downers Grove, Illinois under a lease expiring in June 2024. As of December 31, 2017, we had 276 locations the United States in 48 states. Of these locations, approximately 263 are warehouse facilities responsible for storing and shipping of products and 13 are dedicated office space. Our warehouse facilities are nearly equally comprised of owned, leased and third party warehouses and our office space is generally leased. Our facilities focus on the storing, repackaging and blending of chemicals and ingredients for distribution. Such facilities do not require substantial investments in equipment, can be opened fairly quickly and replaced with little disruption. As such, we believe that none of our facilities on an individual basis is principal to the operation of our business. We select locations for our warehouses based on proximity to producers and our customers to maintain efficient distribution networks. We believe that our facilities are adequate and suitable for our current operations. We hold a relatively small number of surplus sites for potential disposition. In some instances, our larger owned sites have been mortgaged under our secured credit facilities.

We have 362 locations outside of the United States in 30 countries. These facilities are focused on storing and shipping of products. Approximately half are owned or leased and half are third party warehouses. The majority of the facilities outside of the United States are found in the following countries:

- Brazil (5 facilities)
- Canada (151 facilities)
- China (9 facilities)
- France (26 facilities)
- Germany (9 facilities)
- Mexico (34 facilities)
- Netherlands (19 facilities)
- Norway (7 facilities)
- Spain (6 facilities)
- Sweden (14 facilities)
- United Kingdom (30 facilities)

ITEM 3. LEGAL PROCEEDINGS

“Legal Proceedings” in Item 1 of this Annual Report on Form 10-K and Note 19, entitled “Commitments and Contingencies” in Item 8 of this Annual Report on Form 10-K, are incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Common Stock

Our common stock has been listed on the New York Stock Exchange under the symbol "UNVR" since June 18, 2015. Prior to that time, there was no public market for our stock. The following table sets forth for the indicated periods the high and low closing sales prices per share for our common stock on the New York Stock Exchange.

	<u>High</u>	<u>Low</u>
Fiscal Year 2017		
First Quarter	\$ 32.81	\$ 27.36
Second Quarter	32.43	28.72
Third Quarter	31.04	26.99
Fourth Quarter	31.63	28.63
Fiscal Year 2016		
First Quarter	\$ 17.41	\$ 11.12
Second Quarter	19.74	16.68
Third Quarter	21.85	17.69
Fourth Quarter	28.60	21.07

Holders of Record

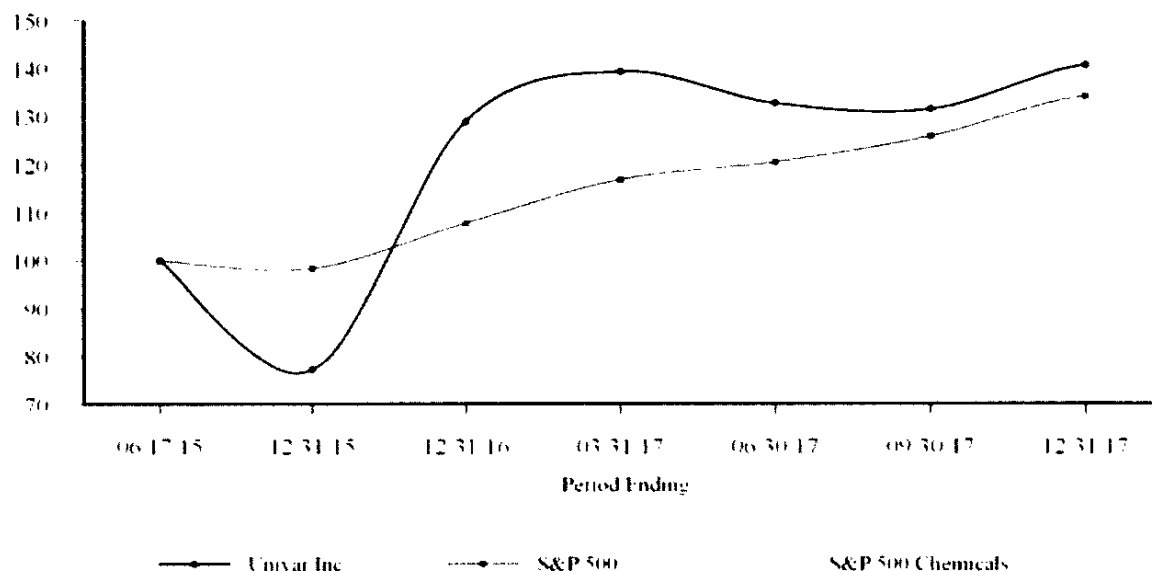
As of December 31, 2017, there were 21 stockholders of record of our common stock, and the closing price of our common stock was \$30.96 per share as reported on the New York Stock Exchange.

Stock Performance

The following graph shows a comparison of cumulative total shareholder return, calculated on a dividend reinvested basis, for the Company, the S&P 500 and the S&P 500 Chemical Index for the period beginning on June 17, 2015 through year ended December 31, 2017. The graph assumes \$100 was invested in each of the Company's common stock, the S&P 500 and S&P 500 Chemical Index as of the market close on June 17, 2015. Note that historic stock price performance is not necessarily indicative of future stock price performance.

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**Comparison of Cumulative Return
Assumes Initial Investment of \$100
December 2017**



Dividend Policy

We have never declared or paid any cash dividend on our common stock. We intend to retain any future earnings and do not expect to pay dividends in the foreseeable future. In addition, our credit facilities contain restrictions on our ability to pay dividends.

ITEM 6. SELECTED FINANCIAL DATA

The following table presents our summary consolidated financial data as of and for the periods indicated. The selected consolidated financial data as of December 31, 2017 and 2016 and for the years ended December 31, 2017, 2016 and 2015 have been derived from our audited consolidated financial statements included in Item 8 of this Annual Report on Form 10-K. The selected consolidated financial data as of December 31, 2015, 2014 and 2013 and for the fiscal years ended December 31, 2014 and 2013 are derived from our audited consolidated financial statements which are not included in this Annual Report on Form 10-K. Our historical consolidated financial data may not be indicative of our future performance.

This “Selected Financial Data” should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 of this Annual Report on Form 10-K and our audited consolidated financial statements and related notes included in Item 8 of this Annual Report on Form 10-K.

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	Fiscal year ended December 31,				
	2017	2016	2015	2014	2013
(in millions, except per share data)					
Consolidated Statements of Operations					
Net sales	\$ 8,253.7	\$ 8,073.7	\$ 8,981.8	\$ 10,373.9	\$ 10,324.6
Gross profit	1,805.5	1,727.1	1,799.1	1,930.7	1,875.9
Gross margin	21.9%	21.4%	20.0%	18.6%	18.2%
Net income (loss)	119.8	(68.4)	16.5	(20.1)	(82.3)
Income (loss) per common share – diluted	0.85	(0.50)	0.14	(0.20)	(0.83)
Consolidated Balance Sheet					
Cash and cash equivalents	\$ 467.0	\$ 336.4	\$ 188.1	\$ 206.0	\$ 180.4
Total assets	5,732.7	5,389.9	5,612.4	6,067.7	6,204.7
Long-term liabilities	3,223.2	3,240.5	3,502.2	4,300.7	4,232.5
Stockholders' equity	1,090.1	809.9	816.7	248.1	381.3
Other financial data					
Cash provided by operating activities	\$ 278.9	\$ 449.6	\$ 356.0	\$ 126.3	\$ 289.3
Cash used by investing activities	(79.1)	(136.0)	(294.4)	(148.2)	(215.7)
Cash (used) provided by financing activities	(108.7)	(166.1)	(19.8)	84.1	(110.5)
Capital expenditures	82.7	90.1	145.0	113.9	141.3
Adjusted EBITDA ⁽¹⁾	603.7	562.7	600.1	641.7	598.2
Adjusted EBITDA margin ⁽¹⁾	7.3%	7.0%	6.7%	6.2%	5.8%

- (1) For a complete discussion of the method of calculating Adjusted EBITDA and its usefulness, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of this Annual Report on Form 10-K. We define Adjusted EBITDA margin as Adjusted EBITDA divided by net sales.

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The following is a quantitative reconciliation of Adjusted EBITDA to the most directly comparable GAAP financial performance measure, which is net income (loss):

(in millions)	Fiscal year ended December 31,				
	2017	2016	2015	2014	2013
Net income (loss)	\$ 119.8	\$ (68.4)	\$ 16.5	\$ (20.1)	\$ (82.3)
Impairment charges ⁽¹⁾	—	133.9	—	0.3	135.6
Pension mark to market loss (gain)	3.8	68.6	21.1	117.8	(73.5)
Pension curtailment and settlement gains	(9.7)	(1.3)	(4.0)	—	—
Stock-based compensation expense	19.7	10.4	7.5	12.1	15.1
Business transformation costs	23.4	5.4	—	—	—
Restructuring charges	5.5	6.5	33.8	46.2	65.8
Other employee termination costs	8.1	1.5	—	—	—
Contingent consideration fair value adjustments	—	—	—	—	(24.7)
(Gain)/loss on sale of property, plant and equipment	(11.3)	(0.7)	(2.8)	3.4	0.5
Acquisition and integration related expenses	3.1	5.5	7.1	3.7	5.0
Other operating expenses	6.9	8.6	14.4	8.0	23.4
Other non-operating items	3.5	0.1	4.1	2.9	—
Foreign currency transactions	4.6	0.6	0.8	0.6	0.9
Foreign currency denominated loans revaluation	17.9	13.7	(8.9)	(8.3)	10.1
Undesignated foreign currency derivative instruments	(0.3)	1.8	4.8	3.9	0.2
Undesignated interest rate swap contracts	2.2	(10.1)	(2.0)	—	—
Ineffective portion of cash flow hedges	—	—	0.4	(0.2)	0.2
Loss due to discontinuance of cash flow hedges	—	—	7.5	—	—
Debt refinancing costs	5.3	—	16.5	—	6.2
Loss on extinguishment of debt	3.8	—	12.1	1.2	2.5
Advisory fees to CVC and CD&R	—	—	2.8	5.9	5.2
Contract termination fee to CVC and CD&R	—	—	26.2	—	—
French penalty	—	—	—	—	(4.8)
Depreciation and amortization	200.4	237.9	225.0	229.5	228.1
Interest expense, net	148.0	159.9	207.0	250.6	294.5
Tax expense (benefit)	49.0	(11.2)	10.2	(15.8)	(9.8)
Adjusted EBITDA	\$ 603.7	\$ 562.7	\$ 600.1	\$ 641.7	\$ 598.2

(1) The 2016 impairment charges primarily related to impairment of intangible assets and property, plant and equipment. See "Note: 13 Impairment charges" in Item 8 of this Annual Report on Form 10-K for further information regarding the fiscal year ended December 31, 2017. The 2014 impairment charges primarily related to impairments of idle properties and equipment. The 2013 impairment charges primarily related to the write-off of goodwill related to the Rest of World segment as well as the write-off of capitalized software costs related to a global ERP system.

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The defined benefit pension and other postretirement benefit plan's mark to market loss (gain) is measured and recognized in its entirety within the statement of operations annually on December 31. The adjustment primarily includes the difference between the expected return on plan assets and the actual return on plan assets as well as differences resulting from assumption changes and changes in plan experience between the prior pension measurement date and the current pension measurement date. For details of pension expense both within and excluded from Adjusted EBITDA, see the table below:

(in millions)	Fiscal year ended December 31,				
	2017	2016	2015	2014	2013
Service cost	\$ 2.5	\$ 2.5	\$ 5.5	\$ 7.1	\$ 9.1
Interest cost	47.2	50.4	51.1	55.2	50.7
Expected return on plan assets	(56.9)	(61.2)	(66.0)	(60.2)	(56.4)
Amortization of unrecognized prior service credits	(0.2)	(4.5)	(11.9)	(11.9)	(11.8)
Net pension benefit included in Adjusted EBITDA	\$ (7.4)	\$ (12.8)	\$ (21.3)	\$ (9.8)	\$ (8.4)
Mark to market (gain) loss due to difference in asset returns	\$ (60.5)	\$ (45.2)	\$ 67.3	\$ (76.3)	\$ (6.7)
Mark to market loss (gain) due to assumption changes	60.8	103.9	(39.3)	196.5	(63.7)
Mark to market loss (gain) due to plan experience	3.5	9.9	(6.9)	(2.4)	(3.1)
Mark to market loss (gain)	\$ 3.8	\$ 68.6	\$ 21.1	\$ 117.8	\$ (73.5)
Settlement	\$ (9.7)	\$ —	\$ (1.4)	\$ —	\$ —
Curtailment	—	(1.3)	(2.6)	—	—
Pension curtailment and settlement gains	\$ (9.7)	\$ (1.3)	\$ (4.0)	\$ —	\$ —
Pension (income) expense excluded from Adjusted EBITDA	\$ (5.9)	\$ 67.3	\$ 17.1	\$ 117.8	\$ (73.5)
Total pension (income) expense	\$ (13.3)	\$ 54.5	\$ (4.2)	\$ 108.0	\$ (81.9)

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a leading global chemical and ingredients distributor and provider of specialty services. We purchase chemicals from thousands of chemical producers worldwide and warehouse, repack, blend, dilute, transport and sell those chemicals to more than 100,000 customer locations across approximately 140 countries. Our specialized services include digital promotion or e-marketing of chemicals for our producers, chemical waste removal and ancillary services, on-site storage of chemicals for our customers, and support services for the agricultural end market. We derive competitive advantage from our scale, broad product offering, technical expertise, specialized services, long-standing relationships with leading chemical producers and our industry leading safety record.

Our operations are structured into four operating segments that represent the geographic areas under which we operate and manage our business. These segments are Univar USA ("USA"), Univar Canada ("Canada"), Univar Europe and the Middle East and Africa ("EMEA"), and Rest of World ("Rest of World"), which includes developing businesses in Latin America (including Brazil and Mexico) and the Asia-Pacific region.

We monitor the results of our operating segments separately for the purposes of making decisions about resource allocation and performance assessment. We evaluate performance on the basis of Adjusted EBITDA, which we define as our consolidated net income (loss), plus the sum of interest expense, net of interest income, income tax expense (benefit), depreciation, amortization, loss on extinguishment of debt, other operating expenses, net (which primarily consists of pension mark to market adjustments, acquisition and integration related expenses, employee stock-based compensation expense, restructuring charges, business optimization, and other unusual or non-recurring expenses), impairment charges, and other expense, net (which consists of gains

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and losses on foreign currency transactions and undesignated derivative instruments, ineffective portion of cash flow hedges, debt refinancing costs, and other non-operating activity). We believe that Adjusted EBITDA is an important indicator of operating performance because:

- we report Adjusted EBITDA to our lenders as required under the covenants of our credit agreements;
- we consider gains (losses) on the acquisition, disposal and impairment of assets as resulting from investing decisions rather than ongoing operations;
- Adjusted EBITDA excludes the effects of income taxes, as well as the effects of financing and investing activities by eliminating the effects of interest, depreciation and amortization expenses and therefore more closely measures our operational performance;
- we use Adjusted EBITDA in setting performance incentive targets in order to align performance measurement with operational performance; and
- other significant items, while periodically affecting our results, may vary significantly from period to period and have a disproportionate effect in a given period, which affects comparability of our results.

We set transfer prices between operating segments on an arms-length basis in a similar manner to transactions with third parties. We allocate corporate operating expenses that directly benefit our operating segments on a basis that reasonably approximates our estimates of the use of these services.

Other/Eliminations represents the elimination of inter-segment transactions as well as unallocated corporate costs consisting of costs specifically related to parent company operations that do not directly benefit segments, either individually or collectively. In the analysis of our results of operations, we discuss operating segment results for the current reporting period following our consolidated results of operations period-to-period comparison.

The following is management's discussion and analysis of the financial condition and results of operations for the years ended December 31, 2017, 2016 and 2015. This discussion should be read in conjunction with the consolidated financial statements, including the related notes, see Item 8 "Financial Statements" of this Annual Report on Form 10-K.

For reconciliations of Adjusted EBITDA to net income (loss), see "Selected Financial Data Selected" in Item 6 of this Annual Report on Form 10-K.

Key Factors Affecting Operating Results and Financial Condition

Key factors impacting our operating results and financial condition include the following:

- Economic conditions, industry trends and relationships with customers and suppliers
- Chemical availability and prices, including volume-based pricing
- Acquisitions, dispositions and strategic investments
- Operating efficiencies
- Working capital requirements, interest rates and credit risk
- Foreign currencies

For a description of our business and how the above factors impact us, refer to Item 1 "Business" and Item 1A "Risk Factors" of this Annual Report on Form 10-K.

In addition to the factors listed above, seasonal changes may affect our business and results of operations. Our net sales are affected by the level of industrial production, which tends to decline in the fourth quarter of each year. Certain of our end markets experience seasonal fluctuations, which also affect our net sales and results of operations. For example, our sales to the agricultural end market, particularly in Canada, tend to peak in the second quarter in each year, depending in part on weather-related variations in demand for agricultural chemicals. Sales to other end markets such as paints and coatings may also be affected by changing seasonal weather conditions.

Results of Operations

Executive Summary

During 2017, we strengthened our financial condition through the refinancing of debt and generation of strong operating cash flow which reduced our leverage. We made progress in the implementation of our key strategic initiatives of Commercial Greatness, Operational Excellence, and One Univar, strengthened our management team and furthered the development of a

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performance-driven culture. From an operations standpoint, we advanced on each of our priorities which form the framework for our strategy to grow the long-term value of Univar for our equity and debt holders. As a result, in 2017 we:

- expanded our consolidated Adjusted EBITDA margins;
- grew Adjusted EBITDA in each operating segment;
- completed a significant transformation project in our USA segment, structuring the organization around asset type and customer need with clear accountability for profit and creating value through specialization;
- acquired Tagma Brasil Ltda., expanding our agriculture business in one of the world's fastest-growing agricultural markets;
- launched the MyUnivar.com online platform in the US for product review and purchase;
- refinanced debt extending maturity of the US Term Loan B to 2024 and lowering annual interest cost by 75 bps; and
- resolved the Canadian GAAR tax court case with a Federal Court of Appeals judgment in our favor.

Advances in our business were partially offset by:

- change in market, product mix, and inventory levels as a result of an agricultural season with drought conditions; and
- sluggish demand for chemicals in Mexico and strengthening of the US dollar against the peso.

The following tables set forth, for the periods indicated, certain statements of operations data first on the basis of reported data and then as a percentage of total net sales for the relevant period. The financial data set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with our historical consolidated financial statements and accompanying notes included elsewhere herein.

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Year Ended December 31, 2017 Compared to Year Ended December 31, 2016

	Year Ended				Favorable (unfavorable)	% Change	Impact of currency*
(in millions)	December 31, 2017		December 31, 2016				
Net sales	\$ 8,253.7	100.0 %	\$ 8,073.7	100.0 %	\$ 180.0	2.2 %	0.5 %
Cost of goods sold (exclusive of depreciation)	6,448.2	78.1 %	6,346.6	78.6 %	(101.6)	1.6 %	(0.5)%
Gross profit	\$ 1,805.5	21.9 %	\$ 1,727.1	21.4 %	\$ 78.4	4.5 %	0.6 %
Operating expenses:							
Outbound freight and handling	292.0	3.5 %	286.6	3.5 %	(5.4)	1.9 %	(0.6)%
Warehousing, selling and administrative	909.8	11.0 %	877.8	10.9 %	(32.0)	3.6 %	(0.6)%
Other operating expenses, net	49.5	0.6 %	104.5	1.3 %	55.0	(52.6)%	(0.1)%
Depreciation	135.0	1.6 %	152.3	1.9 %	17.3	(11.4)%	(0.4)%
Amortization	65.4	0.8 %	85.6	1.1 %	20.2	(23.6)%	(0.3)%
Impairment charges	—	— %	133.9	1.7 %	133.9	(100.0)%	— %
Total operating expenses	\$ 1,451.7	17.6 %	\$ 1,640.7	20.3 %	\$ 189.0	(11.5)%	(0.5)%
Operating income	\$ 353.8	4.3 %	\$ 86.4	1.1 %	\$ 267.4	309.5 %	1.9 %
Other (expense) income:							
Interest income	4.0	— %	3.9	— %	0.1	2.6 %	2.6 %
Interest expense	(152.0)	(1.8)%	(163.8)	(2.0)%	11.8	(7.2)%	0.1 %
Loss on extinguishment of debt	(3.8)	— %	—	— %	(3.8)	100.0 %	— %
Other expense, net	(33.2)	(0.4)%	(6.1)	(0.1)%	(27.1)	444.3 %	19.7 %
Total other expense	\$ (185.0)	(2.2)%	\$ (166.0)	(2.1)%	\$ (19.0)	11.4 %	0.9 %
Income (loss) before income taxes	168.8	2.0 %	(79.6)	(1.0)%	248.4	N/M	3.9 %
Income tax expense (benefit)	49.0	0.6 %	(11.2)	(0.1)%	(60.2)	N/M	0.9 %
Net income (loss)	\$ 119.8	1.5 %	\$ (68.4)	(0.8)%	\$ 188.2	N/M	4.7 %

* Foreign currency translation is included in the percentage change. Unfavorable impacts from foreign currency translation are designated with parentheses.

Net sales

Net sales percentage change due to:

Acquisitions	0.1 %
Reported sales volumes	(5.8)%
Sales pricing and product mix	7.4 %
Foreign currency translation	0.5 %
Total	2.2 %

Net sales were \$8,253.7 million in the year ended December 31, 2017, an increase of \$180.0 million, or 2.2%, from the year ended December 31, 2016. The increase in net sales from acquisitions was driven by the September 2017 Tagma acquisition in the Rest of World segment, the March 2016 Nexus Ag acquisition in Canada, and the March 2016 Bodine acquisition in the USA. The decrease in net sales from reported sales volumes was driven by the USA, EMEA, and Rest of World segments, partially offset by higher sales volumes in the Canada segment. The increase in net sales from changes in sales pricing and product mix was driven by all of our segments. Foreign currency translation increased net sales due to the US dollar weakening against the Canadian dollar, euro, and Brazilian real, partially offset by the strengthening of the US dollar against the British pound and the Mexican peso. Refer to the “Segment results” for the year ended December 31, 2017 discussion for additional information.

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Gross profit

Gross profit percentage change due to:

Acquisitions	0.2 %
Reported sales volumes	(5.8)%
Sales pricing, product costs and other adjustments	9.5 %
Foreign currency translation	0.6 %
Total	4.5 %

Gross profit increased \$78.4 million , or 4.5% , to \$1,805.5 million for the year ended December 31, 2017 . The increase in gross profit from acquisitions was driven by the September 2017 Tagma acquisition in the Rest of World segment, the March 2016 Bodine acquisition in the USA, and the March 2016 Nexus Ag acquisition in Canada. The decrease in gross profit from reported sales volumes was driven by the USA, EMEA, and Rest of World segments, partially offset by higher sales volumes in the Canada segment. The increase in gross profit from changes in sales pricing, product costs and other adjustments was driven by the USA, EMEA, and Rest of World segments, partially offset by a decrease in the Canada segment. Foreign currency translation increased gross profit due to the weakening of the US dollar against the Canadian dollar, euro, and Brazilian real, partially offset by the strengthening of the US dollar against the British pound and the Mexican peso. Gross margin, which we define as gross profit divided by net sales, increased to 21.9% in the year ended December 31, 2017 from 21.4% in the year ended December 31, 2016 , primarily due to favorable product mix and focused margin management efforts. Refer to the “Segment results” for the year ended December 31, 2017 discussion for additional information.

Outbound freight and handling

Outbound freight and handling expenses increased \$5.4 million , or 1.9% , to \$292.0 million for the year ended December 31, 2017 . Foreign currency translation increased outbound freight and handling expense by 0.6% or \$1.7 million . On a constant currency basis, outbound freight and handling expenses increased 1.3% or \$3.7 million , primarily due to higher delivery costs resulting from changes in product mix, market capacity constraints, and increasing fuel prices, partially offset by lower reported sales volumes. Refer to the “Segment results” for the year ended December 31, 2017 discussion for additional information.

Warehousing, selling and administrative

Warehousing, selling and administrative expenses increased \$32.0 million , or 3.6% , to \$909.8 million for the year ended December 31, 2017 . Foreign currency translation increased warehousing, selling and administrative expenses by 0.6% or \$5.6 million . On a constant currency basis, the \$26.4 million increase is primarily due to higher personnel costs of \$34.2 million primarily driven by higher variable compensation expense, the absence of \$4.5 million in prior service credits recognized in 2016 related to the US retiree health care plan and higher environmental remediation expense of \$4.6 million, partially offset by \$3.8 million in lower lease expense, \$2.4 million in lower bad debt charges, \$1.0 million in lower legal expenses and \$0.6 million in lower insurance expense. The remaining \$4.6 million decrease related to several insignificant components. Refer to the “Segment results” for the year ended December 31, 2017 discussion for additional information.

Other operating expenses, net

Other operating expenses, net decreased \$55.0 million , or 52.6% , to \$49.5 million for the year ended December 31, 2017 . The decrease was primarily related to the \$64.8 million decrease in pension mark to market loss and the \$8.4 million increase in pension curtailment and settlement gains driven by a \$9.7 million settlement gain in the year ended December 31, 2017 related to a lump sum offering in a US defined benefit plan. The decrease was also driven by a higher gain on sale of property, plant and equipment of \$10.6 million driven by the sale and subsequent leaseback of an operating facility in the Canada segment, \$2.4 million in lower acquisition and integration related expenses and \$1.0 million in lower restructuring charges. The decrease in other operating expenses, net was partially offset by the increase of \$18.0 million of costs incurred to support the transformation of the US business, \$9.3 million of higher stock-based compensation, and \$6.6 million of higher other employee termination costs. The remaining \$1.7 million decrease related to several insignificant components. Foreign currency translation increased other operating expenses, net by \$0.1 million , or 0.1% . Refer to “Note 4: Other operating expenses, net” in Item 8 of this Annual Report on Form 10-K for additional information.

Depreciation and amortization

Depreciation expense decreased \$17.3 million , or 11.4% , to \$135.0 million for the year ended December 31, 2017 . Foreign currency translation increased depreciation expense by \$0.6 million , or 0.4% . On a constant currency basis, the decrease of \$17.9 million , or 11.8% , was primarily due to assets reaching the end of their useful lives and due to the second quarter 2016 reassessment of useful lives of certain internally developed software which were fully depreciated by May 2017.

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Amortization expense decreased \$20.2 million , or 23.6% , to \$65.4 million for the year ended December 31, 2017 . Amortization expense increased \$0.3 million , or 0.3% , due to foreign currency translation. On a constant currency basis, the decrease of \$20.5 million , or 23.9% , was primarily driven by the third quarter 2016 impairment charge which reduced the intangible asset base along with lower expense related to intangibles reaching the end of their useful life.

Impairment charges

There were no impairment charges in the year ended December 31, 2017 . Impairment charges of \$133.9 million were recorded in the year ended December 31, 2016 of which \$133.6 million was due to the impairment of certain intangible assets and fixed assets related to the upstream oil and gas customers in the USA segment. The Company also recorded a non-cash, long-lived asset impairment charge of \$0.3 million related to assets held-for-sale. Refer to “Note 13: Impairment charges” in Item 8 of this Annual Report on Form 10-K for additional information.

Interest expense

Interest expense decreased \$11.8 million , or 7.2% , to \$152.0 million for the year ended December 31, 2017 primarily due to lower average outstanding borrowings, as well as lower interest rates related to the January 2017 and November 2017 amendments of the Senior Term B loan agreement. Foreign currency translation decreased interest expense by 0.1% or \$0.2 million . Refer to “Note 15: Debt” in Item 8 of our Annual Report on Form 10-K for additional information.

Loss on extinguishment of debt

Loss on extinguishment of debt increased \$3.8 million for the year ended December 31, 2017 . The \$3.8 million loss on extinguishment of debt in the year ended December 31, 2017 related to the write off of unamortized debt discount and debt issuance costs related to the January 2017 and November 2017 debt amendments of the Senior Term B loan agreement. Refer to “Note 15: Debt” in Item 8 of our Annual Report on Form 10-K for additional information.

Other expense, net

Other expense, net increased \$27.1 million , or 444.3% , to \$33.2 million for the year ended December 31, 2017 . The increase was primarily due to the \$12.3 million change in mark to market for interest rate swaps resulting from a gain of \$10.1 million during the year ended December 31, 2016 compared to a \$2.2 million loss in the year ended December 31, 2017 . The increase was also driven by \$5.3 million in fees related to the January 2017 and November 2017 amendments of the Senior Term B loan agreement. Also contributing to the increase were \$4.2 million in higher foreign currency denominated loan revaluation losses and \$4.0 million in higher foreign currency transactions. The remaining \$1.3 million increase is related to several insignificant components. Refer to “Note 15: Debt” and “Note 17: Derivatives” in Item 8 of this Annual Report on Form 10-K for additional information. Refer to “Note 6: Other expense, net” in Item 8 of this Annual Report on Form 10-K for additional information.

Income tax expense (benefit)

Income tax expense increased \$60.2 million from an income tax benefit of \$11.2 million in the year ended December 31, 2016 to an income tax expense of \$49.0 million in the year ended December 31, 2017 . The increase in income tax expense was primarily the result of an increase in overall earnings before income taxes from a loss of \$79.6 million incurred for the year ended December 31, 2016 , as compared to an income of \$168.8 million for the year ended December 31, 2017 . The direct and indirect impacts from the Tax Cuts and Jobs Act (the “Tax Act”) also contributed to the total expense by \$36.6 million. The increase in income tax expense was partially offset by a release of valuation allowances based on current estimated earnings and future profitability of \$25.9 million for the year ended December 31, 2017 .

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Segment results

Our Adjusted EBITDA by operating segment and in aggregate is summarized in the following tables:

(in millions)	USA	Canada	EMEA	Rest of World	Other/ Elimin- ations (1)	Consolidated
	Year ended December 31, 2017					
Net sales:						
External customers	\$ 4,657.1	\$ 1,371.5	\$ 1,821.2	\$ 403.9	\$ —	\$ 8,253.7
Inter-segment	121.9	9.1	4.5	0.5	(136.0)	—
Total net sales	\$ 4,779.0	\$ 1,380.6	\$ 1,825.7	\$ 404.4	\$ (136.0)	\$ 8,253.7
Cost of goods sold (exclusive of depreciation)	3,706.8	1,143.0	1,411.7	322.7	(136.0)	6,448.2
Gross profit	\$ 1,072.2	\$ 237.6	\$ 414.0	\$ 81.7	\$ —	\$ 1,805.5
Outbound freight and handling	192.8	37.3	55.7	6.2	—	292.0
Warehousing, selling and administrative	528.3	85.0	220.2	46.8	29.5	909.8
Adjusted EBITDA	<u>\$ 351.1</u>	<u>\$ 115.3</u>	<u>\$ 138.1</u>	<u>\$ 28.7</u>	<u>\$ (29.5)</u>	<u>\$ 603.7</u>
Other operating expenses, net						49.5
Depreciation						135.0
Amortization						65.4
Interest expense, net						148.0
Loss on extinguishment of debt						3.8
Other expense, net						33.2
Income tax expense						49.0
Net income						<u>\$ 119.8</u>

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(in millions)	USA	Canada	EMEA	Rest of World	Other/ Eliminations (1)	Consolidated
	Year ended December 31, 2016					
Net sales:						
External customers	\$ 4,706.7	\$ 1,261.0	\$ 1,704.2	\$ 401.8	\$ —	\$ 8,073.7
Inter-segment	104.4	8.3	4.5	—	(117.2)	—
Total net sales	\$ 4,811.1	\$ 1,269.3	\$ 1,708.7	\$ 401.8	\$ (117.2)	\$ 8,073.7
Cost of goods sold (exclusive of depreciation)	3,769.7	1,047.4	1,324.6	322.1	(117.2)	6,346.6
Gross profit	\$ 1,041.4	\$ 221.9	\$ 384.1	\$ 79.7	\$ —	\$ 1,727.1
Outbound freight and handling	191.5	34.1	54.9	6.1	—	286.6
Warehousing, selling and administrative	517.5	83.8	210.5	46.8	19.2	877.8
Adjusted EBITDA	\$ 332.4	\$ 104.0	\$ 118.7	\$ 26.8	\$ (19.2)	\$ 562.7
Other operating expenses, net						104.5
Depreciation						152.3
Amortization						85.6
Impairment charges						133.9
Interest expense, net						159.9
Other expense, net						6.1
Income tax benefit						(11.2)
Net loss						\$ (68.4)

(1) Other/Eliminations represents the elimination of intersegment transactions as well as unallocated corporate costs consisting of costs specifically related to parent company operations that do not directly benefit segments, either individually or collectively.

USA .

Net sales percentage change due to:		Gross profit percentage change due to:	
Acquisitions	0.1 %	Acquisitions	0.1 %
Reported sales volumes	(7.1)%	Reported sales volumes	(7.1)%
Sales pricing and product mix	5.9 %	Sales pricing, product costs and other adjustments	10.0 %
Total	(1.1)%	Total	3.0 %

External sales in the USA segment were \$4,657.1 million , a decrease of \$49.6 million , or 1.1% , in the year ended December 31, 2017 due to lower sales volumes, partially offset by higher average selling prices resulting from the Company's efforts to improve its sales force effectiveness, favorable changes in product mix and increases in certain chemical prices. The increase in external net sales from acquisitions was due to the March 2016 Bodine acquisition. Gross profit increased \$30.8 million , or 3.0% , to \$1,072.2 million in the year ended December 31, 2017 . Gross profit increased from sales pricing, product costs and other adjustments primarily due to higher average selling prices and changes in product mix to higher margin products. The increase in gross profit from acquisitions was due to the March 2016 Bodine acquisition. Gross margin increased from 22.1% in the year ended December 31, 2016 to 23.0% during the year ended December 31, 2017 primarily due to the factors impacting gross profit discussed above.

Outbound freight and handling expenses increased \$1.3 million , or 0.7% , to \$192.8 million in the year ended December 31, 2017 primarily due to higher delivery costs resulting from market capacity constraints and increasing fuel prices. Operating expenses increased \$10.8 million , or 2.1% , to \$528.3 million in the year ended December 31, 2017 of which \$19.5 million is attributable to higher personnel costs primarily driven by higher variable compensation expense and the absence of \$4.5 million in prior service credits recognized in 2016 related to the US retiree health care plan, partially offset by lower salaries expense. Additionally, the increase in operating expenses is also due to higher environmental remediation expense of \$3.0 million. These increases were partially offset by \$3.8 million of lower lease expenses, \$3.8 million in lower bad debt charges and \$2.3 million in lower maintenance and repair expenses. The remaining \$1.8 million decrease related to several insignificant components.

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Operating expenses as a percentage of external sales increased from 11.0% in the year ended December 31, 2016 to 11.3% in the year ended December 31, 2017.

Adjusted EBITDA increased by \$18.7 million, or 5.6%, to \$351.1 million in the year ended December 31, 2017. Adjusted EBITDA margin increased from 7.1% in the year ended December 31, 2016 to 7.5% in the year ended December 31, 2017 primarily as a result of higher gross margin, partially offset by increased operating expenses as a percentage of sales.

Canada.

Net sales percentage change due to:		Gross profit percentage change due to:	
Acquisitions	0.3%	Acquisitions	0.3 %
Reported sales volumes	4.8%	Reported sales volumes	4.8 %
Sales pricing and product mix	1.5%	Sales pricing, product costs and other adjustments	(0.2)%
Foreign currency translation	2.2%	Foreign currency translation	2.2 %
Total	8.8%	Total	7.1 %

External sales in the Canada segment were \$1,371.5 million, an increase of \$110.5 million, or 8.8%, in the year ended December 31, 2017. Foreign currency translation increased external sales dollars as the US dollar weakened against the Canadian dollar comparing the year ended December 31, 2017 to the year ended December 31, 2016. On a constant currency basis, external sales dollars increased \$82.9 million or 6.6%. The increase in external net sales from acquisitions was due to the March 2016 Nexus Ag acquisition. The increase in external net sales was driven by higher reported sales volumes across all regions. The increase in external net sales from changes in sales pricing and product mix was primarily driven by higher average selling prices in key industrial chemical products. Gross profit increased \$15.7 million, or 7.1%, to \$237.6 million in the year ended December 31, 2017. The increase in gross profit from acquisitions was due to the March 2016 Nexus Ag acquisition. Gross profit decreased from sales pricing, product costs, and other adjustments due to change in market and product mix, partially offset by margin management efforts during the year ended December 31, 2017. Gross margin decreased from 17.6% in the year ended December 31, 2016 to 17.3% in the year ended December 31, 2017.

Outbound freight and handling expenses increased \$3.2 million, or 9.4%, to \$37.3 million primarily due to higher reported sales volumes and higher delivery costs resulting from changes in product mix. Operating expenses increased by \$1.2 million, or 1.4%, to \$85.0 million in the year ended December 31, 2017 and decreased as a percentage of external sales from 6.6% in the year ended December 31, 2016 to 6.2% in the year ended December 31, 2017. Foreign currency translation increased operating expenses by \$1.7 million, or 2.0%. On a constant currency basis, operating expenses decreased \$0.5 million, or 0.6%, primarily related to several insignificant components.

Adjusted EBITDA increased by \$11.3 million, or 10.9%, to \$115.3 million in the year ended December 31, 2017. Foreign currency translation increased Adjusted EBITDA by \$2.3 million, or 2.2%. On a constant currency basis, Adjusted EBITDA increased \$9.0 million, or 8.7%, primarily due to increased gross profit. Adjusted EBITDA margin increased from 8.2% in the year ended December 31, 2016 to 8.4% in the year ended December 31, 2017 primarily as a result of lower operating expenses as a percentage of sales, partially offset by lower gross margin.

EMEA.

Net sales percentage change due to:		Gross profit percentage change due to:	
Reported sales volumes	(5.4)%	Reported sales volumes	(5.4)%
Sales pricing and product mix	12.0 %	Sales pricing, product costs and other adjustments	12.5 %
Foreign currency translation	0.3 %	Foreign currency translation	0.7 %
Total	6.9 %	Total	7.8 %

External sales in the EMEA segment were \$1,821.2 million, an increase of \$117.0 million, or 6.9%, in the year ended December 31, 2017 primarily due to higher average selling prices driven by mix improvement, margin management initiatives and chemical price inflation for certain products, partially offset by lower volumes. Foreign currency translation increased external sales dollars as the US dollar weakened against the euro, partially offset by the US dollar strengthening against the British pound, when comparing the year ended December 31, 2017 to the year ended December 31, 2016. Gross profit increased \$29.9 million, or 7.8%, to \$414.0 million in the year ended December 31, 2017. Gross profit increased due to changes in sales pricing, product

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costs and other adjustments primarily due to increased sales of higher margin pharmaceutical finished goods as well as the continued impact of favorable product and end market mix. Gross margin increased from 22.5% in the year ended December 31, 2016 to 22.7% in the year ended December 31, 2017 primarily due to the factors impacting gross profit discussed above.

Outbound freight and handling expenses increased \$0.8 million, or 1.5%, to \$55.7 million primarily due to higher delivery costs per ton due to lower bulk volume sales. Operating expenses increased \$9.7 million, or 4.6%, to \$220.2 million in the year ended December 31, 2017, and decreased as a percentage of external sales from 12.4% in the year ended December 31, 2016 to 12.1% in the year ended December 31, 2017. Foreign currency translation increased operating expenses by 1.2% or \$2.5 million. On a constant currency basis, operating expenses increased \$7.2 million, or 3.4%, which was driven by higher personnel costs of \$5.4 million primarily due to higher variable compensation expense, higher environmental remediation expense of \$1.8 million, and \$1.4 million in higher bad debt charges. The increase was partially offset by a decrease of \$1.0 million in lease expenses. The remaining offsetting \$0.4 million decrease related to several other insignificant components.

Adjusted EBITDA increased by \$19.4 million, or 16.3%, to \$138.1 million in the year ended December 31, 2017. Foreign currency translation decreased Adjusted EBITDA by 0.5% or \$0.6 million. On a constant currency basis, Adjusted EBITDA increased \$20.0 million, or 16.8%, which can be attributed to increased gross profit due to improved sales force execution and margin management initiatives together with increased sales of pharmaceutical finished goods compared to the year ended December 31, 2016. The pharmaceutical finished goods product line represented approximately 30% of Adjusted EBITDA in the EMEA segment for the year ended December 31, 2017. Adjusted EBITDA margin increased from 7.0% in the year ended December 31, 2016 to 7.6% in the year ended December 31, 2017 primarily due to higher gross margin and lower outbound freight and handling expenses and operating expenses as a percentage of sales.

Rest of World .

Net sales percentage change due to:		Gross profit percentage change due to:	
Acquisitions	1.0 %	Acquisitions	2.6 %
Reported sales volumes	(16.3)%	Reported sales volumes	(16.3)%
Sales pricing and product mix	13.9 %	Sales pricing, product costs and other adjustments	13.2 %
Foreign currency translation	1.9 %	Foreign currency translation	3.0 %
Total	0.5 %	Total	2.5 %

External sales in the Rest of World segment were \$403.9 million, an increase of \$2.1 million, or 0.5%, in the year ended December 31, 2017. Foreign currency translation increased external sales dollars primarily due to the US dollar weakening against the Brazilian real, partially offset by the US dollar strengthening against the Mexican peso in the year ended December 31, 2017 as compared to the year ended December 31, 2016. The increase in external net sales from acquisitions was due to the September 2017 Tagma acquisition. The decrease in external net sales from reported sales volumes was due to weak industrial demand and in particular lower demand in upstream oil and gas products and solvents in Mexico. The increase in external net sales from changes in sales pricing and product mix was primarily due to favorable product mix and higher average selling prices resulting from the Company's efforts to improve its sales force effectiveness and higher chemical prices due to product shortages. Gross profit increased \$2.0 million, or 2.5%, to \$81.7 million in the year ended December 31, 2017. The increase in gross profit from acquisitions was due to the September 2017 Tagma acquisition. Gross profit increased from sales pricing, product costs and other adjustments primarily due to favorable product mix and higher average selling prices, offset by lower volumes across the region for the year ended December 31, 2017. Gross margin increased from 19.8% in the year ended December 31, 2016 to 20.2% in the year ended December 31, 2017 primarily due to the factors discussed above.

Outbound freight and handling expenses increased \$0.1 million, or 1.6%, to \$6.2 million in the year ended December 31, 2017. Foreign currency translation increased outbound freight and handling expenses by 1.6% or \$0.1 million. On a constant currency basis, outbound freight and handling expenses remained flat compared to prior year primarily due to lower reported sales volumes. Operating expenses remained flat at \$46.8 million and 11.6% as a percentage of external sales when comparing the year ended December 31, 2017 to the year ended December 31, 2016. Foreign currency translation increased operating expenses by 2.8% or \$1.3 million. On constant currency basis, operating expenses decreased \$1.3 million, or 2.8% due to several insignificant components.

Adjusted EBITDA increased by \$1.9 million, or 7.1%, to \$28.7 million in the year ended December 31, 2017. Foreign currency translation increased Adjusted EBITDA by 3.7% or \$1 million. On a constant currency basis, Adjusted EBITDA increased \$0.9 million, or 3.4%, primarily due to increased gross profit. Adjusted EBITDA margin increased from 6.7% in the year ended December 31, 2016 to 7.1% in the year ended December 31, 2017 primarily due to higher gross margin.

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Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

	Year ended				Favorable (unfavorable)	% Change	Impact of currency*
(in millions)	December 31, 2016		December 31, 2015				
Net sales	\$ 8,073.7	100.0 %	\$ 8,981.8	100.0 %	\$ (908.1)	(10.1)%	(1.4)%
Cost of goods sold (exclusive of depreciation)	6,346.6	78.6 %	7,182.7	80.0 %	836.1	(11.6)%	1.4 %
Gross profit	\$ 1,727.1	21.4 %	\$ 1,799.1	20.0 %	\$ (72.0)	(4.0)%	(1.3)%
Operating expenses:							
Outbound freight and handling	286.6	3.5 %	324.6	3.6 %	38.0	(11.7)%	0.7 %
Warehousing, selling and administrative	877.8	10.9 %	874.4	9.7 %	(3.4)	0.4 %	1.1 %
Other operating expenses, net	104.5	1.3 %	106.1	1.2 %	1.6	(1.5)%	6.0 %
Depreciation	152.3	1.9 %	136.5	1.5 %	(15.8)	11.6 %	1.7 %
Amortization	85.6	1.1 %	88.5	1.0 %	2.9	(3.3)%	1.4 %
Impairment charges	133.9	1.7 %	—	— %	(133.9)	— %	— %
Total operating expenses	\$ 1,640.7	20.3 %	\$ 1,530.1	17.0 %	\$ (110.6)	7.2 %	1.4 %
Operating income	\$ 86.4	1.1 %	\$ 269.0	3.0 %	\$ (182.6)	(67.9)%	(0.5)%
Other (expense) income:							
Interest income	3.9	— %	4.3	— %	(0.4)	(9.3)%	(2.3)%
Interest expense	(163.8)	(2.0)%	(211.3)	(2.4)%	47.5	(22.5)%	0.7 %
Loss on extinguishment of debt	—	— %	(12.1)	(0.1)%	12.1	N/M	(200.0)%
Other expense, net	(6.1)	(0.1)%	(23.2)	(0.3)%	17.1	(73.7)%	26.7 %
Total other expense	\$ (166.0)	(2.1)%	\$ (242.3)	(2.7)%	\$ 76.3	(31.5)%	3.1 %
(Loss) income before income taxes	(79.6)	(1.0)%	26.7	0.3 %	(106.3)	(398.1)%	23.2 %
Income tax (benefit) expense	(11.2)	(0.1)%	10.2	0.1 %	21.4	(209.8)%	2.0 %
Net (loss) income	\$ (68.4)	(0.8)%	\$ 16.5	0.2 %	\$ (84.9)	(514.5)%	38.8 %

* Foreign currency translation is included in the percentage change. Unfavorable impacts from foreign currency translation are designated with parentheses.

Net sales

Net sales percentage change due to:

Acquisitions	1.3 %
Reported sales volumes	(4.1)%
Sales pricing and product mix	(5.9)%
Foreign currency translation	(1.4)%
Total	(10.1)%

Net sales were \$8,073.7 million in the year ended December 31, 2016, a decrease of \$908.1 million, or 10.1%, from the year ended December 31, 2015. The increase in net sales from acquisitions was primarily driven by the November 2015 Weavertown, March 2016 Bodine, and July 2015 Chemical Associates acquisitions in the US and the October 2015 Future/BlueStar and March 2016 Nexus Ag acquisitions in Canada. The decrease in net sales from reported sales volumes primarily resulted from reductions in sales of upstream oil and gas products driven by reduced market demand. The decrease in net sales from changes in sales pricing and product mix was driven by lower average selling prices in all segments. Foreign currency translation decreased net sales, due to the US dollar strengthening against all major currencies. Refer to the "Segment results" for the year ended December 31, 2016 discussion for additional information.

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Gross profit

Gross profit percentage change due to:

Acquisitions	2.0 %
Reported sales volumes	(4.1)%
Sales pricing, product costs and other adjustments	(0.6)%
Foreign currency translation	(1.3)%
Total	(4.0)%

Gross profit decreased \$72.0 million, or 4.0%, to \$1,727.1 million for the year ended December 31, 2016. The increase in gross profit from acquisitions was primarily driven by the November 2015 Weavertown, March 2016 Bodine, and July 2015 Chemical Associates acquisitions in the US; and the October 2015 Future/BlueStar and March 2016 Nexus Ag acquisitions in Canada. The decrease in gross profit from reported sales volumes primarily resulted from reductions in upstream oil and gas products driven by reduced market demand. The decrease in gross profit from changes in sales pricing, product costs and other adjustments was primarily driven by the USA segment, partially offset by increases in the Canada, EMEA, and Rest of World segments. Foreign currency translation decreased gross profit due to the US dollar strengthening against all major currencies. Gross margin, which we define as gross profit divided by net sales, increased to 21.4% in the year ended December 31, 2016 from 20.0% in the year ended December 31, 2015. Refer to the “Segment results” for the year ended December 31, 2016 discussion for additional information.

Outbound freight and handling

Outbound freight and handling expenses decreased \$38.0 million, or 11.7%, to \$286.6 million for the year ended December 31, 2016. Foreign currency translation decreased outbound freight and handling expense by 0.7% or \$2.3 million. On a constant currency basis, outbound freight and handling expenses decreased 11.0% or \$35.7 million, which was attributable to lower reported sales volumes. Refer to the “Segment results” for the year ended December 31, 2016 discussion for additional information.

Warehousing, selling and administrative

Warehousing, selling and administrative expenses increased \$3.4 million, or 0.4%, to \$877.8 million for the year ended December 31, 2016. Foreign currency translation decreased warehousing, selling and administrative expenses by 1.1% or \$9.8 million. The \$13.2 million increase was primarily driven by \$16.4 million of incremental operating expenses from acquisitions, \$10.4 million in higher personnel expenses primarily due annual compensation increases, and a reduction of \$7.9 million of gains from the medical retiree benefit plan have now been fully amortized from accumulated other comprehensive income. Partially offsetting the increases were \$12.1 million of lower variable compensation expense and cost reductions of \$3.5 million of lower contract labor expenses, \$3.1 million of lower travel and entertainment expenses, and \$3.0 million of lower information technology expenses driven by efforts to control costs. The remaining \$0.2 million increase related to several insignificant components. Refer to the “Segment results” for the year ended December 31, 2016 discussion for additional information.

Other operating expenses, net

Other operating expenses, net decreased \$1.6 million, or 1.5%, to \$104.5 million for the year ended December 31, 2016. The decrease was primarily related to a reduction of \$26.2 million in fees paid to our pre-initial public offering significant stockholders, CVC Capital Partners (“CVC”) and Clayton, Dubilier & Rice, LLC (“CD&R”) resulting from the termination of the management contracts with CVC and CD&R as part of our June 2015 IPO.

Also contributing to the decrease was \$25.8 million of lower redundancy and restructuring charges (primarily severance costs) in the year ended December 31, 2016 compared to the year ended December 31, 2015. The cost savings from the prior redundancy and restructuring programs have been largely completed as of December 31, 2016 and represent \$10.0 million of annual savings. Approximately 85 percent of the savings are within warehouse, selling and administrative expenses and 15 percent within cost of goods sold. Just over half of these cost savings were achieved this year and were primarily within the USA and EMEA segments. Cost savings from these programs will help offset other investments we make in our business and the impact of inflation. These estimated cost savings are based on information currently available to us. There can be no guarantee that all or any of these cost savings will actually be achieved. The actual amount of costs savings, if any, may differ materially from the above estimates. Refer to “Note 5: Restructuring charges” in Item 8 of this Annual Report on Form 10-K for additional information.

The decrease in costs was primarily offset by a pension mark to market and related adjustments of \$67.3 million which was \$50.2 million higher than the year ended December 31, 2015, and \$2.9 million of stock-based compensation primarily due to incremental expenses related to awards made in 2016. The remaining decrease was driven by lower consulting fees incurred of

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\$2.8 million and decreased acquisition and integration expenses of \$1.6 million during the year ended December 31, 2016. The remaining \$1.7 million increase related to several insignificant components. Foreign currency translation decreased other operating expenses, net by \$6.4 million, or 6.0%. Refer to “Note 4: Other operating expenses, net” in Item 8 of this Annual Report on Form 10-K for additional information.

Depreciation and amortization

Depreciation expense increased \$15.8 million, or 11.6%, to \$152.3 million for the year ended December 31, 2016. Foreign currency translation decreased depreciation expense by \$2.3 million, or 1.7%. On a constant currency basis, the increase of \$18.1 million, or 13.3%, was primarily related to accelerated depreciation for facility closures and the reassessment of useful lives of certain internally developed software in conjunction with reevaluating our overall information technology enhancement efforts.

Amortization expense decreased \$2.9 million, or 3.3%, to \$85.6 million for the year ended December 31, 2016. Amortization expense decreased \$1.2 million, or 1.4%, due to foreign currency translation. On a constant currency basis, the decrease of \$1.7 million, or 1.9%, was primarily driven by third quarter 2016 impairment charge which reduced the intangible asset base, which was partially offset by additional intangible assets related to our recent business acquisitions.

Impairment charges

Impairment charges of \$133.9 million were recorded in the year ended December 31, 2016 due to the impairment of certain intangible assets and fixed assets related to the upstream oil and gas customers in the USA segment. Refer to “Note 13: Impairment charges” in Item 8 of this Annual Report on Form 10-K for additional information. There were no impairment charges in the year ended December 31, 2015.

During year ended December 31, 2016, the Company recorded a non-cash, long-lived asset impairment charge of \$113.7 million related to intangible assets and \$16.5 million related to property, plant and equipment within its consolidated statements of operations. The Company also recorded a non-cash, long-lived asset impairment charge of \$0.3 million related to assets held-for-sale. In addition, the Company also impaired \$3.4 million of inventory deemed to be unsaleable in connection with the facility closures.

Interest expense

Interest expense decreased \$47.5 million, or 22.5%, to \$163.8 million for the year ended December 31, 2016 primarily due to the June 2015 and July 2015 debt refinancing activity. Foreign currency translation decreased interest expense by 0.7% or \$1.4 million. Refer to “Note 15: Debt” in Item 8 of our Annual Report on Form 10-K for additional information.

Loss on extinguishment of debt

Loss on extinguishment of debt decreased \$12.1 million for the year ended December 31, 2016. The \$12.1 million loss in the year ended December 31, 2015 related to the write off of unamortized debt issuance costs and debt discount related to the payment of the principal balance of our then outstanding Senior Subordinated Notes during June 2015.

Other (expense) income, net

Other expense, net decreased \$17.1 million, or 73.7%, to \$6.1 million for the year ended December 31, 2016. The decrease was primarily driven by debt refinancing costs of \$16.5 million and the discontinuance of cash flow hedges of \$7.5 million that occurred during the year ended December 31, 2015. The additional decrease of \$11.1 million was primarily due to change in valuation of an undesignated interest rate swap and foreign derivative contracts. Refer to “Note 15: Debt” and “Note 17: Derivatives” in Item 8 of this Annual Report on Form 10-K for additional information, respectively.

The decrease was partially offset by foreign currency denominated loan revaluation losses of \$22.6 million primarily resulting from the revaluation of the Euro Tranche Term Loan for the year ended December 31, 2016. The remaining \$4.6 million decrease was related to several insignificant components. Refer to “Note 6: Other (expense) income, net” in Item 8 of this Annual Report on Form 10-K for additional information.

Income tax expense (benefit)

Income tax expense decreased \$21.4 million from an income tax expense of \$10.2 million in the year ended December 31, 2015 to an income tax benefit of \$11.2 million in the year ended December 31, 2016. The decrease is primarily due to a decrease in earnings resulting from an impairment charge and a pension mark to market adjustment. In addition, income tax expense decreased due to the release of a valuation allowance for certain net operating loss utilization in foreign tax jurisdictions and a decrease in the effect of flow-through entities. This was offset by the impact of a December 2016 change in the US tax regulations requiring the Company to revalue its deferred tax asset relating to certain unrealized foreign exchange losses of its non-US branches.

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Segment results

Our Adjusted EBITDA by operating segment and in aggregate is summarized in the following tables:

<u>(in millions)</u>	<u>USA</u>	<u>Canada</u>	<u>EMEA</u>	<u>Rest of World</u>	<u>Other/ Elimin- ations (1)</u>	<u>Consolidated</u>
	<u>Year ended December 31, 2016</u>					
Net sales:						
External customers	\$ 4,706.7	\$ 1,261.0	\$ 1,704.2	\$ 401.8	\$ —	\$ 8,073.7
Inter-segment	104.4	8.3	4.5	—	(117.2)	—
Total net sales	\$ 4,811.1	\$ 1,269.3	\$ 1,708.7	\$ 401.8	\$ (117.2)	\$ 8,073.7
Cost of goods sold (exclusive of depreciation)	3,769.7	1,047.4	1,324.6	322.1	(117.2)	6,346.6
Gross profit	\$ 1,041.4	\$ 221.9	\$ 384.1	\$ 79.7	\$ —	\$ 1,727.1
Outbound freight and handling	191.5	34.1	54.9	6.1	—	286.6
Warehousing, selling and administrative	517.5	83.8	210.5	46.8	19.2	877.8
Adjusted EBITDA	<u>\$ 332.4</u>	<u>\$ 104.0</u>	<u>\$ 118.7</u>	<u>\$ 26.8</u>	<u>\$ (19.2)</u>	<u>\$ 562.7</u>
Other operating expenses, net						104.5
Depreciation						152.3
Amortization						85.6
Impairment charges						133.9
Interest expense, net						159.9
Other expense, net						6.1
Income tax benefit						(11.2)
Net loss						<u>\$ (68.4)</u>

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(in millions)	USA	Canada	EMEA	Rest of World	Other/ Eliminations (1)	Consolidated
	Year ended December 31, 2015					
Net sales:						
External customers	\$ 5,351.5	\$ 1,376.6	\$ 1,780.1	\$ 473.6	\$ —	\$ 8,981.8
Inter-segment	112.7	8.6	4.0	0.1	(125.4)	—
Total net sales	\$ 5,464.2	\$ 1,385.2	\$ 1,784.1	\$ 473.7	\$ (125.4)	\$ 8,981.8
Cost of goods sold (exclusive of depreciation)	4,365.9	1,161.0	1,398.6	382.6	(125.4)	7,182.7
Gross profit	\$ 1,098.3	\$ 224.2	\$ 385.5	\$ 91.1	\$ —	\$ 1,799.1
Outbound freight and handling	216.9	39.3	59.6	8.8	—	324.6
Warehousing, selling and administrative	492.6	87.8	226.0	54.1	13.9	874.4
Adjusted EBITDA	<u>\$ 388.8</u>	<u>\$ 97.1</u>	<u>\$ 99.9</u>	<u>\$ 28.2</u>	<u>\$ (13.9)</u>	<u>\$ 600.1</u>
Other operating expenses, net						106.1
Depreciation						136.5
Amortization						88.5
Interest expense, net						207.0
Loss on extinguishment of debt						12.1
Other expense, net						23.2
Income tax expense						10.2
Net income						<u>\$ 16.5</u>

(1) Other/Eliminations represents the elimination of intersegment transactions as well as unallocated corporate costs consisting of costs specifically related to parent company operations that do not directly benefit segments, either individually or collectively.

USA .

Net sales percentage change due to:		Gross profit percentage change due to:	
Acquisitions	1.4 %	Acquisitions	2.5 %
Reported sales volumes	(5.2)%	Reported sales volumes	(5.2)%
Sales pricing and product mix	(8.2)%	Sales pricing, product costs and other adjustments	(2.5)%
Total	(12.0)%	Total	(5.2)%

External sales in the USA segment were \$4,706.7 million, a decrease of \$644.8 million, or 12.0%, in the year ended December 31, 2016. The increase in external net sales from acquisitions was primarily due to the November 2015 Weavertown, March 2016 Bodine, and July 2015 Chemical Associates acquisitions. The decrease in external net sales from reported sales volumes was primarily due to a reduction in sales of upstream oil and gas products driven by reduced market demand. The decrease in external net sales from changes in sales pricing and product mix was primarily driven by lower average selling prices resulting from market driven deflationary pressures. Gross profit decreased \$56.9 million, or 5.2%, to \$1,041.4 million in the year ended December 31, 2016. The increase in gross profit from acquisitions was primarily due to the November 2015 Weavertown, March 2016 Bodine, and July 2015 Chemical Associates acquisitions. Gross profit decreased due to changes in sales pricing, product costs and other adjustments primarily due to market deflationary pressures and sluggish industrial demand across several end markets. Gross margin increased from 20.5% in the year ended December 31, 2015 to 22.1% during the year ended December 31, 2016 primarily due to favorable product and end market mix.

Outbound freight and handling expenses decreased \$25.4 million, or 11.7%, to \$191.5 million in the year ended December 31, 2016 primarily due to lower reported sales volumes, lower diesel fuel costs and productivity improvements. Operating expenses increased \$24.9 million, or 5.1%, to \$517.5 million in the year ended December 31, 2016 primarily driven by \$13.3 million of incremental expenses from acquisitions, a reduction of \$7.9 million of gains from the medical retiree benefit plan have now been fully amortized from accumulated other comprehensive income, \$4.7 million of higher personnel expenses due to annual compensation increases, \$4.5 million of higher maintenance and repair expenses, \$4.4 million of incremental pension expenses

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primarily driven by lower expected return on assets, and \$3.1 million of incremental bad debt expense reflective of the year's challenging economic conditions. The increases in operating expenses were partially offset by \$9.1 million of lower variable compensation expense, and cost reductions of \$3.4 million of lower consulting fees and contract labor expenses driven by tighter cost management. The remaining \$0.5 million decrease related to several insignificant components. Operating expenses as a percentage of external sales increased from 9.2% in the year ended December 31, 2015 to 11.0% in the year ended December 31, 2016.

Adjusted EBITDA decreased by \$56.4 million, or 14.5%, to \$332.4 million in the year ended December 31, 2016. Acquisitions contributed \$13.1 million of additional Adjusted EBITDA in the year ended December 31, 2016. Adjusted EBITDA margin decreased from 7.3% in the year ended December 31, 2015 to 7.1% in the year ended December 31, 2016 primarily as a result of higher operating expenses as a percentage of sales.

Canada .

Net sales percentage change due to:		Gross profit percentage change due to:	
Acquisitions	2.4 %	Acquisitions	3.3 %
Reported sales volumes	(4.4)%	Reported sales volumes	(4.4)%
Sales pricing and product mix	(3.1)%	Sales pricing, product costs and other adjustments	3.7 %
Foreign currency translation	(3.3)%	Foreign currency translation	(3.6)%
Total	(8.4)%	Total	(1.0)%

External sales in the Canada segment were \$1,261.0 million, a decrease of \$115.6 million, or 8.4%, in the year ended December 31, 2016. Foreign currency translation decreased external sales dollars as the US dollar strengthened against the Canadian dollar when comparing the year ended December 31, 2016 to the year ended December 31, 2015. On a constant currency basis, external sales dollars decreased \$70.3 million or 5.1%. The increase in external net sales from acquisitions was due to the October 2015 Future/BlueStar and March 2016 Nexus Ag acquisitions. The decrease in external net sales from reported sales volumes was primarily due to lower sales in the oil and gas end market within Western Canada. The decrease in external net sales from changes in sales pricing and product mix was primarily driven by lower average selling prices. Gross profit decreased \$2.3 million, or 1.0%, to \$221.9 million in the year ended December 31, 2016. The increase in gross profit from acquisitions was due to the October 2015 Future/BlueStar and March 2016 Nexus Ag acquisitions. Gross profit increased due to changes in sales pricing, product costs and other adjustments primarily due to increased gross margins across several end markets as well as a shift in product mix towards higher margin products and services during the year ended December 31, 2016. Gross margin increased from 16.3% in the year ended December 31, 2015 to 17.6% in the year ended December 31, 2016.

Outbound freight and handling expenses decreased \$5.2 million, or 13.2%, to \$34.1 million primarily due to lower reported sales volumes, cost efficiencies and foreign currency translation. Operating expenses decreased by \$4.0 million, or 4.6%, to \$83.8 million in the year ended December 31, 2016 and increased as a percentage of external sales from 6.4% in the year ended December 31, 2015 to 6.6% in the year ended December 31, 2016. Foreign currency translation decreased operating expenses by \$3.0 million, or 3.4%. On a constant currency basis, operating expenses decreased \$1.0 million, or 1.1%, primarily due to lower pension expense of \$3.3 million resulting from the soft freeze of the Canadian pension plan. The decrease was partially offset by the increase in lease expenses of \$2.2 million due to acquisitions. The remaining \$0.1 million increase related to several insignificant components.

Adjusted EBITDA increased by \$6.9 million, or 7.1%, to \$104.0 million in the year ended December 31, 2016. Foreign currency translation decreased Adjusted EBITDA by \$3.8 million, or 3.9%. On a constant currency basis, Adjusted EBITDA increased \$10.7 million, or 11.0%, primarily due to decreased cost of sales generating increased gross profit and decreased outbound freight and handling expenses. Acquisitions contributed \$3.4 million of additional Adjusted EBITDA in the year ended December 31, 2016. Adjusted EBITDA margin increased from 7.1% in the year ended December 31, 2015 to 8.2% in the year ended December 31, 2016.

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EMEA .

Net sales percentage change due to:		Gross profit percentage change due to:	
Reported sales volumes	(0.2)%	Reported sales volumes	(0.2)%
Sales pricing and product mix	(2.3)%	Sales pricing, product costs and other adjustments	1.4 %
Foreign currency translation	(1.8)%	Foreign currency translation	(1.6)%
Total	(4.3)%	Total	(0.4)%

External sales in the EMEA segment were \$1,704.2 million, a decrease of \$75.9 million, or 4.3%, in the year ended December 31, 2016. The decrease in external net sales from reported sales volumes was primarily due to the continuing impacts of our previously implemented restructuring programs partially offset by growth in bulk commodity products. The decrease in external net sales from changes in sales pricing and product mix was primarily driven by lower pricing on products linked to oil prices. Foreign currency translation decreased external sales dollars primarily resulting from the US dollar strengthening against the British pound and the Euro, when comparing the year ended December 31, 2016 to the year ended December 31, 2015. Gross profit decreased \$1.4 million, or 0.4%, to \$384.1 million in the year ended December 31, 2016. Gross profit increased due to changes in sales pricing, product costs and other adjustments primarily due to increased sales of higher margin pharmaceutical finished goods as well as the continued impacts of our product mix enrichment strategy. Gross margin increased from 21.7% in the year ended December 31, 2015 to 22.5% in the year ended December 31, 2016 primarily due to the factors impacting gross profit discussed above.

Outbound freight and handling expenses decreased \$4.7 million, or 7.9%, to \$54.9 million primarily due to lower reported sales volumes and reduced common carrier costs. Operating expenses decreased \$15.5 million, or 6.9%, to \$210.5 million in the year ended December 31, 2016, and decreased as a percentage of external sales from 12.7% in the year ended December 31, 2015 to 12.4% in the year ended December 31, 2016. Foreign currency translation decreased operating expenses by 0.7% or \$1.5 million. On a constant currency basis, operating expenses decreased \$14.0 million, or 6.2%, which was primarily related to lower information technology expenses of \$1.9 million, lower bad debt expenses of \$1.5 million driven by a large recovery on previously reserved aged receivables, lower lease expense of \$1.0 million due to certain operating leases being replaced by capital leases, and lower pension expenses of \$0.8 million. The remaining \$8.8 million decrease related to cost savings from site closures.

Adjusted EBITDA increased by \$18.8 million, or 18.8%, to \$118.7 million in the year ended December 31, 2016. Foreign currency translation decreased Adjusted EBITDA by 4.2% or \$4.2 million. On a constant currency basis, Adjusted EBITDA increased \$23.0 million, or 23.0%, primarily due to sales of pharmaceutical finished goods contributing approximately 65.0% of the increase as well as continuing to benefit from reductions in operating expenses resulting from our previous restructuring activities. Sales of pharmaceutical finished goods represent approximately 29.9% of Adjusted EBITDA for the year ended December 31, 2016. Adjusted EBITDA margin increased from 5.6% in the year ended December 31, 2015 to 7.0% in the year ended December 31, 2016 primarily as a result of product mix, reductions in operating expenses and lower outbound freight and handling expenses.

Rest of World .

Net sales percentage change due to:		Gross profit percentage change due to:	
Reported sales volumes	(5.0)%	Reported sales volumes	(5.0)%
Sales pricing and product mix	(0.2)%	Sales pricing, product costs and other adjustments	2.6 %
Foreign currency translation	(10.0)%	Foreign currency translation	(10.1)%
Total	(15.2)%	Total	(12.5)%

External sales in the Rest of World segment were \$401.8 million, a decrease of \$71.8 million, or 15.2%, in the year ended December 31, 2016. Foreign currency translation decreased external sales dollars primarily due to the stronger US dollar position in the year ended December 31, 2016 as compared to the year ended December 31, 2015 against the Mexican peso and the Brazilian real. The decrease in external net sales from reported sales volumes was due to weak industrial demand and in particular lower demand for oil and gas products. The decrease in external net sales from changes in sales pricing and product mix was due to lower average selling prices driven by deflationary pressures. Gross profit decreased \$11.4 million, or 12.5%, to \$79.7 million in the year ended December 31, 2016. Gross profit decreased primarily due to foreign currency translation, which was partially offset by the increase in gross profit due to shift in product mix towards higher margin products and services. Gross margin increased

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from 19.2% in the year ended December 31, 2015 to 19.8% in the year ended December 31, 2016 primarily due to the factors impacting gross profit discussed above.

Outbound freight and handling expenses decreased \$2.7 million, or 30.7%, to \$6.1 million in the year ended December 31, 2016. Foreign currency translation decreased outbound freight and handling expenses by 8.0% or \$0.7 million. On a constant currency basis, outbound freight and handling expenses decreased \$2.0 million or 22.7%, which was primarily due to lower volumes as well as incremental cost savings. Operating expenses decreased \$7.3 million, or 13.5%, to \$46.8 million in the year ended December 31, 2016 but increased as a percentage of external sales from 11.4% in the year ended December 31, 2015 to 11.6% in the year ended December 31, 2016. Foreign currency translation decreased operating expenses by 9.8% or \$5.3 million. On constant currency basis, operating expenses decreased \$2.0 million, or 3.7%.

Adjusted EBITDA decreased by \$1.4 million, or 5.0%, to \$26.8 million in the year ended December 31, 2016. Foreign currency translation decreased Adjusted EBITDA by 11.4% or \$3.2 million. On a constant currency basis, Adjusted EBITDA increased \$1.8 million, or 6.4%, primarily due to lower operating expenses. Adjusted EBITDA margin increased from 6.0% in the year ended December 31, 2015 to 6.7% in the year ended December 31, 2016 primarily as a result of higher gross margin.

Liquidity and Capital Resources

Our primary source of liquidity is cash generated from our operations as well as borrowings under our credit facilities. During the years ended December 31, 2016 and December 31, 2017, we restructured a significant portion of our long-term debt obligations. These debt amendments extended our debt maturity profile and reduced our future interest payments. Refer to “Note 15: Debt” in Item 8 of this Annual Report on Form 10-K for further information on these debt amendments. As of December 31, 2017, our total liquidity was approximately \$1,148.4 million, comprised of \$681.4 million available under our credit facilities and \$467.0 million of cash and cash equivalents. Our primary liquidity and capital resource needs are to service our debt and to finance working capital, capital expenditures, other liabilities, cost of acquisitions and general corporate purposes. We believe that funds provided by these sources will be adequate to meet our liquidity and capital resource needs for at least the next 12 months under current operating conditions. We have significant working capital needs, although we have implemented several initiatives to improve our working capital and reduce the related financing requirements. The nature of our business, however, requires that we maintain inventories that enable us to deliver products to fill customer orders. As of December 31, 2017, we maintained inventories of \$839.5 million, equivalent to approximately 49.8 days of sales (which we calculate on the basis of cost of goods sold for the trailing 90-day period).

The funded status of our defined benefit pension plans is the difference between our plan assets and projected benefit obligations. Our pension plans in the US and certain other countries had an underfunded status of \$226.7 million, \$271.8 million and \$244.5 million at December 31, 2017, 2016 and 2015, respectively. During 2017, we made contributions of \$38.2 million. Based on current projections of minimum funding requirements, we expect to make cash contributions of \$39.1 million to our defined benefit pension plans in 2018. The timing for any such requirement in future years is uncertain given the implicit uncertainty regarding the future developments of factors described in “Risk Factors” in Item 1A of this Annual Report on Form 10-K and “Note 8: Employee benefit plans” in Item 8 of this Annual Report on Form 10-K.

As a result of the US Tax Act, we must include and pay a one-time tax on undistributed earnings held in foreign jurisdictions making it easier to repatriate our cash held in foreign jurisdictions. See also “Note 7: Income taxes” in Item 8 of this Annual Report on Form 10-K for more information.

We may from time to time repurchase our debt or take other steps to reduce our debt. These actions may include open market repurchases, negotiated repurchases or opportunistic refinancing of debt. The amount of debt, if any, that may be repurchased or refinanced will depend on market conditions, trading levels of our debt, our cash position, compliance with debt covenants and other considerations. Our affiliates may also purchase our debt from time to time, through open market purchases or other transactions.

In June 2017, S&P Global Ratings raised their corporate credit rating on Univar to BB- from B+ and reconfirmed our outlook as “stable”. In October 2017, Moody’s Investors Service, Inc. raised their corporate credit rating on Univar to B1 from B2, also with a “stable” outlook.

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Cash Flows

The following table presents a summary of our cash flow activity for the periods set forth below:

(in millions)	Fiscal Year Ended December 31,		
	2017	2016	2015
Net cash provided by operating activities	\$ 278.9	\$ 449.6	\$ 356.0
Net cash used by investing activities	(79.1)	(136.0)	(294.4)
Net cash used by financing activities	(108.7)	(166.1)	(19.8)

Cash Provided by Operating Activities

Year Ended December 31, 2017 Compared to Year Ended December 31, 2016

Cash provided by operating activities decreased \$170.7 million from \$449.6 million for the year ended December 31, 2016 to \$278.9 million for the year ended December 31, 2017.

Cash provided by operating activities increased by \$66.4 million due to an increase in net income exclusive of non-cash items in the year ended December 31, 2017 compared to the year ended December 31, 2016. Refer to “Results of Operations” above for additional information.

The change in trade working capital, which includes trade accounts receivable, net, inventories and trade accounts payable, resulted in an increased use of cash of \$176.8 million. Trade accounts receivable, net used cash of \$58.5 million in the year ended December 31, 2017 and provided cash of \$70.2 million in the year ended December 31, 2016. The increase in current year cash outflows is due to higher sales and the timing of customer payments compared to the prior year ended December 31, 2016. Inventories used cash of \$47.7 million in the year ended December 31, 2017 and provided cash of \$42.0 million in the year ended December 31, 2016. The current year use of cash is primarily due to higher inventories as a result of drought conditions in Canada that led to a soft agriculture season. Trade accounts payable provided cash inflows of \$53.6 million and \$12.0 million for the years ended December 31, 2017 and December 31, 2016, respectively. The cash inflows related to trade accounts payable are primarily due to higher purchases and timing of payments.

Cash provided by operating activities related to pensions and other postretirement benefit liabilities decreased \$78.7 million, which consisted of cash outflows of \$51.8 million for the year ended December 31, 2017 and cash inflows of \$26.9 million for the year ended December 31, 2016. The difference in the cash flows between the two respective periods is primarily due to reductions in the actuarial losses and increases in the return on plan assets when comparing the year ended December 31, 2017 to the year ended December 31, 2016. Refer to “Note 8: Employee benefit plans” in Item 8 of this Annual Report on Form 10-K for additional information. The decrease in cash provided by operating activities was also due to a \$48.8 million decrease from changes in prepaid expenses and other current assets. In the year ended December 31, 2017, prepaid expenses and other current assets used cash of \$8.7 million primarily due to increases in supplier prepayments and sales tax receivables. In the year ended December 31, 2016, prepaid expenses and other current assets provided cash of \$40.1 million primarily due to reductions in prepaid expenses related to rebates, deposits and several other insignificant components and the realization of an income tax refund in the amount of \$14.1 million.

The remaining cash inflow associated with operating activities of \$67.2 million is related to other, net, which consists of cash inflows of \$40.9 million for the year ended December 31, 2017 and cash outflows of \$26.3 million for the year ended December 31, 2016. The cash inflows for the year ended December 31, 2017 were primarily related to increases in accrued compensation, debt refinancing costs and several other insignificant components. The cash outflows for the year ended December 31, 2016 were primarily related to reductions in restructuring reserves, reductions in environmental reserves, increases in derivative assets and reductions in miscellaneous other liabilities, which were partially offset by increases in customer prepayments, sales taxes payable and several other insignificant components.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Cash provided by operating activities increased \$93.6 million from \$356.0 million for the year ended December 31, 2015 to \$449.6 million for the year ended December 31, 2016.

Cash provided by operating activities increased by \$32.7 million due to an increase in net income exclusive of non-cash items in the year ended December 31, 2016 compared to the year ended December 31, 2015. Refer to “Results of Operations” above for additional information.

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Cash provided by operating activities increased \$78.9 million primarily due to changes in projected benefit obligations and a reduction in contributions made to pensions and other postretirement benefit liabilities in the year ended December 31, 2016 compared to the year ended December 31, 2015. The increase in cash provided by operating activities was also due to a \$69.7 million increase from changes in prepaid expenses and other current assets, which primarily consisted of a \$32.7 million increase from the change in income tax receivable primarily due to the prior year recognition of an income tax refund that was realized in the amount of \$14.1 million in 2016 and a \$37.0 million increase from the change in prepaid expenses primarily due to a change in rebates, deposits, and several other insignificant components.

The above increases were partially offset by a \$52.7 million decrease in trade working capital, which includes trade accounts receivables, net, inventories and trade accounts payable. The reduction in cash flows from changes in trade working capital is largely attributable to reduced cash inflows associated with trade accounts receivables, net in the year ended December 31, 2016 compared to the year ended December 31, 2015, which is primarily driven by more consistent year-over-year sales during the year ended December 31, 2016 compared to the year ended December 31, 2015. Partially offsetting the decrease in trade working capital attributable to trade accounts receivables, net was an increase in trade working capital related to trade accounts payable, reflecting improved payment terms. Also contributing to the decrease offsetting the increase in cash provided by operating activities was a \$35.0 million decrease in other, net, which is primarily attributable to reductions in outstanding liabilities related to changes in redundancy and restructuring, accrued interest expense, and environmental reserves. The decrease in other, net was partially offset by increased liabilities related to compensation.

Cash Used by Investing Activities

Year Ended December 31, 2017 Compared to Year Ended December 31, 2016

Cash used by investing activities decreased \$56.9 million from \$136.0 million for the year ended December 31, 2016 to \$79.1 million for the year ended December 31, 2017. The decrease primarily relates to lower acquisition costs of \$29.2 million in the year ended December 31, 2017 compared to the year ended December 31, 2016. We completed two acquisitions in each of the years ended December 31, 2017 and December 31, 2016. Refer to “Note 18: Business combinations” in Item 8 of this Annual Report on Form 10-K for additional information. Proceeds from the sale of property, plant and equipment increased by \$19.8 million in the year ended December 31, 2017 compared to the year ended December 31, 2016, which was primarily due to the sale and subsequent leaseback of an operating facility within the Canadian business segment. In addition, capital expenditures decreased by \$7.4 million in the year ended December 31, 2017 compared to the year ended December 31, 2016. The decrease in capital expenditures is primarily due to timing of capital projects. The remaining decrease in cash used by investing activities of \$0.5 million did not contain any significant activity.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Cash used by investing activities decreased \$158.4 million from \$294.4 million for the year ended December 31, 2015 to \$136.0 million for the year ended December 31, 2016. The decrease primarily related to lower acquisition costs of \$99.3 million in the year ended December 31, 2016 compared to the year ended December 31, 2015. We completed two acquisitions in the year ended 2016 compared to six acquisitions in the year ended December 31, 2015. Refer to “Note 18: Business combinations” in Item 8 of this Annual Report on Form 10-K for additional information. In addition, there were reduced capital expenditures of \$54.9 million in the year ended December 31, 2016 compared to the year ended December 31, 2015. The decrease in capital expenditures is primarily due to reduced spending on transportation equipment and information technology assets. The remaining decrease in cash used by investing activities of \$4.2 million did not contain any significant activity.

Cash Used by Financing Activities

Year Ended December 31, 2017 Compared to Year Ended December 31, 2016

Cash used by financing activities decreased \$57.4 million from \$166.1 million for the year ended December 31, 2016 to \$108.7 million for the year ended December 31, 2017. A decrease in cash used by financing activities of \$79.0 million was due to a net change in the cash used by the ABL facilities of \$63.6 million and \$142.6 million for the years ended December 31, 2017 and December 31, 2016, respectively. The change in the outstanding ABL facilities is due to changes in borrowings related to working capital funding requirements. Partially offsetting the decrease in cash used by financing activities are \$13.3 million of cash outflows due to repayments of term debt; primarily inclusive of the Term B Loan and Euro Tranche Term Loan. The January 19, 2017 and November 28, 2017 agreements to amend the Senior Term B loan resulted in a net cash outflow of \$4.4 million and \$3.3 million of financing fees, respectively. Refer to “Note 15: Debt” in Item 8 of this Annual Report on Form 10-K for additional information. Increased payments related to capital leases resulted in increased cash usage due to financing activities of \$3.1 million.

Cash used by financing activities also decreased by \$19.6 million due to a net increase in stock option exercises of \$36.5 million and \$16.9 million for the years ended December 31, 2017 and December 31, 2016, respectively. Partially offsetting the

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increase in cash due to the exercise of stock options was cash used for taxes paid related to net share settlements of stock-based compensation awards of \$8.5 million, which was related to the year ended December 31, 2017. The change in short-term financing, net resulted in an increased usage of cash related to financing activities of \$17.6 million due to increased repayments. Short-term financing, net used cash of \$22.2 million and \$4.6 million for the years ended December 31, 2017 and December 31, 2016, respectively. The remaining decrease in cash used by financing activities of \$1.3 million did not contain any significant activity.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Cash used by financing activities increased \$146.3 million from \$19.8 million for the year ended December 31, 2015 to \$166.1 million for the year ended December 31, 2016. The increase in cash used by financing activities primarily relates to the net pay downs on debt of \$182.8 million, offset by inflows from stock options exercised of \$16.9 million for the year ended December 31, 2016. For the year ended December 31, 2015, in comparison, debt pay downs were largely offset by the June 2015 IPO and July 2015 debt refinancing activity.

Contractual Obligations and Commitments

The following table summarizes our contractual obligations that require us to make future cash payments as of December 31, 2017. The future contractual requirements include payments required for our operating and capital leases, indebtedness and other long-term liabilities reflected on our balance sheet.

(in millions)	Payment Due by Period				
	Total	2018	2019 - 2020	2021 - 2022	Thereafter
Short-term financing (1)	\$ 13.4	\$ 13.4	\$ —	\$ —	\$ —
Capital leases (1)	60.9	22.5	20.7	15.4	2.3
Long-term debt, including current maturities (1)	2,849.0	39.5	200.7	45.6	2,563.2
Interest (2)	772.8	131.9	253.2	234.2	153.5
Minimum operating lease payments	267.8	60.1	93.8	66.5	47.4
Estimated environmental liability payments (3)	94.1	29.1	23.0	15.1	26.9
Total (4)(5)(6)	<u>\$ 4,058.0</u>	<u>\$ 296.5</u>	<u>\$ 591.4</u>	<u>\$ 376.8</u>	<u>\$ 2,793.3</u>

(1) See "Note 15: Debt" in Item 8 of this Annual Report on Form 10-K for additional information. Also, see "Note 23: Subsequent events" in Item 8 of this Annual Report on Form 10-K for additional information.

(2) Interest payments on debt are calculated for future periods using interest rates in effect as of December 31, 2017. Projected interest payments include the related effects of interest rate swap agreements. Certain of these projected interest payments may differ in the future based on changes in floating interest rates, foreign currency fluctuations or other factors or events. The projected interest payments only pertain to obligations and agreements outstanding at December 31, 2017. See "Note 15: Debt" and "Note 17: Derivatives" in Item 8 of this Annual Report on Form 10-K for further discussion regarding our debt instruments and related interest rate agreements, respectively.

(3) Included in the less than one year category is \$11.0 million related to environmental liabilities for which the timing is uncertain. The timing of payments is unknown and could differ based on future events. For more information see "Note 19: Commitments and contingencies" in Item 8 of this Annual Report on Form 10-K.

(4) Due to the high degree of uncertainty related to the timing of future cash outflows associated with unrecognized income tax benefits, we are unable to reasonably estimate beyond one year when settlement will occur with the respective taxing authorities and have excluded such liabilities from this table. At December 31, 2017, we reported a liability for unrecognized tax benefits of \$3.7 million. For more information see "Note 7: Income taxes" in Item 8 of this Annual Report on Form 10-K.

(5) This table excludes our pension and postretirement medical benefit obligations. Based on current projections of minimum funding requirements, we expect to make cash contributions of \$39.1 million to our defined benefit pension plans in the year ended December 31, 2018. The timing for any such requirement in future years is uncertain given the implicit uncertainty regarding the future developments of factors described in "Risk Factors" in Item 1A of this Annual Report on Form 10-K and "Note 8: Employee benefit plans" in Item 8 of this Annual Report on Form 10-K.

We expect that we will be able to fund our remaining obligations and commitments with cash flow from operations. To the extent we are unable to fund these obligations and commitments with cash flow from operations; we intend to fund these obligations and commitments with proceeds from available borrowing capacity under our Senior ABL Facility or under future financings.

Off-Balance Sheet Arrangements

We have few off-balance sheet arrangements. In recent years, our principal off-balance sheet arrangements have consisted primarily of operating leases for facility space, rail cars and some equipment leasing and we expect to continue these practices. For additional information on these leases, see "Note 19: Commitments and contingencies" in Item 8 of this Annual Report on Form 10-K. We do not use special purpose entities that would create off-balance sheet financing.

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Critical Accounting Estimates

General

Preparation of our financial statements in accordance with GAAP requires management to make a number of significant estimates and assumptions that form the basis for our determinations as to the carrying values of assets and liabilities and the reported amounts of revenues and expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We consider an accounting estimate to be critical if that estimate requires that we make assumptions about matters that are highly uncertain at the time we make that estimate and if different estimates that we could reasonably have used or changes in accounting estimates that are reasonably likely to occur could materially affect our consolidated financial statements. We believe that the following critical accounting estimates reflect our more significant estimates and assumptions used in the preparation of our consolidated financial statements. Our significant accounting policies are described in “Note 2: Significant accounting policies” in Item 8 of this Annual Report on Form 10-K.

Revenue Recognition

We recognize net sales when persuasive evidence of an arrangement exists, delivery of products has occurred or services are provided to customers, the sales price is fixed or determinable and collectability is reasonably assured. Net sales includes product sales, billings for freight and handling charges and fees earned for services provided, net of any discounts, returns, customer rebates and sales or other revenue-based tax. We recognize product sales and billings for freight and handling charges when products are considered delivered to the customer under the terms of the sale. Fee revenues are recognized when services are completed.

Our sales to customers in the agriculture end markets often provide for a form of inventory protection through credit and re-bill, as well as understandings pursuant to which price changes from producers may be passed through to the customer. These arrangements require us to make estimates of potential returns of unused product as well as revenue deferral to the extent the sales price is not considered determinable. The estimates used to determine the amount of revenue associated with product likely to be returned are based on past experience adjusted for any current market conditions.

Goodwill

Goodwill is tested for impairment annually, or between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Goodwill is tested for impairment at a reporting unit level using either a qualitative assessment, commonly referred to as a “step zero” test, or a quantitative assessment, commonly referred to as a “step one” test. For each of the reporting units, the Company has the option to perform either the step zero or the step one test.

The step zero goodwill impairment test utilizes qualitative factors to determine whether it is more likely than not that the fair value of the reporting units is less than its carrying value. Qualitative factors include: macroeconomic conditions; legal and regulatory environment; industry and market considerations; overall financial performance and cost factors to determine whether a reporting unit is at risk for goodwill impairment. In the event a reporting unit fails the step zero goodwill impairment test, it is necessary to perform the step one goodwill impairment test.

The step one goodwill impairment test compares the estimated fair value of each reporting unit with the reporting unit’s carrying value (including goodwill). If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting unit and we must perform step two of the impairment test (measurement). Step two of the impairment test, if necessary, requires the identification and estimation of the fair value of the reporting unit’s individual assets, including currently unrecognized intangible assets, and liabilities in order to calculate the implied fair value of the reporting unit’s goodwill. Under step two, an impairment loss is recognized to the extent the carrying amount of the reporting unit’s goodwill exceeds the implied fair value. The See “Note 12: Goodwill and intangible assets” in Item 8 of this Annual Report on Form 10-K for additional information related to goodwill.

At October 1, 2017, we performed our annual impairment review via step zero and concluded it was more likely than not that the fair value exceeded the carrying value for all reporting units with goodwill balances. There were no events or circumstances from the date of assessment through December 31, 2017 that would affect this conclusion. Accordingly, further step one and step two testing was not required to be performed.

Determining the fair value of a reporting unit requires judgment and involves the use of significant estimates and assumptions by management. The inputs that create the most sensitivity in our goodwill valuation model are the discount rate, terminal growth rate, estimated cash flow projections and market multiples. We can provide no assurance that a material impairment charge will not occur in a future period. Our estimates of future cash flows may differ from actual cash flows that are subsequently realized

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due to many factors, including future worldwide economic conditions and the expected benefits of our initiatives. Any of these potential factors, or other unexpected factors, may cause us to re-evaluate the carrying value of goodwill.

Environmental Liabilities

As more fully described in “Note 2: Significant accounting policies” and “Note 19: Commitments and contingencies” in Item 8 of this Annual Report on Form 10-K, we recognize environmental contingency liabilities for probable and reasonably estimable losses associated with environmental remediation. The estimated environmental contingency liability includes incremental direct costs of investigations, remediation efforts and post-remediation monitoring. The total environmental reserve at December 31, 2017, and 2016 was \$89.2 million and \$95.8 million, respectively.

Our environmental reserves are subject to numerous uncertainties that affect our ability to accurately estimate our costs, or our share of costs if multiple parties are responsible. These uncertainties involve the legal, regulatory and enforcement parameters governing environmental assessment and remediation, the nature and extent of contamination at these sites, the extent and cost of assessment and remediation efforts required, the choice of remediation and, in the case of sites with multiple responsible parties, the number and financial strength of other potentially responsible parties. In addition, our determination as to whether a loss is probable may change, particularly as new facts emerge as to the nature or extent of any non-compliance with environmental laws and the costs of assessment and remediation. Our revisions to the environmental reserve estimates have ranged between \$12.3 million to \$5.5 million between 2017 and 2016.

Defined Benefit Pension and Other Postretirement Obligations

As described more fully in “Note 2: Significant accounting policies” and “Note 8: Employee benefit plans” in Item 8 of this Annual Report on Form 10-K, we sponsor defined benefit pension plans in the US and various other countries. We determine these pension costs and obligations using actuarial methodologies that use several statistical and judgmental factors. These assumptions include discount rates, rates for expected return on assets, mortality rates, retirement rates and for some plans rates for compensation increases, as determined by us within certain guidelines. Actual experience different from those estimated and changes in assumptions can result in the recognition of gains and losses in earnings as our accounting policy is to recognize changes in the fair value of plan assets or each plan’s projected benefit obligation in the fourth quarter of each year (the “mark to market” adjustment), unless an earlier remeasurement is required.

For the year ended December 31, 2017, we decreased our average pension discount rate by 42 basis points, resulting in an increase in our pension plan benefit obligation of \$63.2 million. For the year ended December 31, 2016, our average pension discount rate decreased by 54 basis points, resulting in an increase in our pension plan benefit obligation of \$114.0 million. Our expected long-term rate of return on pension plan assets is 6.02% and 6.85% for 2017 and 2016, respectively. Actual returns can vary from the expected long-term rate each year. Actual returns for 2017 and 2016 were \$117.4 million, or 11.7%, and \$106.4 million or 10.9%, respectively. Our expected return on plan assets is calculated using the actual fair value of plan assets. Due to the phasing out of benefits under our postretirement benefit plan, changes in assumptions have an immaterial effect on that obligation.

The following table demonstrates the impact of a 25 basis point reduction in the average pension discount rate on our pension plan benefit obligation as of the year ended December 31, 2017.

<u>(in millions)</u>	<u>2017 Pension Benefit Obligation</u>
25 basis point decrease in discount rate	\$ 51.9

The following table demonstrates the impact of a 25 basis point decrease in our assumed discount rate and separately a 100 basis point decrease in our expected return on plan assets on our 2018 defined benefit pension cost (credit).

<u>(in millions)</u>	<u>2018 Net Benefit Cost (Income)</u>
25 basis point decrease in assumed discount rate	\$ (1.6)
100 basis point decrease in expected return on plan assets	10.4

Income Taxes

We are subject to income taxes in the jurisdictions in which we sell products and earn revenues, including the United States, Canada and various Latin American, Asian-Pacific and European jurisdictions. By their nature, a number of our tax positions require us to apply significant judgment in order to properly evaluate and quantify our tax positions and to determine our provision for income taxes. GAAP sets forth a two-step approach to recognizing and measuring uncertain tax positions. The first step is to

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evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. GAAP specifically prohibits the use of a valuation allowance as a substitute for derecognition of tax positions and also requires expanded disclosures. See “Note 7: Income taxes” in Item 8 of this Annual Report on Form 10-K.

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (the “Tax Act”). The legislation significantly changes U.S. tax law by, among other things, lowering corporate income tax rates, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. The Tax Act permanently reduces the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. The SEC staff issued Staff Accounting Bulletin No. 118 (“SAB 118”) to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. The Company has recognized the provisional tax impacts related to deemed repatriated earnings and the revaluation of deferred tax assets and liabilities and included these amounts in its consolidated financial statements for the year ended December 31, 2017. The ultimate impact may differ from these provisional amounts, possibly materially, due to, among other things, additional analysis, changes in interpretations and assumptions the Company has made, additional regulatory guidance that may be issued, and actions the Company may take as a result of the Tax Act. The accounting is expected to be complete within the measurement period of one year from December 22, 2017.

Although we believe we have adequately reserved for our uncertain tax positions, the final outcome of these tax matters may be different than our provision. We adjust our reserves for tax positions in light of changing facts and circumstances, such as the closing of a tax audit, the refinement of an estimate or changes in tax laws. To the extent that the final tax outcome of these matters is different than the amounts recorded, the differences are recorded as adjustments to the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate. The interest and penalties related to these reserves are recorded as a component of interest expense and warehousing, selling and administrative expenses, respectively.

Our future effective tax rates could be adversely affected by changes in the valuation of our deferred tax assets or liabilities, or changes in tax laws, regulations, accounting principles or interpretations thereof. In addition, we are subject to examination of our income tax returns by various tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provisions for income taxes.

We recognize deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts using enacted tax rates in effect for the year the differences are expected to reverse. Significant judgment in the forecasting of taxable income using historical and projected future operating results is required in determining our provision for income tax and the related asset and liabilities.

In the event that the actual outcome of future tax consequences differs from our estimates and assumptions due to changes or future events such as tax legislation, geographic mix of the earnings, completion of tax audits or earnings repatriation plans, the resulting change to the provision for income taxes could have a material effect on the consolidated statements of operations and consolidated balance sheets.

We have a valuation allowance on certain deferred tax assets, including certain of our foreign net operating loss carry forwards, foreign tax credits and deferred interest expense.

In evaluating our ability to realize our deferred tax assets, in full or in part, we consider all available positive and negative evidence, including our past operating results, our forecast of future market growth, forecasted earnings, future taxable income and prudent and feasible tax planning strategies.

The assumptions utilized in determining future taxable income require significant judgment and are consistent with the plans and estimates we are using to manage the underlying businesses. We believe it is more likely than not that the remaining deferred tax assets recorded on our balance sheet will ultimately be realized. In the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to earnings in the period in which we make such determination.

Recently Issued and Adopted Accounting Pronouncements

See “Note 2: Significant accounting policies” in Item 8 of this Annual Report on Form 10-K.

Accounting Pronouncements Issued But Not Yet Adopted

See “Note 2: Significant accounting policies” in Item 8 of this Annual Report on Form 10-K.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial Risk Management Objectives and Policies

Our principal financial instruments, other than derivatives, comprise credit facilities and other long-term debt as well as cash and cash equivalents. We have various other financial instruments, such as accounts receivable and accounts payable, which arise directly from our operations. We make use of various financial instruments under a financial policy. We use derivative financial instruments to reduce exposure to fluctuations in foreign exchange rates and interest rates in certain limited circumstances described below. While these derivative financial instruments are subject to market risk, principally based on changes in currency exchange and interest rates, the impact of these changes on our financial position and results of operations is generally offset by a corresponding change in the financial or operating items we are seeking to hedge. We follow a strict policy that prohibits trading in financial instruments other than to acquire and manage these hedging positions. We do not hold or issue derivative or other financial instruments for speculative purposes, or to hedge translation risk.

The principal risks arising from our financial instruments are interest rate risk, product price risk, foreign currency risk and credit risk. Our board of directors reviews and approves policies designed to manage each of these risks, which are summarized below. We also monitor the market-price risk arising from all financial instruments. The interest rate risk to which we are subject at year end is discussed below. Our accounting policies for derivative financial instruments are set out in our summary of significant accounting policies at “Note 2: Significant accounting policies” in Item 8 of this Annual Report on Form 10-K.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our long-term debt obligations. Under our hedging policy, we seek to maintain an appropriate amount of fixed-rate debt obligations, either directly or effectively through interest rate derivative contracts that fix the interest rate payable on all or a portion of our floating rate debt obligations. We assess the anticipated mix of the fixed versus floating amount of debt once a year, in connection with our annual budgeting process, with the purpose of hedging variability of interest expense and interest payments on our variable rate bank debt and maintaining a mix of both fixed and floating rate debt. As of December 31, 2017, approximately 84% of our debt was fixed rate after consideration of interest rate swap contracts.

The interest rates related to our long-term debt decreased since December 31, 2015 due to the January 2017 and November 2017 debt amendments. Refer to “Note 15: Debt” in Item 8 of this Annual Report on Form 10-K for additional information. As a result, the impact on our earnings before taxes has materially changed when considering a change in variable interest rates.

Below is a chart showing the sensitivity of both a 100 basis point and 200 basis point increase in interest rates (including the impact of derivatives), with other variables held constant on our earnings before tax.

	Year Ended December 31, 2017	
(in millions)		
100 basis point increase in variable interest rates	\$	4.6
200 basis point increase in variable interest rates		9.3

Foreign Currency Risk

Because we conduct our business on an international basis in multiple currencies, we may be adversely affected by foreign exchange rate fluctuations. Although we report financial results in US dollars, a substantial portion of our net sales and expenses are denominated in currencies other than the US dollar, particularly the euro, the Canadian dollar and European currencies other than the euro, including the British pound sterling. Fluctuations in exchange rates could therefore significantly affect our reported results from period to period as we translate results in local currencies into US dollars. We have not used derivative instruments to hedge the translation risk related to earnings of foreign subsidiaries.

Additionally, our investments in EMEA, Canada and Rest of World are subject to foreign currency risk. Currency fluctuations result in non-cash gains and losses that do not impact income before income taxes, but instead are recorded as accumulated other comprehensive loss in equity in our consolidated balance sheet. We do not hedge our investment in non-US entities because those investments are viewed as long-term in nature.

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The majority of our currency risk arising on cash, accounts receivable, accounts payable and loan balances denominated in currencies other than those which we record the financial results for a business operation stem from exposures to the US dollar, euro or British pound sterling. The following table illustrates the sensitivity of our 2017 consolidated earnings before income taxes (including the impact of foreign currency derivative instruments), to a 10% increase in the value of the US dollar, euro, and, British pound sterling with all other variables held constant.

	Year ended December 31, 2017
(in millions)	
10% strengthening of US dollar	\$ (1.4)
10% strengthening of Euro	2.5
10% strengthening of British pound	(1.3)

Product Price Risk

Our business model is to buy and sell at “spot” prices in quantities approximately equal to estimated customer demand. We do not take significant “long” or “short” positions in the products we sell in an attempt to speculate on changes in product prices. As a result, we are not significantly exposed to changes in product selling prices or costs and our exposure to product price risk is not material. Because we maintain inventories in order to serve the needs of our customers, we are subject to the risk of reductions in market prices for chemicals we hold in inventory, but we actively manage this risk and have reduced our exposure by improving sales forecasting and reducing the period of projected sales for which inventories are held, as well as incorporating low working capital targets within employee incentive plans.

Credit Risk

We have a credit policy in place and monitor exposure to credit risk on an ongoing basis. We perform credit evaluations on all customers requesting credit above a specified exposure level. In the normal course of business, we provide credit to our customers, perform ongoing credit evaluations of these customers and maintain reserves for potential credit losses. In certain situations, we will require upfront cash payment, collateral and/or personal guarantees based on the credit worthiness of the customers. We typically have limited risk from a concentration of credit risk as no individual customer represents greater than 10% of the outstanding accounts receivable balance.

Investments, if any, are only in liquid securities and only with counterparties with appropriate credit ratings. Transactions involving derivative financial instruments are with counterparties with which we have a signed netting agreement and which have appropriate credit ratings. We do not expect any counterparty to fail to meet its obligations.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Univar Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Univar Inc. as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive loss, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2017 and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2017 and 2016, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework and our report dated February 28, 2018 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2010.

Chicago, Illinois

February 28, 2018

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Opinion on Internal Control over Financial Reporting

We have audited Univar Inc.'s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Univar Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2017 consolidated financial statements of Univar Inc. and our report dated February 28, 2018, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Assessment of Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and applicable rules and regulation of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitation of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP
Chicago, Illinois
February 28, 2018

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UNIVAR INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except per share data)	Note	Year ended December 31,		
		2017	2016	2015
Net sales		\$ 8,253.7	\$ 8,073.7	\$ 8,981.8
Cost of goods sold (exclusive of depreciation)		6,448.2	6,346.6	7,182.7
Gross profit		\$ 1,805.5	\$ 1,727.1	\$ 1,799.1
Operating expenses:				
Outbound freight and handling		292.0	286.6	324.6
Warehousing, selling and administrative		909.8	877.8	874.4
Other operating expenses, net	4	49.5	104.5	106.1
Depreciation		135.0	152.3	136.5
Amortization		65.4	85.6	88.5
Impairment charges	13	—	133.9	—
Total operating expenses		\$ 1,451.7	\$ 1,640.7	\$ 1,530.1
Operating income		\$ 353.8	\$ 86.4	\$ 269.0
Other (expense) income:				
Interest income		4.0	3.9	4.3
Interest expense		(152.0)	(163.8)	(211.3)
Loss on extinguishment of debt	15	(3.8)	—	(12.1)
Other expense, net	6	(33.2)	(6.1)	(23.2)
Total other expense		\$ (185.0)	\$ (166.0)	\$ (242.3)
Income (loss) before income taxes		168.8	(79.6)	26.7
Income tax expense (benefit)	7	49.0	(11.2)	10.2
Net income (loss)		<u>\$ 119.8</u>	<u>\$ (68.4)</u>	<u>\$ 16.5</u>
Income (loss) per common share:				
Basic	3	\$ 0.85	\$ (0.50)	\$ 0.14
Diluted	3	0.85	(0.50)	0.14
Weighted average common shares outstanding:				
Basic	3	140.2	137.8	119.6
Diluted	3	141.4	137.8	120.1

The accompanying notes are an integral part of these consolidated financial statements.

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UNIVAR INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

<u>(in millions)</u>	<u>Note</u>	<u>Year ended December 31,</u>		
		<u>2017</u>	<u>2016</u>	<u>2015</u>
Net income (loss)		\$ 119.8	\$ (68.4)	\$ 16.5
Other comprehensive income (loss), net of tax:				
Foreign currency translation	10	107.1	36.3	(212.6)
Pension and other postretirement benefits adjustment	10	(2.4)	(1.8)	(7.3)
Derivative financial instruments	10	6.7	—	3.7
Total other comprehensive income (loss), net of tax		\$ 111.4	\$ 34.5	\$ (216.2)
Comprehensive income (loss)		<u>\$ 231.2</u>	<u>\$ (33.9)</u>	<u>\$ (199.7)</u>

The accompanying notes are an integral part of these consolidated financial statements.

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UNIVAR INC.
CONSOLIDATED BALANCE SHEETS

		December 31,	
(in millions, except per share data)	Note	2017	2016
Assets			
Current assets:			
Cash and cash equivalents		\$ 467.0	\$ 336.4
Trade accounts receivable, net		1,062.4	950.3
Inventories		839.5	756.6
Prepaid expenses and other current assets		149.6	134.8
Total current assets		<u>\$ 2,518.5</u>	<u>\$ 2,178.1</u>
Property, plant and equipment, net	11	1,003.0	1,019.5
Goodwill	12	1,818.4	1,784.4
Intangible assets, net	12	287.7	339.2
Deferred tax assets	7	22.8	18.2
Other assets		82.3	50.5
Total assets		<u><u>\$ 5,732.7</u></u>	<u><u>\$ 5,389.9</u></u>
Liabilities and stockholders' equity			
Current liabilities:			
Short-term financing	15	\$ 13.4	\$ 25.3
Trade accounts payable		941.7	852.3
Current portion of long-term debt	15	62.0	109.0
Accrued compensation		100.7	65.6
Other accrued expenses	14	301.6	287.3
Total current liabilities		<u>\$ 1,419.4</u>	<u>\$ 1,339.5</u>
Long-term debt	15	2,820.0	2,845.0
Pension and other postretirement benefit liabilities	8	257.1	268.6
Deferred tax liabilities	7	35.4	17.2
Other long-term liabilities		110.7	109.7
Total liabilities		<u>\$ 4,642.6</u>	<u>\$ 4,580.0</u>
Stockholders' equity:			
Preferred stock, 200.0 million shares authorized at \$0.01 par value with no shares issued or outstanding as of December 31, 2017 and 2016		—	—
Common stock, 2.0 billion shares authorized at \$0.01 par value with 141.1 million and 138.8 million shares issued and outstanding at December 31, 2017 and December 31, 2016, respectively		1.4	1.4
Additional paid-in capital		2,301.3	2,251.8
Accumulated deficit		(934.1)	(1,053.4)
Accumulated other comprehensive loss	10	(278.5)	(389.9)
Total stockholders' equity		<u>\$ 1,090.1</u>	<u>\$ 809.9</u>
Total liabilities and stockholders' equity		<u><u>\$ 5,732.7</u></u>	<u><u>\$ 5,389.9</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

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UNIVAR INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)	Note	Year ended December 31,		
		2017	2016	2015
Operating activities:				
Net income (loss)		\$ 119.8	\$ (68.4)	\$ 16.5
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization		200.4	237.9	225.0
Impairment charges	13	—	133.9	—
Amortization of deferred financing fees and debt discount		7.9	7.9	12.2
Amortization of pension credit from accumulated other comprehensive loss	8	(0.2)	(4.5)	(11.9)
Loss on extinguishment of debt	15	3.8	—	12.1
Gain on sale of property, plant and equipment	4	(11.3)	(0.7)	(2.8)
Deferred income taxes	7	11.7	(31.6)	(7.4)
Stock-based compensation expense	9	19.7	10.4	7.5
Other		(0.7)	(0.2)	0.8
Changes in operating assets and liabilities:				
Trade accounts receivable, net		(58.5)	70.2	198.7
Inventories		(47.7)	42.0	82.3
Prepaid expenses and other current assets		(8.7)	40.1	(29.6)
Trade accounts payable		53.6	12.0	(104.1)
Pensions and other postretirement benefit liabilities		(51.8)	26.9	(52.0)
Other, net		40.9	(26.3)	8.7
Net cash provided by operating activities		\$ 278.9	\$ 449.6	\$ 356.0
Investing activities:				
Purchases of property, plant and equipment		\$ (82.7)	\$ (90.1)	\$ (145.0)
Proceeds from sale of property, plant and equipment		29.2	9.4	9.5
Purchases of businesses, net of cash acquired	18	(24.4)	(53.6)	(153.4)
Other		(1.2)	(1.7)	(5.5)
Net cash used by investing activities		\$ (79.1)	\$ (136.0)	\$ (294.4)
Financing activities:				
Proceeds from sale of common stock		\$ —	\$ —	\$ 765.3
Proceeds from the issuance of long-term debt	15	4,477.8	—	2,806.6
Payments on long-term debt and capital lease obligations	15	(4,585.7)	(178.2)	(3,547.8)
Short-term financing, net	15	(22.2)	(4.6)	(11.5)
Financing fees paid	15	(7.7)	—	(28.7)
Taxes paid related to net share settlements of stock-based compensation awards		(8.5)	—	(3.6)
Stock option exercises	9	36.5	16.9	3.0
Other		1.1	(0.2)	(3.1)
Net cash used by financing activities		\$ (108.7)	\$ (166.1)	\$ (19.8)
Effect of exchange rate changes on cash and cash equivalents		\$ 39.5	\$ 0.8	\$ (59.7)
Net increase (decrease) in cash and cash equivalents		130.6	148.3	(17.9)
Cash and cash equivalents at beginning of period		336.4	188.1	206.0
Cash and cash equivalents at end of period		\$ 467.0	\$ 336.4	\$ 188.1
Supplemental disclosure of cash flow information:				
Cash paid during the period for:				
Income taxes		\$ 29.9	\$ 14.9	\$ 38.2
Interest, net of capitalized interest		140.2	148.9	169.7
Non-cash activities:				
Additions of property, plant and equipment included in trade accounts payable and other accrued expenses		\$ 7.4	\$ 11.5	\$ 10.1
Additions of property, plant and equipment under a capital lease obligation		19.9	29.6	67.7

The accompanying notes are an integral part of these consolidated financial statements.

UNIVAR INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(in millions, except per share data)	Common stock (shares)	Common stock	Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive income (loss)	Total
Balance, January 1, 2015	100.2	\$ —	\$ 1,457.6	\$ (1,001.3)	\$ (208.2)	\$ 248.1
Net income	—	—	—	16.5	—	16.5
Foreign currency translation adjustment, net of tax \$7.4	—	—	—	—	(212.6)	(212.6)
Pension and other postretirement benefits adjustment, net of tax \$4.6	—	—	—	—	(7.3)	(7.3)
Derivative financial instruments, net of tax (\$2.1)	—	—	—	—	3.7	3.7
Share issuances	37.7	—	761.5	—	—	761.5
Change in par value of common stock to \$0.01	—	1.4	(1.4)	—	—	—
Tax withholdings related to net share settlements of stock-based compensation awards	(0.2)	—	(3.4)	(0.2)	—	(3.6)
Stock option exercises	0.2	—	3.0	—	—	3.0
Stock-based compensation	0.1	—	7.5	—	—	7.5
Usage of excess tax benefit from stock-based compensation	—	—	(0.1)	—	—	(0.1)
Balance, December 31, 2015	138.0	\$ 1.4	\$ 2,224.7	\$ (985.0)	\$ (424.4)	\$ 816.7
Net loss	—	—	—	(68.4)	—	(68.4)
Foreign currency translation adjustment, net of tax \$23.9	—	—	—	—	36.3	36.3
Pension and other postretirement benefits adjustment, net of tax \$1.5	—	—	—	—	(1.8)	(1.8)
Stock option exercises	0.8	—	16.9	—	—	16.9
Stock-based compensation	—	—	10.4	—	—	10.4
Other	—	—	(0.2)	—	—	(0.2)
Balance, December 31, 2016	138.8	\$ 1.4	\$ 2,251.8	\$ (1,053.4)	\$ (389.9)	\$ 809.9
Impact due to adoption of ASU, net of tax \$0.2 ⁽¹⁾	—	—	0.7	(0.5)	—	0.2
Net income	—	—	—	119.8	—	119.8
Foreign currency translation adjustment, net of tax (\$2.1)	—	—	—	—	107.1	107.1
Pension and other postretirement benefits adjustment, net of tax \$0.6	—	—	—	—	(2.4)	(2.4)
Derivative financial instruments, net of tax (\$4.3)	—	—	—	—	6.7	6.7
Restricted stock units vested	0.8	—	—	—	—	—
Tax withholdings related to net share settlements of stock-based compensation awards	(0.3)	—	(8.5)	—	—	(8.5)
Stock option exercises	1.8	—	36.5	—	—	36.5
Employee stock purchase plan ⁽²⁾	—	—	1.1	—	—	1.1
Stock-based compensation	—	—	19.7	—	—	19.7
Balance, December 31, 2017	141.1	\$ 1.4	\$ 2,301.3	\$ (934.1)	\$ (278.5)	\$ 1,090.1

(1) Adjusted due to the adoption of ASU 2016-09 "Improvement to Employee Share-Based Payment Accounting" on January 1, 2017. Refer to "Note 2: Significant accounting policies" for more information.

(2) During November 2016, our Board of Directors approved the Univar Employee Stock Purchase Plan, or ESPP, authorizing the issuances of up to 2.0 million shares of the Company's common stock effective January 1, 2017. The total number of shares issued under the plan for the first two offering periods from January through December 2017 was 39,418 shares.

The accompanying notes are an integral part of these consolidated financial statements.

UNIVAR INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2017 AND 2016 AND
FOR THE YEARS ENDED DECEMBER 31, 2017, 2016 AND 2015**

1. Nature of operations

Headquartered in Downers Grove, Illinois, Univar Inc. ("Company" or "Univar") is a leading global chemical and ingredients distributor and provider of specialty services. The Company's operations are structured into four operating segments that represent the geographic areas under which the Company manages its business:

- Univar USA ("USA")
- Univar Canada ("Canada")
- Univar Europe, the Middle East and Africa ("EMEA")
- Rest of the World ("Rest of World")

Rest of World includes certain developing businesses in Latin America (including Brazil and Mexico) and the Asia-Pacific region.

2. Significant accounting policies

Basis of presentation

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Unless otherwise indicated, all financial data presented in these consolidated financial statements are expressed in US dollars.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries. Subsidiaries are consolidated if the Company has a controlling financial interest, which may exist based on ownership of a majority of the voting interest, or based on the Company's determination that it is the primary beneficiary of a variable interest entity ("VIE"). The Company did not have any material interests in VIEs during the years presented in these consolidated financial statements. All intercompany balances and transactions are eliminated in consolidation.

Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the financial statements and accompanying notes. Actual results could differ materially from these estimates.

Recently issued and adopted accounting pronouncements

In March 2016, the FASB issued ASU 2016-09 "Compensation – Stock Compensation" (Topic 718) – "Improvement to Employee Share-Based Payment Accounting." The core principal of the guidance is to simplify several aspects of the accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification of related amounts within the statement of cash flows. The standard was effective for fiscal years beginning after December 15, 2016, including interim periods within such fiscal years. The guidance was applied using a modified retrospective method by means of a cumulative-effect adjustment to equity as of the beginning of the period in which the guidance was adopted. The Company adopted the ASU as of January 1, 2017 which resulted in an increase of \$0.5 million, net of tax of \$0.2 million, in accumulated deficit and the offset of \$0.7 million was recorded in additional paid-in capital within the Company's consolidated balance sheet and statements of changes in stockholders' equity.

In October 2016, the FASB issued ASU 2016-17 "Consolidation" (Topic 810) - "Interests Held through Related Parties That Are under Common Control." The core principle of the guidance is to provide amendments to the current consolidation guidance. The revised consolidation guidance modifies how a reporting entity that is a single decision maker of a VIE should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. This guidance was effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. The Company adopted the ASU as of January 1, 2017 and the ASU was applied retrospectively to all relevant prior periods beginning with the fiscal year in which the amendments in ASU 2015-02

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“Consolidation” (Topic 810) - “Amendments to the Consolidation Analysis” were applied. The adoption of this ASU had no material impact on the Company’s consolidated financial statements.

Accounting pronouncements issued but not yet adopted

In May 2014, the FASB issued ASU 2014-09 “Revenue from Contracts with Customers” (Topic 606), which supersedes the revenue recognition requirements in Accounting Standards Codification (“ASC”) 605, “Revenue Recognition.” This new revenue standard creates a single source of revenue guidance for all companies in all industries and is more principles-based than the current revenue guidance. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method) or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). We plan to adopt this update on January 1, 2018 using the modified retrospective approach by recognizing the cumulative effect of initially applying the standard as an adjustment to the opening balance of retained earnings for 2018.

The Company expects the net impact to accumulated deficit related to the adoption transition adjustment to not be material. The adjustment primarily relates to bill-and-hold arrangements and transition to an over time revenue recognition methodology for select service lines of business. The Company also expects adjustments to the consolidated balance sheet related to the adoption transition adjustment, which are primarily due to a change in classification of customer prepayments and return reserves.

In January 2016, the FASB issued ASU 2016-01 “Financial Instrument – Recognition and Measurement of Financial Assets and Financial Liabilities” (Subtopic 825-10). The core principle of the guidance is that an entity should classify equity securities with readily determinable fair values as “trading” or “available-for-sale” and requires equity securities to be measured at fair value with changes in the fair value recognized through net income. For equity investments that do not have readily determinable fair values, remeasurement is required at fair value either upon the occurrence of an observable price change or upon identification of impairment. The ASU defines an equity investment as “investments in partnerships, unincorporated joint ventures and limited liability companies that do not result in consolidation and are not accounted for under the equity method.” This guidance is applied as a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption and is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this accounting standard update on its internal processes, operating results and financial reporting. The Company does not expect a significant impact to its consolidated financial statements when it adopts this ASU.

In February 2016, the FASB issued ASU 2016-02 “Leases” (Topic 842), which supersedes the lease recognition requirements in ASC Topic 840, “Leases.” The core principal of the guidance is that an entity should recognize assets and liabilities arising from a lease for both financing and operating leases, along with additional qualitative and quantitative disclosures. The standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within such fiscal years. Early adoption is permitted. The guidance is to be applied using a modified retrospective transition method with the option to elect a package of practical expedients. The Company has established a project team to evaluate and implement the standard. The project team is in the process of determining and reviewing the scope of arrangements subject to this standard, as well as, assessing the impact to our systems, processes and internal controls to comply with the standard’s reporting and disclosure requirements. Upon adoption of this standard, the Company expects the consolidated balance sheet to include a right of use asset and liability related to certain operating lease arrangements. The Company is currently evaluating the impact of the adoption of this accounting standard update on its internal processes, operating results and financial reporting.

In June 2016, the FASB issued ASU 2016-13 “Financial Instruments - Credit Losses” (Topic 326) - “Measurement of Credit Losses on Financial Instruments.” The ASU requires entities to use a Current Expected Credit Loss model which is a new impairment model based on expected losses rather than incurred losses. Under the model, an entity would recognize an impairment allowance equal to its current estimate of all contractual cash flows that the entity does not expect to collect from financial assets measured at amortized cost. The entity’s estimate would consider relevant information about past events, current conditions and reasonable and supportable forecasts, which will result in recognition of lifetime expected credit losses upon initial recognition of the related assets. This guidance will be effective for fiscal years beginning after December 15, 2019, including interim periods within such fiscal years. The Company expects to adopt this guidance when effective, and does not expect the guidance to have a significant impact to its consolidated financial statements when it adopts this ASU on January 1, 2020.

In August 2016, the FASB issued ASU 2016-15 “Statement of Cash Flows” (Topic 230) - “Classification of Certain Cash Receipts and Cash Payments.” The ASU clarifies and provides specific guidance on eight cash flow classification issues that are not currently addressed by current guidance; and therefore, reduces the current diversity in practice. The standard will be effective for fiscal years beginning after December 15, 2017, including interim periods within such fiscal years. Early adoption is permitted. The guidance is to be applied using a retrospective transition method to each period presented. The Company does not expect any impact to its consolidated statement of operations or consolidated balance sheet since the ASU only addresses classification items within the statement of cash flows.

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In October 2016, the FASB issued ASU 2016-16 “Income Taxes” (Topic 740) - “Intra-Entity Transfers of Assets Other Than Inventory.” The ASU eliminates the exception that prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party for assets other than inventory. The standard will be effective for fiscal years beginning after December 15, 2017, including interim periods within such fiscal years. Early adoption is permitted as of the beginning of an annual reporting period for which financial statements (interim or annual) have not yet been issued. The guidance requires modified retrospective adoption. The Company expects to adopt this guidance when effective, and does not expect the guidance to have a significant impact to its consolidated financial statements when it adopts this ASU on January 1, 2018.

In November 2016, the FASB issued ASU 2016-18 “Statement of Cash Flows” (Topic 230) - “Restricted Cash.” The ASU clarifies and provides specific guidance on restricted cash classification issues that are not currently addressed by current guidance; and therefore, reduces the current diversity in practice. The standard will be effective for fiscal years beginning after December 15, 2017, including interim periods within such fiscal years. Early adoption is permitted. The guidance is to be applied using a retrospective transition method to each period presented. The Company does not expect any impact to its consolidated statement of operations or consolidated balance sheet since the ASU only addresses classification items within the statement of cash flows.

In January 2017, the FASB issued ASU 2017-01 “Business Combinations” (Topic 805) - “Clarifying the Definition of a Business.” The core principle of the guidance is to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The standard will be effective for fiscal years beginning after December 15, 2017, including interim periods within such fiscal years. Early adoption is permitted immediately, pending non-recognition of the business transaction in previously issued or made available financial statements. The Company does not expect a significant impact to its consolidated financial statements when it adopts this ASU.

In January 2017, the FASB issued ASU 2017-04 “Intangibles - Goodwill and Other” (Topic 350) - “Simplifying the Test for Goodwill Impairment.” The core principle of the guidance is to simplify the accounting for goodwill impairments by eliminating step 2 from the goodwill impairment test. The new standard allows an entity to calculate goodwill impairment as the excess of a reporting unit's carrying amount in comparison to the reporting unit's fair value. The standard will be effective for fiscal years beginning after December 15, 2019, including interim periods within such fiscal years. Early adoption is permitted, including adoption in an interim period, for goodwill impairment tests performed on dates after January 1, 2017. The Company expects to adopt the pronouncement in 2018 and does not expect a significant impact to its consolidated financial statements.

In March 2017, the FASB issued ASU 2017-07 “Compensation - Retirement Benefits” (Topic 715) - “Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost.” The ASU requires entities to disaggregate the service cost component from the other components of net periodic benefit costs and present it with other current compensation costs for related employees in the income statement, and present the other component elsewhere in the income statement and outside of income from operations if that subtotal is presented. The amendments in this update also allow only the service cost component to be eligible for capitalization when applicable. The guidance is to be applied retrospectively for all periods presented. The standard will be effective for fiscal years beginning after December 15, 2017, including interim periods within such fiscal years. Refer to “Note 3: Employee benefit plans” for our components of net periodic benefit cost. The Company acknowledges that the adoption of this ASU will have a significant impact upon the classification of pension and other postretirement benefits within the consolidated statement of operations. Certain expenses previously recorded within warehouse, selling and administrative expenses and other operating expenses, net will be reclassified and recorded within other (expense) income, net upon adoption of the ASU. Only the service costs will be able to be recognized within warehouse, selling and administrative expenses upon adoption of the ASU. The restatement from ASU 2017-07 “Compensation - Retirement Benefits” (Topic 715) will not impact net income, but will retrospectively reduce Adjusted EBITDA by approximately \$10.0 million in 2017 and \$15.0 million in 2016.

In May 2017, the FASB issued ASU 2017-09 “Compensation - Stock Compensation” (Topic 718) - “Scope of Modification Accounting.” The ASU provides clarity and reduces both diversity in practice and cost and complexity when applying the guidance in Topic 718, Compensation—Stock Compensation, to a change to the terms or conditions of a share-based payment award. The standard will be effective for fiscal years beginning after December 15, 2017, including interim periods within such fiscal years. Early adoption is permitted, including adoption in an interim period. The guidance is to be applied prospectively. The Company does not expect a significant impact to its consolidated financial statements when it adopts this ASU.

In August 2017, the FASB issued ASU 2017-12 “Derivatives and Hedging (Topic 815) - Targeted Improvements to Accounting for Hedging Activities.” The ASU better aligns hedge accounting with an entity's risk management activities, simplifies the application of hedge accounting, and improves transparency as to the scope and results of hedging programs. The standard will be effective for fiscal years beginning after December 15, 2018, including interim periods within such fiscal years. Early adoption is permitted in any interim period after issuance of the ASU. The guidance is to be applied using a modified retrospective approach to existing hedging relationships as of the adoption date. The amended presentation and disclosure guidance is required only prospectively. The Company is evaluating the impact of the ASU on its consolidated financial statements.

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Cash and cash equivalents

Cash and cash equivalents include highly-liquid investments with an original maturity of three months or less that are readily convertible into known amounts of cash. Cash at banks earn interest at floating rates based on daily bank deposit rates.

Trade accounts receivable, net

Trade accounts receivable are stated at the invoiced amount, net of an allowance for doubtful accounts.

In the normal course of business, the Company provides credit to its customers, performs ongoing credit evaluations of these customers and maintains reserves for potential credit losses. In certain situations, the Company will require up-front cash payment, collateral and/or personal guarantees based on the credit worthiness of the customer.

The allowance for doubtful accounts was \$13.0 million and \$13.4 million at December 31, 2017 and 2016, respectively. The allowance for doubtful accounts is estimated based on an individual assessment of collectability based on factors that include current ability to pay, bankruptcy and payment history, as well as a general reserve related to prior experience.

Inventories

Inventories consist primarily of products purchased for resale and are stated at the lower of cost or net realizable value. Inventory cost is determined by the weighted average cost method. Inventory cost includes purchase price from producers net of any rebates received, inbound freight and handling, and direct labor and other costs incurred to blend and repackage product and excludes depreciation expense. The Company recognized \$3.3 million, \$6.6 million and \$0.8 million of lower of cost or net realizable value adjustments to certain of its inventories in the years ended December 31, 2017, 2016 and 2015, respectively. The expense related to these adjustments is included in cost of goods sold in the consolidated statements of operations.

Producer incentives

The Company has arrangements with certain producers that provide discounts when certain measures are achieved, generally related to purchasing volume. Volume rebates are generally earned and realized when the related products are purchased during the year. The reduction in cost of goods sold is recorded when the related products, on which the rebate was earned, are sold. As our right to receive these incentives will depend on our purchases for the entire year, our accounting estimates depend on our ability to accurately forecast annual purchases. Discretionary rebates are recorded when received. The unpaid portion of rebates from producers is recorded in prepaid expenses and other current assets in the consolidated balance sheets.

Property, plant and equipment, net

Property, plant and equipment are carried at historical cost, net of accumulated depreciation. Expenditures for improvements that add functionality and/or extend useful life are capitalized. The Company capitalizes interest costs on significant capital projects, as an increase to property, plant and equipment. Repair and maintenance costs are expensed as incurred. Depreciation is recorded on a straight-line basis over the estimated useful life of each asset from the time the asset is ready for its intended purpose, with consideration of any expected residual value. Depreciation expense is recorded to depreciation within the consolidated statement of operations.

The estimated useful lives of property, plant and equipment are as follows:

Buildings	10-50 years
Main components of tank farms	5-40 years
Containers	2-15 years
Machinery and equipment	5-20 years
Furniture, fixtures and others	5-20 years
Information technology	3-10 years

The Company evaluates the useful life and carrying value of property, plant and equipment for impairment if an event occurs or circumstances change that would indicate the carrying value may not be recoverable. If an asset is tested for possible impairment, the Company compares the carrying amount of the related asset group to future undiscounted net cash flows expected to be generated by that asset group. If the carrying amount of the asset group is not recoverable on an undiscounted cash flow basis, an impairment loss is recognized to the extent that the carrying amount exceeds its estimated fair value.

Leasehold improvements are capitalized and amortized over the lesser of the term of the applicable lease, including renewable periods if reasonably assured, or the useful life of the improvement.

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Assets under capital leases where ownership transfers to the Company at the end of the lease term or the lease agreement contains a bargain purchase option are depreciated over the useful life of the asset. For remaining assets under capital leases, the assets are depreciated over the lesser of the term of the applicable lease, including renewable periods if reasonably assured, or the useful life of the asset with consideration of any expected residual value.

Refer to “Note 11: Property, plant and equipment, net” for further information.

Goodwill and intangible assets

Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in business combinations.

Goodwill is tested for impairment annually on October 1, or between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Goodwill is tested for impairment at a reporting unit level using either a qualitative assessment, commonly referred to as a “step zero” test, or a quantitative assessment, commonly referred to as a “step one” test. For each of the reporting units, the Company has the option to perform either the step zero or the step one test. The Company’s reporting units are identical to the identified four operating segments: USA, Canada, EMEA, and Rest of World.

The Company elected the step zero test to evaluate goodwill for impairment for each of the reporting units during 2017 and 2016. The step zero goodwill impairment test utilizes qualitative factors to determine whether it is more likely than not that the fair value of the reporting units is less than its carrying value. Qualitative factors include: macroeconomic conditions; legal and regulatory environment; industry and market considerations; overall financial performance and cost factors to determine whether a reporting unit is at risk for goodwill impairment. In the event a reporting unit fails the step zero goodwill impairment test, it is necessary to perform the step one goodwill impairment test.

Prior to the year ended December 31, 2016, the Company tested for goodwill impairment at a reporting level using a two-step test. The step one goodwill impairment test compares the estimated fair value of each reporting unit with the reporting unit’s carrying value (including goodwill). If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting unit and the Company must perform step two of the impairment test (measurement). Step two of the impairment test, if necessary, would require the identification and estimation of the fair value of the reporting unit’s individual assets, including currently unrecognized intangible assets and liabilities in order to calculate the implied fair value of the reporting unit’s goodwill. Under step two, an impairment loss is recognized to the extent the carrying amount of the reporting unit’s goodwill exceeds the implied fair value.

Intangible assets consist of customer and producer relationships and contracts, intellectual property trademarks, trade names, non-compete agreements and exclusive distribution rights. Intangible assets have finite lives and are amortized over their respective useful lives of 2 to 20 years. Amortization of intangible assets is based on the pattern in which the economic benefits of the intangible assets are consumed or otherwise used up which is based on the undiscounted cash flows, or when not reliably determined, on a straight-line basis. Intangible assets are tested for impairment if an event occurs or circumstances change that indicates the carrying value may not be recoverable. Refer to “Note 13: Impairment charges” for further information.

Customer relationship intangible assets represent the fair value allocated in purchase price accounting for the ongoing relationships with an existing customer base acquired in a business combination. The fair value of customer relationships is determined using the excess earnings methodology, an income based approach. The excess earnings methodology provides an estimate of the fair value of customer relationship assets by deducting economic costs, including operating expenses and contributory asset charges from revenue expected to be generated by the asset. These estimated cash flows are then discounted to the present value equivalent.

Refer to “Note 12: Goodwill and intangible assets” for further information.

Short-term financing

Short-term financing includes bank overdrafts and short-term lines of credit. Refer to “Note 15: Debt” for further information.

Long-term debt

Long-term debt consists of loans with original maturities greater than one year. Fees paid in connection with the execution of line-of-credit arrangements are included in other assets and fees paid in connection with the execution of a recognized debt liability as a direct deduction from the carrying amount of that debt liability. These fees are amortized using the effective interest method over the term of the related debt or expiration of the line-of-credit arrangement. Refer to “Note 15: Debt” for further information.

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Income taxes

The Company is subject to income taxes in the US and numerous foreign jurisdictions. Significant judgment in the forecasting of taxable income using historical and projected future operating results is required in determining the Company's provision for income taxes and the related assets and liabilities. The provision for income taxes includes income taxes paid, currently payable or receivable and those deferred.

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (the "Tax Act"). The legislation significantly changes U.S. tax law by, among other things, lowering corporate income tax rates, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. The Tax Act permanently reduces the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. The SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118") to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. The Company has recognized the provisional tax impacts related to deemed repatriated earnings and the revaluation of deferred tax assets and liabilities and included these amounts in its consolidated financial statements for the year ended December 31, 2017. The ultimate impact may differ from these provisional amounts, possibly materially, due to, among other things, additional analysis, changes in interpretations and assumptions the Company has made, additional regulatory guidance that may be issued, and actions the Company may take as a result of the Tax Act. The accounting is expected to be complete within the measurement period of one year from December 22, 2017.

In the event that the actual outcome of future tax consequences differs from the Company's estimates and assumptions due to changes or future events such as tax legislation, geographic mix of the earnings, completion of tax audits or earnings repatriation plans, the resulting change to the provision for income taxes could have a material effect on the consolidated statement of operations and consolidated balance sheet.

Deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities and are measured using enacted tax rates and laws that are expected to be in effect when the differences reverse. Deferred tax assets are also recognized for the estimated future effects of tax loss carryforwards. The effect on deferred taxes of changes in tax rates is recognized in the period in which the revised tax rate is enacted.

The Company records valuation allowances to reduce deferred tax assets to the extent it believes it is more likely than not that a portion of such assets will not be realized. In making such determinations, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and the ability to carry back losses to prior years. Realization is dependent upon generating sufficient taxable income prior to expiration of tax attribute carryforwards. Although realization is not assured, management believes it is more likely than not that all of the deferred tax assets will be realized, or if not, a valuation allowance has been recorded. The Company continues to monitor the value of its deferred tax assets, as the amount of the deferred tax assets considered realizable, could be reduced in the near term if estimates of future taxable income during the carryforward periods are reduced, or current tax planning strategies are not implemented.

US GAAP prescribes a recognition threshold and measurement attribute for the accounting and financial statement disclosure of tax positions taken or expected to be taken in a tax return. The evaluation of a tax position is a two-step process. The first step requires the Company to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. The second step requires the Company to recognize in the financial statements each tax position that meets the more likely than not criteria, measured at the amount of benefit that has a greater than fifty percent likelihood of being realized.

The Company recognizes interest and penalties related to unrecognized tax benefits within interest expense and warehousing, selling and administrative, respectively, in the accompanying consolidated statements of operations. Accrued interest and penalties are included within either other accrued expenses or other long-term liabilities in the consolidated balance sheets.

Refer to "Note 7: Income taxes" for further information.

Pension and other postretirement benefit plans

The Company sponsors several defined benefit and defined contribution plans. The Company's contributions to defined contribution plans are charged to income during the period of the employee's service.

The benefit obligation and cost of defined benefit pension plans and other postretirement benefits are calculated based upon actuarial valuations, which involves making assumptions about discount rates, expected rates of return on assets, future salary increases, future health care costs, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

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The projected benefit obligation is calculated separately for each plan based on the estimated future benefit employees have earned in return for their service based on the employee's expected date of retirement. Those benefits are discounted to determine the present value of the benefit obligations using the projected unit-credit method. A liability is recognized on the balance sheet for each plan with a projected benefit obligation in excess of the fair value of plan assets. An asset is recorded for each plan with plan assets at fair value in excess of the projected benefit obligation.

The Company recognizes the actuarial gains or losses that arise during the period within other operating expenses, net in the consolidated statement of operations. This "mark to market" adjustment is recognized at each December 31. This adjustment primarily includes gains and losses resulting from changes in discount rates and the difference between the expected rate of return on plan assets and actual plan asset returns. Curtailment and settlement gains and losses are recognized in other operating expenses, net in the statement of operations. Curtailment losses must be recognized in the statement of operations when it is probable that a curtailment will occur and its effects are reasonably estimable. However, a curtailment gain is recognized in the statement of operations when the related employees terminate or the plan suspension or amendment is adopted, whichever is applicable. Settlement gains and losses are recognized in the period in which the settlement occurs, regardless of how probable it is at an earlier date that the settlement will occur and despite the fact that the probable gain or loss may be reasonably estimable before the settlement actually takes place. The Company recognizes prior service costs or credits that arise during the period in other comprehensive loss, and amortizes these items in subsequent periods as components of net periodic benefit cost within other operating expenses, net in the consolidated statement of operations. All other components of net periodic benefit cost are classified as warehousing, selling and administrative expenses in the consolidated statements of operations.

The fair value of plan assets is used to calculate the expected return on assets component of the net periodic benefit cost.

Refer to "Note 8: Employee benefit plans" for further information.

Leases

All leases that are determined not to meet any of the capital lease criteria are classified as operating leases. Operating lease costs are recognized as an expense in the statement of operations on a straight-line basis over the lease term.

The Company leases certain vehicles and equipment that qualify for capital lease classification. Assets under capital leases are carried at historical cost, net of accumulated depreciation and are included in property, plant and equipment, net in the consolidated balance sheet. Depreciation expense related to the capital lease assets is included in depreciation expense in the consolidated statement of operations. Refer to "Note 11: Property, plant and equipment, net" for further information.

The present value of minimum lease payments under a capital lease is included in current portion of long-term debt and long-term debt in the consolidated balance sheet. The capital lease obligation is amortized utilizing the effective interest method and interest expense related to the capital lease obligation is included in interest expense in the consolidated statement of operations. Refer to "Note 19: Commitments and contingencies" for further information.

Contingencies

A loss contingency is recorded if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. The Company evaluates, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of the ultimate loss. Changes in these factors and related estimates could materially affect the Company's financial position and results of operations. Legal expenses are recorded as legal services are provided. Refer to "Note 19: Commitments and contingencies" for further information.

Environmental liabilities

Environmental contingencies are recognized for probable and reasonably estimable losses associated with environmental remediation. Incremental direct costs of the investigation, remediation effort and post-remediation monitoring are included in the estimated environmental contingencies. Expected cash outflows related to environmental remediation for the next 12 months and amounts for which the timing is uncertain are reported as current within other accrued expenses in the consolidated balance sheets. The long-term portion of environmental liabilities is reported within other long-term liabilities in the consolidated balance sheets on an undiscounted basis, except for sites for which the amount and timing of future cash payments are fixed or reliably determinable. Environmental remediation expenses are included within warehousing, selling and administrative expenses in the consolidated statements of operations, unless associated with disposed operations, in which case such expenses are included in other operating expenses, net.

Environmental costs are capitalized if the costs extend the life of the property, increase its capacity and/or mitigate or prevent contamination from future operations.

Refer to "Note 19: Commitments and contingencies" for further information.

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Revenue recognition

The Company recognizes net sales when persuasive evidence of an arrangement exists, delivery of products has occurred or services are provided to customers, the sales price is fixed or determinable and collectability is reasonably assured. Net sales includes product sales, billings for freight and handling charges and fees earned for services provided, net of any discounts, returns, customer rebates and sales or other revenue-based tax. The Company recognizes product sales and billings for freight and handling charges when products are considered delivered to the customer under the terms of the sale. Fee revenues are recognized when services are completed.

The Company's sales to customers in the agriculture end market, principally in Canada, often provide for a form of inventory protection through credit and re-bill as well as understandings pursuant to which certain price changes from chemical producers may be passed through to the customer. These arrangements require the Company to make estimates of potential returns of unused chemicals as well as revenue deferral to the extent the sales price is not considered determinable. The estimates used to determine the amount of revenue associated with product likely to be returned are based on past experience adjusted for any current market conditions.

Foreign currency translation

The functional currency of the Company's subsidiaries is the local currency, unless the primary economic environment requires the use of another currency. Transactions denominated in foreign currencies are translated into the functional currency of each subsidiary at the rate of exchange on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are remeasured into the functional currency of each subsidiary at period-end exchange rates. These foreign currency transaction gains and losses are recognized in other (expense) income, net in the consolidated statements of operations.

Foreign currency gains and losses relating to intercompany borrowings that are considered a part of the Company's investment in a foreign subsidiary are reflected as a component of currency translation within accumulated other comprehensive loss in stockholders' equity. In the year ended December 31, 2017, total foreign currency gains related to such intercompany borrowings were \$4.8 million and in the years ended December 31, 2016 and 2015, total foreign currency losses related to such intercompany borrowings were \$34.8 million and \$11.2 million, respectively.

Assets and liabilities of foreign subsidiaries are translated into US dollars at period-end exchange rates. Income and expense accounts of foreign subsidiaries are translated into US dollars at the average exchange rates for the period. The net exchange gains and losses arising on this translation are reflected as a component of currency translation within accumulated other comprehensive loss in stockholders' equity.

Stock-based compensation plans

The Company measures the total amount of employee stock-based compensation expense for a grant based on the grant date fair value of each award and recognizes the stock-based compensation expense on a straight-line basis over the requisite service period for each separately vesting tranche of an award. Stock-based compensation is based on unvested outstanding awards. The Company has elected to recognize forfeitures when realized. Stock-based compensation expense is classified within other operating expenses, net in the consolidated statements of operations. Refer to "Note 9: Stock-based compensation" for further information.

Share repurchases

The Company does not hold any treasury shares, as all shares of common stock are retired upon repurchase. Furthermore, when share repurchases occur and the common stock is retired, the excess of repurchase price over par is allocated between additional paid-in capital and accumulated deficit such that the portion allocated to additional paid-in-capital being limited to the additional paid-in-capital created from that particular share issuance (i.e. the book value of those shares) plus any resulting leftover additional paid-in-capital from previous share repurchases in instances where the repurchase price was lower than the original issuance price.

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Fair value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. US GAAP specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair-value hierarchy:

Level 1	Quoted prices for <i>identical</i> instruments in active markets.
Level 2	Quoted prices for <i>similar</i> instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuation in which all significant inputs and significant value drivers are observable in active markets.
Level 3	Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are <i>unobservable</i> .

When available, the Company uses quoted market prices to determine fair value and classifies such items as Level 1. In cases where a market price is not available, the Company will make use of observable market-based inputs to calculate fair value, in which case the items are classified as Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed valuation techniques that use, where possible, current market-based or independently sourced market information. Items valued using internally generated valuation techniques are classified according to the lowest level input that is significant to the valuation, and may be classified as Level 3 even though there may be significant inputs that are readily observable. Refer to "Note 16: Fair value measurements" for further information.

Certain financial instruments, such as derivative financial instruments, are required to be measured at fair value on a recurring basis. Other financial instruments, such as the Company's own debt, are not required to be measured at fair value on a recurring basis. The Company elected to not make an irrevocable election to measure financial instruments and certain other items at fair value.

Derivatives

The Company uses derivative financial instruments, such as foreign currency contracts, interest rate swaps and interest rate caps, to manage its risks associated with foreign currency and interest rate fluctuations. Derivative financial instruments are recorded in either prepaid expenses and other current assets, other assets, other accrued expenses or other long-term liabilities in the consolidated balance sheets at fair value. The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles. The fair value of interest rate swaps is determined by estimating the net present value of amounts to be paid under the agreement offset by the net present value of the expected cash inflows based on market rates and associated yield curves. For derivative contracts with the same counterparty where the Company has a master netting arrangement with the counterparty, the fair value of the asset/liability is presented on a net basis within the consolidated balance sheets. Refer to "Note 16: Fair value measurements" for additional information relating to the gross and net balances of derivative contracts. Changes in the fair value of derivative financial instruments are recognized in the consolidated statements of operations, unless specific hedge accounting criteria are met. Cash flows associated with derivative financial instruments are recognized in the operating section of the consolidated statements of cash flows.

For the purpose of hedge accounting, derivatives are classified as either fair value hedges, where the instrument hedges the exposure to changes in the fair value of a recognized asset or liability, or cash flow hedges, where the instrument hedges the exposure to variability in cash flows that are either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecasted transaction. Gains and losses on derivatives that meet the conditions for fair value hedge accounting are recognized immediately in the consolidated statements of operations, along with the offsetting gain or loss on the related hedged item. For derivatives that meet the conditions for cash flow hedge accounting, the effective portion of the gain or loss on the derivative is recognized in accumulated other comprehensive loss on the consolidated balance sheet and the ineffective portion is recognized immediately in other (expense) income, net within the consolidated statement of operations. Amounts in accumulated other comprehensive loss are reclassified to the consolidated statement of operations in the same period in which the hedged transactions affect earnings.

For derivative instruments designated as hedges, the Company formally documents the hedging relationship to the hedged item and its risk management strategy. The Company assesses the effectiveness of its hedging instruments at inception and on an ongoing basis. Hedge accounting is discontinued when the hedging instrument is sold, expired, terminated or exercised, or no longer qualifies for hedge accounting.

Refer to "Note 17: Derivatives" for further information.

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Earnings per share

Basic earnings per share is based on the weighted average number of common shares outstanding during each period, which excludes non-vested restricted stock units, non-vested restricted stock, and stock options. Diluted earnings per share is based on the weighted average number of common shares and dilutive common share equivalents outstanding during each period. The Company reflects common share equivalents relating to stock options, non-vested restricted stock and non-vested restricted stock units in its computation of diluted weighted average shares outstanding, unless the effect of inclusion is anti-dilutive. The effect of dilutive securities is calculated using the treasury stock method.

The Company has issued certain restricted stock awards, which are unvested stock-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents. These restricted shares are considered participating securities. Accordingly, The Company calculates net income applicable to common stock using the two-class method, whereby net income is allocated between common stock and participating securities.

Refer to “Note 3: Earnings per share” for further information.

3. Earnings per share

The following table presents the basic and diluted earnings per share computations:

(in millions, except per share data)	Year ended December 31,		
	2017	2016	2015
Basic:			
Net income (loss)	\$ 119.8	\$ (68.4)	\$ 16.5
Less: earnings allocated to participating securities	0.2	—	—
Earnings allocated to common shares outstanding	\$ 119.6	\$ (68.4)	\$ 16.5
Weighted average common shares outstanding	140.2	137.8	119.6
Basic income (loss) per common share	<u>\$ 0.85</u>	<u>\$ (0.50)</u>	<u>\$ 0.14</u>
Diluted:			
Net income (loss)	\$ 119.8	\$ (68.4)	\$ 16.5
Less: earnings allocated to participating securities	—	—	—
Earnings allocated to common shares outstanding	\$ 119.8	\$ (68.4)	\$ 16.5
Weighted average common shares outstanding	140.2	137.8	119.6
Effect of dilutive securities:			
Stock compensation plans (1)	1.2	—	0.5
Weighted average common shares outstanding – diluted	141.4	137.8	120.1
Diluted income (loss) per common share	<u>\$ 0.85</u>	<u>\$ (0.50)</u>	<u>\$ 0.14</u>

(1) Stock options to purchase approximately 0.8 million, 3.3 million, and 2.0 million shares of common stock were outstanding during the years ended December 31, 2017, 2016 and 2015, respectively, but were not included in the calculation of diluted income (loss) per share as the impact of these stock options would have been anti-dilutive.

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4. Other operating expenses, net

Other operating expenses, net consisted of the following items:

(in millions)	Year ended December 31,		
	2017	2016	2015
Pension mark to market loss	\$ 3.8	\$ 68.6	\$ 21.1
Pension curtailment and settlement gains	(9.7)	(1.3)	(4.0)
Stock-based compensation expense	19.7	10.4	7.5
Business transformation costs	23.4	5.4	—
Restructuring charges	5.5	6.5	33.8
Other employee termination costs	8.1	1.5	—
Gain on sale of property, plant and equipment	(11.3)	(0.7)	(2.8)
Acquisition and integration related expenses	3.1	5.5	7.1
Advisory fees to CVC and CD&R ⁽¹⁾	—	—	2.8
Contract termination fee to CVC and CD&R	—	—	26.2
Other	6.9	8.6	14.4
Total other operating expenses, net	<u>\$ 49.5</u>	<u>\$ 104.5</u>	<u>\$ 106.1</u>

1) As of December 31, 2015, significant stockholders were CVC Capital Partners ("CVC") and Clayton, Dubilier & Rice, LLC ("CD&R").

5. Restructuring charges

Restructuring charges relate to the implementation of several regional strategic initiatives aimed at streamlining the Company's cost structure and improving its operations. These actions primarily resulted in workforce reductions, lease termination costs and other facility rationalization costs. The following table presents cost information related to restructuring plans that have not been completed as of December 31, 2017 and does not contain any estimates for plans that may be developed and implemented in future periods.

(in millions)	USA	Canada	EMEA	ROW	Other	Total
Anticipated total costs						
Employee termination costs	\$ 16.5	\$ 5.7	\$ 22.5	\$ 6.2	\$ 5.8	\$ 56.7
Facility exit costs	23.9	—	3.7	0.2	—	27.8
Other exit costs	1.7	—	6.6	—	0.8	9.1
Total	<u>\$ 42.1</u>	<u>\$ 5.7</u>	<u>\$ 32.8</u>	<u>\$ 6.4</u>	<u>\$ 6.6</u>	<u>\$ 93.6</u>
Incurring to date costs						
Inception of plans through December 31, 2017						
Employee termination costs	\$ 16.5	\$ 5.7	\$ 22.5	\$ 6.2	\$ 5.8	\$ 56.7
Facility exit costs	22.2	—	3.7	0.2	—	26.1
Other exit costs	1.7	—	6.6	—	0.8	9.1
Total	<u>\$ 40.4</u>	<u>\$ 5.7</u>	<u>\$ 32.8</u>	<u>\$ 6.4</u>	<u>\$ 6.6</u>	<u>\$ 91.9</u>
Inception of plans through December 31, 2016						
Employee termination costs	\$ 16.8	\$ 5.2	\$ 21.6	\$ 4.4	\$ 5.8	\$ 53.8
Facility exit costs	19.6	—	3.5	0.2	—	23.3
Other exit costs	1.7	—	6.8	—	0.8	9.3
Total	<u>\$ 38.1</u>	<u>\$ 5.2</u>	<u>\$ 31.9</u>	<u>\$ 4.6</u>	<u>\$ 6.6</u>	<u>\$ 86.4</u>

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The following tables summarize activity related to accrued liabilities associated with redundancy and restructuring:

(in millions)	January 1, 2017	Charge to earnings	Cash paid	Non-cash and other	December 31, 2017
Employee termination costs	\$ 6.9	\$ 2.9	\$ (7.2)	\$ 0.4	\$ 3.0
Facility exit costs	13.2	2.8	(5.5)	(0.3)	10.2
Other exit costs	—	(0.2)	(0.3)	—	(0.5)
Total	<u>\$ 20.1</u>	<u>\$ 5.5</u>	<u>\$ (13.0)</u>	<u>\$ 0.1</u>	<u>\$ 12.7</u>

(in millions)	January 1, 2016	Charge to earnings	Cash paid	Non-cash and other	December 31, 2016
Employee termination costs	\$ 31.0	\$ 0.4	\$ (24.5)	\$ —	\$ 6.9
Facility exit costs	15.5	6.0	(8.3)	—	13.2
Other exit costs	0.1	0.1	(0.2)	—	—
Total	<u>\$ 46.6</u>	<u>\$ 6.5</u>	<u>\$ (33.0)</u>	<u>\$ —</u>	<u>\$ 20.1</u>

Restructuring liabilities of \$5.8 million and \$10.1 million were classified as current in other accrued expenses in the consolidated balance sheets as of December 31, 2017 and 2016, respectively. The long-term portion of restructuring liabilities of \$6.9 million and \$10.0 million were recorded in other long-term liabilities in the consolidated balance sheets as of December 31, 2017 and 2016, respectively and primarily consists of facility exit costs that are expected to be paid within the next five years.

While the Company believes the recorded restructuring liabilities are adequate, revisions to current estimates may be recorded in future periods based on new information as it becomes available.

6. Other expense, net

Other expense, net consisted of the following gains (losses):

(in millions)	Year ended December 31,		
	2017	2016	2015
Foreign currency transactions	\$ (4.6)	\$ (0.6)	\$ (0.8)
Foreign currency denominated loans revaluation	(17.9)	(13.7)	8.9
Undesignated foreign currency derivative instruments (1)	0.3	(1.8)	(4.8)
Undesignated interest rate swap contracts (1)	(2.2)	10.1	2.0
Ineffective portion of cash flow hedges (1)	—	—	(0.4)
Loss due to discontinuance of cash flow hedges (1)	—	—	(7.5)
Debt refinancing costs (2)	(5.3)	—	(16.5)
Other	(3.5)	(0.1)	(4.1)
Total other expense, net	<u>\$ (33.2)</u>	<u>\$ (6.1)</u>	<u>\$ (23.2)</u>

(1) Refer to "Note 17: Derivatives" for more information.

(2) Refer to "Note 15: Debt" for more information.

7. Income taxes

Current income tax expense represents the amounts expected to be reported on the Company's income tax returns, and deferred tax expense or benefit represents the change in net deferred tax assets and liabilities. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Valuation allowances are recorded as appropriate to reduce deferred tax assets to the amount considered likely to be realized.

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (the "Tax Act"). The legislation significantly changes U.S. tax law by, among other things, lowering corporate income tax rates, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. The Tax Act permanently reduces the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018.

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The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse. As a result of the reduction in the U.S. corporate income tax rate from 35% to 21% under the Tax Act, the Company revalued its ending net deferred tax liabilities at December 31, 2017 and recognized a provisional \$16.7 million tax benefit in the Company's consolidated statement of income for the year ended December 31, 2017.

The Tax Act provided for a one-time deemed mandatory repatriation of post-1986 undistributed foreign subsidiary earnings and profits ("E&P") through the year ended December 31, 2017. The Company had an estimated \$623.8 million of undistributed foreign E&P subject to the deemed mandatory repatriation and recognized a provisional \$76.5 million of income tax expense in the Company's consolidated statement of income for the year ended December 31, 2017. After the utilization of existing tax attributes, the Company expects to pay additional U.S. federal cash taxes of approximately \$6.9 million on the deemed mandatory repatriation, payable over eight years.

As an indirect result of the Tax Act, the Company recognized a provisional \$47.6M of foreign tax credit, \$13.6M of which is currently utilized and a valuation allowance was established on the remaining \$34.0M. Additionally, the Company recognized an indirect net benefit of provisional \$9.6 million on the valuation allowance release and the Section 78 gross-up.

While the Tax Reform Act provides for a modified territorial tax system, beginning in 2018, it includes two new U.S. tax base erosion provisions, the global intangible low-taxed income ("GILTI") provisions and the base-erosion and anti-abuse tax ("BEAT") provisions.

The GILTI provisions require the Company to include in its U.S. income tax return foreign subsidiary earnings in excess of an allowable return on the foreign subsidiary's tangible assets. The BEAT provisions in the Tax Act eliminate the deduction of certain base-erosion payments made to related foreign corporations, and impose a minimum tax if greater than regular tax.

Because of the complexity of the new GILTI tax rules, the Company is continuing to evaluate the provision of the Tax Act and the application of ASC 740. Under U.S. GAAP, the Company is allowed to make an accounting policy choice of either (1) treating taxes due on future U.S. inclusions in taxable income related to GILTI as a current-period expense when incurred (the "period cost method") or (2) factoring such amounts into a Company's measurement of its deferred taxes (the "deferred method"). The Company's selection of an accounting policy with respect to the new GILTI tax rules will depend, in part, on analyzing our global income to determine whether we expect to have future US inclusions in taxable income related to GILTI depends not only the Company's current structure and estimated future results of global operations but also the Company's intent and ability to reasonably estimate the effect of this provision of the Tax Act. Therefore, the Company has not made any adjustments related to potential GILTI tax in its financial statements and has not yet made an accounting policy election regarding whether to record deferred or current taxes related to GILTI.

Furthermore, the Company does not expect it will be subject to BEAT until 2018 and therefore has not included any tax impacts of BEAT in its consolidated financial statements for the year ended December 31, 2017.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118") to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Act. The Company has recognized the provisional tax impacts related to deemed repatriated earnings and the revaluation of deferred tax assets and liabilities and included these amounts in its consolidated financial statements for the year ended December 31, 2017. The ultimate impact may differ from these provisional amounts, possibly materially, due to, among other things, additional analysis, changes in interpretations and assumptions the Company has made, additional regulatory guidance that may be issued, and actions the Company may take as a result of the Tax Act. The accounting is expected to be complete within the measurement period of one year from December 22, 2017.

For financial reporting purposes, income (loss) before income taxes includes the following components:

(in millions)	Year ended December 31,		
	2017	2016	2015
Income (loss) before income taxes			
United States	\$ 1.5	\$ (131.3)	\$ (13.0)
Foreign	167.3	51.7	39.7
Total income (loss) before income taxes	<u>\$ 168.8</u>	<u>\$ (79.6)</u>	<u>\$ 26.7</u>

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The expense (benefit) for income taxes is summarized as follows:

(in millions)	Year ended December 31,		
	2017	2016	2015
Current:			
Federal	\$ 6.8	\$ (0.1)	\$ 0.6
State	2.0	0.1	2.5
Foreign	28.5	20.4	14.5
Total current	\$ 37.3	\$ 20.4	\$ 17.6
Deferred:			
Federal	26.5	(15.1)	(12.3)
State	—	(3.0)	1.7
Foreign	(14.8)	(13.5)	3.2
Total deferred	\$ 11.7	\$ (31.6)	\$ (7.4)
Total income tax expense (benefit)	\$ 49.0	\$ (11.2)	\$ 10.2

The reconciliation between the US statutory tax rate and the Company's effective tax rate is presented as follows:

(in millions)	Year ended December 31,		
	2017	2016	2015
US federal statutory income tax expense (benefit) applied to income (loss) before income taxes	\$ 59.1	\$ (27.8)	\$ 9.3
State income taxes, net of federal benefit	1.4	(2.9)	3.3
Foreign tax rate differential	(18.0)	(5.8)	(6.5)
Non-taxable interest income	(11.4)	(10.8)	(14.1)
Valuation allowance, net	(18.1)	(24.7)	(9.0)
Expiration of tax attributes	0.1	4.4	8.1
Foreign losses not benefited	0.7	8.0	7.5
Effect of flow-through entities	8.9	(9.0)	4.2
Net share-based compensation	(3.7)	1.7	3.5
Non-deductible expense	3.5	3.4	3.5
Unrecognized tax benefits	(1.7)	(1.4)	(2.5)
Adjustment to prior year tax due to changes in estimates	(0.5)	0.3	1.6
Change in statutory income tax rates	(17.5)	2.7	1.1
Deemed dividends from foreign subsidiaries	17.6	1.4	0.6
Non-deductible interest expense	0.1	2.6	0.5
Withholding and other taxes based on income	0.5	0.5	0.5
Contingent consideration	(0.3)	—	—
Foreign exchange rate remeasurement	0.3	(1.0)	(0.4)
Revaluation due to Section 987 tax law change	—	45.0	—
One-time repatriation tax	76.5	—	—
Foreign Tax Credit	(47.6)	—	—
Other	(0.9)	2.2	(1.0)
Total income tax expense (benefit)	\$ 49.0	\$ (11.2)	\$ 10.2

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The consolidated deferred tax assets and liabilities are detailed as follows:

(in millions)	December 31,	
	2017	2016
Deferred tax assets:		
Net operating loss carryforwards	\$ 68.6	\$ 124.1
Environmental reserves	25.3	40.2
Interest	35.7	93.8
Tax credit and capital loss carryforwards	37.2	4.5
Pension	68.2	105.4
Flow-through entities	2.5	15.6
Stock options	5.7	11.4
Inventory	4.2	8.7
Other temporary differences	26.4	17.8
Gross deferred tax assets	\$ 273.8	\$ 421.5
Valuation allowance	(117.2)	(167.9)
Deferred tax assets, net of valuation allowance	\$ 156.6	\$ 253.6
Deferred tax liabilities:		
Property, plant and equipment, net	(98.7)	(165.2)
Intangible assets	(64.6)	(85.3)
Other temporary differences	(5.9)	(2.1)
Deferred tax liabilities	\$ (169.2)	\$ (252.6)
Net deferred tax (liability) asset	\$ (12.6)	\$ 1.0

The changes in the valuation allowance were as follows:

(in millions)	December 31,	
	2017	2016
Beginning balance	\$ 167.9	\$ 193.0
Change related to current foreign net operating losses	0.7	5.3
Change related to utilization of net operating loss carryforwards	(30.1)	(20.6)
Change related to generation/expiration of tax attributes	29.9	(4.5)
Change related to foreign currency	7.1	(4.6)
Change related to utilization of deferred interest expense	(26.3)	—
Change related to tax rate change	(31.6)	—
Change related to other items	(0.4)	(0.7)
Ending balance	\$ 117.2	\$ 167.9

As of December 31, 2017, the total remaining tax benefit of available federal, state and foreign net operating loss carryforwards recognized on the balance sheet amounted to \$32.9 million (tax benefit of operating losses of \$68.6 million reduced by a valuation allowance of \$35.7 million). Total net operating losses at December 31, 2017 and 2016 amounted to \$261.9 million and \$415.1 million, respectively. If not utilized, \$75.7 million of the available loss carryforwards will expire between 2018 and 2022; subsequent to 2022, \$0.2 million will expire. The remaining losses of \$186.0 million have an unlimited life.

As the result of the Tax Act, the Company generated \$47.6 million of foreign tax credit, \$13.6 million of which is currently utilized and a valuation allowance was established on the remaining \$34.0 million.

Difference attributable to foreign investments

As a result of the deemed mandatory repatriation provisions in the Tax Act, the Company included an estimated \$623.8 million of undistributed earnings in income subject to U.S. tax at reduced tax rates. The Company does not intend to distribute earnings in a taxable manner, and therefore intends to limit distributions to earnings previously taxed in the U.S., or earnings that would qualify for the 100 percent dividends received deduction provided for in the Tax Act, and earnings that would not result in

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any significant foreign taxes. The Company will not recognize a deferred tax liability on its investment in foreign subsidiaries and continues to represent that all of its future earnings and the outside basis differences on investments from the foreign subsidiaries are permanently reinvested outside of the US.

The changes in unrecognized tax benefits included in other long-term liabilities, excluding interest and penalties, are as follows:

(in millions)	Year ended December 31,	
	2017	2016
Beginning balance	\$ 4.3	\$ 5.2
Increase for tax positions of prior years	—	0.4
Reductions due to the statute of limitations expiration	(1.5)	(1.3)
Foreign exchange	0.3	—
Ending balance	<u>\$ 3.1</u>	<u>\$ 4.3</u>

The Company's unrecognized tax benefit consists largely of foreign interest expense liabilities as of December 31, 2017. The Company believes that it is reasonably possible that approximately \$1.7 million of its currently remaining unrecognized tax benefits may be recognized by the end of 2018 as a result of an audit or a lapse of the statute of limitations.

The Company has net \$3.1 million and \$4.3 million of unrecognized tax benefits at December 31, 2017 and 2016, respectively. As of December 31, 2017, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate for continuing and discontinued operations was \$3.1 million. No remaining unrecognized tax benefits relate to tax positions for which ultimate deductibility is highly certain, but for which there is uncertainty as to the timing of such deductibility. Recognition of these tax benefits, if any, would not have an impact on the effective tax rate.

The total liability included in other long-term liabilities associated with the interest and penalties was \$0.4 million and \$ 0.3 million at December 31, 2017 and 2016, respectively. The Company recorded \$0.4 million, \$0.3 million and \$(0.6) million in interest expense related to unrecognized tax benefits in the consolidated statements of operations for the years ended December 31, 2017, 2016 and 2015, respectively.

The Company files income tax returns in the US and various state and foreign jurisdictions. As of December 31, 2017, the Company is subject to various local or foreign examinations by the tax authorities.

In 2007, the outstanding shares of Univar N.V., the ultimate public company parent of the Univar group at that time, were acquired by investment funds advised by CVC. To facilitate the acquisition and leveraged financing of Univar N.V. by CVC, a restructuring of some of the companies in the Univar group, including its Canadian operating company, was completed (the "Restructuring"). The Canada Revenue Agency ("CRA") issued a Notice of Assessment, asserting the General Anti-Avoidance Rule ("GAAR") against the Company's subsidiary Univar Holdco Canada ULC ("Univar Holdco") for withholding tax of \$29.4 million (Canadian), relating to this Restructuring. Univar Holdco appealed the assessment, and the matter was litigated in the Tax Court of Canada in June 2015. On June 22, 2016, the Tax Court of Canada issued its judgment in favor of the CRA. The Company subsequently appealed the judgment and a trial in the Federal Court of Canada occurred on May 10, 2017. On October 13, 2017, the Federal Court Appeals issued its judgment in favor of the Company, ruling that the Canadian restructuring was not subject to the GAAR, reversing the lower court's decision. In September 2014, also relating to the Restructuring, the CRA issued the 2008 and 2009 Notice of Reassessments for federal corporate income tax liabilities of \$11.9 million (Canadian) and \$11.0 million (Canadian), respectively, and a departure tax liability of \$9.0 million (Canadian). These Reassessments reflect the additional tax liability and interest relating to those tax years should the CRA be successful in its assertion of the GAAR relating to the Restructuring described above. See also "Canadian Assessment" under "Legal Proceedings" in Item 1 of this Annual Report on Form 10-K.

The CRA did not pursue an appeal to the Supreme Court of Canada, and Notices of Reassessment to zero were issued by the CRA on the 2007 GAAR matter, as well as the 2008 and 2009 matters relating to the Restructuring. The previously issued Letters of Credit on both assessments were canceled by the Company. The matters are now final and closed.

8. Employee benefit plans

Defined benefit pension plans

The Company sponsors defined benefit plans that provide pension benefits for employees upon retirement in certain jurisdictions including the US, Canada, United Kingdom and several other European countries.

The US, Canada and United Kingdom defined benefit pension plans are closed to new entrants. On July 1, 2015, the accrual of future service credits ceased in Canada although future salary increases continue for remaining participants. Benefits accrued by

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participants in the United Kingdom plan were frozen as of December 1, 2010 and benefits accrued by participants in the US plans were frozen as of December 31, 2009. These amendments to freeze benefits were made in conjunction with a benefit plan review which provides for enhanced benefits under defined contribution plans available to all employees in the US, Canada and United Kingdom.

The following summarizes the Company's defined benefit pension plans' projected benefit obligations, plan assets and funded status:

(in millions)	Domestic		Foreign		Total	
	Year ended December 31,		Year ended December 31,		Year ended December 31,	
	2017	2016	2017	2016	2017	2016
Change in projected benefit obligations:						
Actuarial present value of benefit obligations at beginning of year	\$ 719.7	\$ 691.9	\$ 555.5	\$ 531.7	\$ 1,275.2	\$ 1,223.6
Service cost	—	—	2.5	2.5	2.5	2.5
Interest cost	30.8	32.0	16.2	18.3	47.0	50.3
Benefits paid	(34.2)	(32.1)	(27.9)	(23.9)	(62.1)	(56.0)
Plan amendments	—	—	2.7	(1.6)	2.7	(1.6)
Settlement	(44.3)	—	—	—	(44.3)	—
Curtailment	—	—	—	(1.3)	—	(1.3)
Actuarial loss	49.9	27.9	13.3	86.1	63.2	114.0
Foreign exchange and other	—	—	49.7	(56.3)	49.7	(56.3)
Actuarial present value of benefit obligations at end of year	<u>\$ 721.9</u>	<u>\$ 719.7</u>	<u>\$ 612.0</u>	<u>\$ 555.5</u>	<u>\$ 1,333.9</u>	<u>\$ 1,275.2</u>
Change in the fair value of plan assets:						
Plan assets at beginning of year	\$ 509.1	\$ 497.6	\$ 494.3	\$ 481.5	\$ 1,003.4	\$ 979.1
Actual return on plan assets	80.0	40.1	37.4	66.3	117.4	106.4
Contributions by employer	12.1	3.5	26.1	28.1	38.2	31.6
Benefits paid	(34.2)	(32.1)	(27.9)	(23.9)	(62.1)	(56.0)
Settlement	(34.7)	—	(1.3)	—	(36.0)	—
Foreign exchange and other	—	—	46.3	(57.7)	46.3	(57.7)
Plan assets at end of year	<u>\$ 532.3</u>	<u>\$ 509.1</u>	<u>\$ 574.9</u>	<u>\$ 494.3</u>	<u>\$ 1,107.2</u>	<u>\$ 1,003.4</u>
Funded status at end of year	<u>\$ (189.6)</u>	<u>\$ (210.6)</u>	<u>\$ (37.1)</u>	<u>\$ (61.2)</u>	<u>\$ (226.7)</u>	<u>\$ (271.8)</u>

Net amounts related to the Company's defined benefit pension plans recognized in the consolidated balance sheets consist of:

(in millions)	Domestic		Foreign		Total	
	December 31,		December 31,		December 31,	
	2017	2016	2017	2016	2017	2016
Overfunded net benefit obligation in other assets	\$ —	\$ —	\$ 33.9	\$ —	\$ 33.9	\$ —
Current portion of net benefit obligation in other accrued expenses	(3.5)	(3.6)	(2.1)	(1.9)	(5.6)	(5.5)
Long-term portion of net benefit obligation in pension and other postretirement benefit liabilities	(186.1)	(207.0)	(68.9)	(59.3)	(255.0)	(266.3)
Net liability recognized at end of year	<u>\$ (189.6)</u>	<u>\$ (210.6)</u>	<u>\$ (37.1)</u>	<u>\$ (61.2)</u>	<u>\$ (226.7)</u>	<u>\$ (271.8)</u>

The following table summarizes defined benefit pension plans with accumulated benefit obligations in excess of plan assets:

(in millions)	Domestic		Foreign		Total	
	December 31,		December 31,		December 31,	
	2017	2016	2017	2016	2017	2016
Accumulated benefit obligation	\$ 721.9	\$ 719.7	\$ 211.4	\$ 412.5	\$ 933.3	\$ 1,132.2
Fair value of plan assets	532.3	509.1	169.3	379.5	701.6	888.6

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The following table summarizes defined benefit pension plans with projected benefit obligations in excess of plan assets:

(in millions)	Domestic		Foreign		Total	
	December 31,		December 31,		December 31,	
	2017	2016	2017	2016	2017	2016
Projected benefit obligation	\$ 721.9	\$ 719.7	\$ 240.3	\$ 555.5	\$ 962.2	\$ 1,275.2
Fair value of plan assets	532.3	509.1	169.3	494.3	701.6	1,003.4

The total accumulated benefit obligation for domestic defined benefit pension plans as of December 31, 2017 and 2016 was \$721.9 million and \$719.7 million, respectively, and for foreign defined benefit pension benefit plans as of December 31, 2017 and 2016 was \$240.3 million and \$211.4 million, respectively.

The following table summarizes the components of net periodic benefit (income) cost recognized in the consolidated statements of operations related to defined benefit pension plans:

(in millions)	Domestic			Foreign			Total		
	Year ended December 31,			Year ended December 31,			Year ended December 31,		
	2017	2016	2015	2017	2016	2015	2017	2016	2015
Service cost (1)	\$ —	\$ —	\$ —	\$ 2.5	\$ 2.5	\$ 5.4	\$ 2.5	\$ 2.5	\$ 5.4
Interest cost (1)	30.8	32.0	30.8	16.2	18.3	20.1	47.0	50.3	50.9
Expected return on plan assets (1)	(30.9)	(32.5)	(35.8)	(26.0)	(28.7)	(30.2)	(56.9)	(61.2)	(66.0)
Amortization of unrecognized prior service credits (1)	—	—	—	(0.2)	—	—	(0.2)	—	—
Settlement (2)	(9.7)	—	—	—	—	(1.4)	(9.7)	—	(1.4)
Curtailment (2)	—	—	—	—	(1.3)	(2.6)	—	(1.3)	(2.6)
Actuarial loss (3)	0.8	20.3	12.1	3.2	48.5	12.5	4.0	68.8	24.6
Net periodic benefit (income) cost	<u>\$ (9.0)</u>	<u>\$ 19.8</u>	<u>\$ 7.1</u>	<u>\$ (4.3)</u>	<u>\$ 39.3</u>	<u>\$ 3.8</u>	<u>\$ (13.3)</u>	<u>\$ 59.1</u>	<u>\$ 10.9</u>

(1) These amounts are included in warehouse, selling and administrative expenses.

(2) In 2017, the settlement gain is related to a lump sum offering accepted by participants in the USA segment. In 2016 and 2015, the settlement and curtailment gains are a result of the restructuring activities in the EMEA segment. Settlement and curtailment gains are included in other operating expenses, net.

(3) Actuarial loss is included in other operating expenses, net.

The following summarizes pre-tax amounts included in accumulated other comprehensive loss at December 31, 2017 related to pension plan amendments:

(in millions)	Defined benefit pension plans
Net prior service cost	\$ (1.4)

The following table summarizes the amounts in accumulated other comprehensive loss at December 31, 2017 that are expected to be amortized as components of net periodic benefit cost during the next fiscal year related to pension amendments:

(in millions)	Defined benefit pension plans
Prior service cost	\$ (0.1)

Other postretirement benefit plan

Other postretirement benefits relate to a health care plan for retired employees in the US. In 2009, the Company approved a plan to phase out the benefits provided under this plan by 2020. As a result of this change, the benefit obligation was reduced by \$76.8 million and a curtailment gain of \$73.1 million was recognized in accumulated other comprehensive loss and was being amortized to the consolidated statements of operations over the average future service period, which was fully amortized as of December 31, 2016.

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The following summarizes the Company's other postretirement benefit plan's accumulated postretirement benefit obligation, plan assets and funded status:

(in millions)	Other postretirement benefits	
	Year ended December 31,	
	2017	2016
Change in accumulated postretirement benefit obligations:		
Actuarial present value of benefit obligations at beginning of year	\$ 2.8	\$ 3.4
Service cost	—	—
Interest cost	0.2	0.1
Contributions by participants	0.4	0.3
Benefits paid	(0.7)	(0.8)
Actuarial gain	(0.2)	(0.2)
Actuarial present value of benefit obligations at end of year	<u>\$ 2.5</u>	<u>\$ 2.8</u>
Change in the fair value of plan assets:		
Plan assets at beginning of year	\$ —	\$ —
Contributions by employer	0.3	0.5
Contributions by participants	0.4	0.3
Benefits paid	(0.7)	(0.8)
Plan assets at end of year	<u>\$ —</u>	<u>\$ —</u>
Funded status at end of year	<u>\$ (2.5)</u>	<u>\$ (2.8)</u>

Net amounts related to the Company's other postretirement benefit plan recognized in the consolidated balance sheets consist of:

(in millions)	Other postretirement benefits	
	December 31,	
	2017	2016
Current portion of net benefit obligation in other accrued expenses	\$ (0.4)	\$ (0.5)
Long-term portion of net benefit obligation in pension and other postretirement benefit liabilities	(2.1)	(2.3)
Net liability recognized at end of year	<u>\$ (2.5)</u>	<u>\$ (2.8)</u>

The following table summarizes the components of net periodic benefit income recognized in the consolidated statements of operations related to other postretirement benefit plans:

(in millions)	Other postretirement benefits		
	Year ended December 31,		
	2017	2016	2015
Service cost (1)	\$ —	\$ —	\$ 0.1
Interest cost (1)	0.2	0.1	0.2
Amortization of unrecognized prior service credits (1)	—	(4.5)	(11.9)
Actuarial gain (2)	(0.2)	(0.2)	(3.5)
Net periodic benefit income	<u>\$ —</u>	<u>\$ (4.6)</u>	<u>\$ (15.1)</u>

(1) These amounts are included in warehouse, selling and administrative expenses.

(2) Actuarial gain is included in other operating expenses, net.

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Actuarial assumptions

Defined benefit pension plans

The significant weighted average actuarial assumptions used in determining the benefit obligations and net periodic benefit cost (income) for the Company's defined benefit plans are as follows:

	Domestic		Foreign	
	December 31,		December 31,	
	2017	2016	2017	2016
Actuarial assumptions used to determine benefit obligations at end of period:				
Discount rate	3.87%	4.39%	2.61%	2.84%
Expected annual rate of compensation increase	N/A	N/A	2.87%	2.87%

	Domestic			Foreign		
	Year ended December 31,			Year ended December 31,		
	2017	2016	2015	2017	2016	2015
Actuarial assumptions used to determine net periodic benefit cost (income) for the period:						
Discount rate	4.39%	4.74%	4.31%	2.84%	3.65%	3.51%
Expected rate of return on plan assets	7.00%	7.50%	7.50%	5.01%	6.18%	6.07%
Expected annual rate of compensation increase	N/A	N/A	N/A	2.87%	2.86%	2.80%

Discount rates are used to measure benefit obligations and the interest cost component of net periodic benefit cost (income). The Company selects its discount rates based on the consideration of equivalent yields on high-quality fixed income investments at each measurement date. Discount rates are based on a benefit cash flow-matching approach and represent the rates at which the Company's benefit obligations could effectively be settled as of the measurement date.

For domestic defined benefit plans, the discount rates are based on a hypothetical bond portfolio approach. The hypothetical bond portfolio is constructed to comprise AA-rated corporate bonds whose cash flow from coupons and maturities match the expected future plan benefit payments.

The discount rate for the foreign defined benefit plans are based on a yield curve approach. For plans in countries with a sufficient corporate bond market, the expected future benefit payments are matched with a yield curve derived from AA-rated corporate bonds, subject to minimum amounts outstanding and meeting other selection criteria. For plans in countries without a sufficient corporate bond market, the yield curve is constructed based on prevailing government yields and an estimated credit spread to reflect a corporate risk premium.

The expected long-term rate of return on plan assets reflects management's expectations on long-term average rates of return on funds invested to provide for benefits included in the benefit obligations. The long-term rate of return assumptions are based on the outlook for equity and fixed income returns, with consideration of historical returns, asset allocations, investment strategies and premiums for active management when appropriate. Assumptions reflect the expected rates of return at the beginning of the year.

Other postretirement benefit plan

For the other postretirement benefit plan, the discount rate used to determine the benefit obligation at December 31, 2017 and 2016 was 3.98% and 4.37% , respectively. The discount rate used to determine net periodic benefit credit for the year ended December 31, 2017 , 2016 and 2015 was 4.37% , 4.54% and 3.80% , respectively. Health care cost increases did not have a significant impact on the Company's postretirement benefit obligations in the years presented as a result of the 2009 plan to phase out the health care benefits provided under the US plan.

Plan assets

Plan assets for defined benefit plans are invested in global equity and debt securities through professional investment managers with the objective to achieve targeted risk adjusted returns and to maintain liquidity sufficient to fund current benefit payments. Each funded defined benefit plan has an investment policy that is administered by plan trustees with the objective of meeting targeted asset allocations based on the circumstances of that particular plan. The investment strategy followed by the Company varies by country

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depending on the circumstances of the underlying plan. Less mature plan benefit obligations are funded by using more equity securities as they are expected to achieve long-term growth while exceeding inflation. More mature plan benefit obligations are funded using a higher allocation of fixed income securities as they are expected to produce current income with limited volatility. The Company has adopted a dynamic investment strategy whereby as the plan funded status improves, the investment strategy is migrated to more liability matching assets, and return seeking assets are reduced. Risk management practices include the use of multiple asset classes for diversification purposes. Specific guidelines for each asset class and investment manager are implemented and monitored.

The weighted average target asset allocation for defined benefit pension plans in the year ended December 31, 2017 is as follows:

	Domestic	Foreign
Asset category:		
Equity securities	50.0%	34.8%
Debt securities	45.0%	59.0%
Other	5.0%	6.2%
Total	100.0%	100.0%

Plan asset valuation methodologies are described below:

<u>Fair value methodology</u>	<u>Description</u>
Cash	This represents cash at banks. The amount of cash in the bank account represents the fair value.
Investment funds	Values are based on the net asset value of the units held at year end. The net asset values are based on the fair value of the underlying assets of the funds, minus their liabilities, and then divided by the number of units outstanding at the valuation date. The funds are traded on private markets that are not active; however, the unit price is based primarily on observable market data of the fund's underlying assets.
Insurance contracts	The fair value is based on the present value of the accrued benefit.

Domestic defined benefit plan assets

The Company classified its domestic plan assets according to the fair value hierarchy described in "Note 2: Significant accounting policies." The following summarizes the fair value of domestic plan assets by asset category and level within the fair value hierarchy.

<u>(in millions)</u>	<u>December 31, 2017</u>		
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>
Cash	\$ 2.6	\$ 2.6	\$ —
Investments funds (1)	529.7	—	529.7
Total	<u>\$ 532.3</u>	<u>\$ 2.6</u>	<u>\$ 529.7</u>

- (1) This category includes investments in 30.8% in US equities, 19.7% in non-US equities, 44.5% in US corporate bonds and 5.0% in other investments.

<u>(in millions)</u>	<u>December 31, 2016</u>		
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>
Cash	\$ 2.4	\$ 2.4	\$ —
Investments funds (1)	506.7	—	506.7
Total	<u>\$ 509.1</u>	<u>\$ 2.4</u>	<u>\$ 506.7</u>

- (1) This category includes investments in 30.0% in US equities, 20.0% in non-US equities, 44.9% in US corporate bonds and 5.1% in other investments.

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Foreign defined benefit plan assets

The Company classified its foreign plan assets according to the fair value hierarchy described in "Note 2: Significant accounting policies." The following summarizes the fair value of foreign plan assets by asset category and level within the fair value hierarchy:

(in millions)	December 31, 2017			
	Total	Level 1	Level 2	Level 3
Cash	\$ 4.0	\$ 4.0	\$ —	\$ —
Investments:				
Investment funds (1)	552.7	—	552.7	—
Insurance contracts	18.2	—	—	18.2
Total investments	\$ 570.9	\$ —	\$ 552.7	\$ 18.2
Total	\$ 574.9	\$ 4.0	\$ 552.7	\$ 18.2

- (1) This category includes investments in 11.0% in US equities, 22.0% in non-US equities, 29.2% in non-US corporate bonds, 32.0% in non-US government bonds and 5.8% in other investments.

The following table presents changes in the foreign plan assets valued using significant unobservable inputs (Level 3):

(in millions)	Insurance contracts
Balance at January 1, 2017	\$ 15.6
Actual return to plan assets:	
Related to assets still held at year end	0.1
Purchases, sales and settlements, net	0.3
Foreign exchange	2.2
Balance at December 31, 2017	\$ 18.2

The following summarizes the fair value of foreign plan assets by asset category and level within the fair value hierarchy:

(in millions)	December 31, 2016			
	Total	Level 1	Level 2	Level 3
Cash	\$ 4.6	\$ 4.6	\$ —	\$ —
Investments:				
Investment funds (1)	474.1	—	474.1	—
Insurance contracts	15.6	—	—	15.6
Total investments	\$ 489.7	\$ —	\$ 474.1	\$ 15.6
Total	\$ 494.3	\$ 4.6	\$ 474.1	\$ 15.6

- (1) This category includes investments in 8.4% in US equities, 30.2% in non-US equities, 2.8% in US corporate bonds, 24.0% in non-US corporate bonds, 0.3% in US government bonds, 25.9% in non-US government bonds and 8.4% in other investments.

The following table presents changes in the foreign plan assets valued using significant unobservable inputs (Level 3):

(in millions)	Insurance contracts
Balance at January 1, 2016	\$ 13.8
Actual return on plan assets:	
Related to assets still held at year end	2.2
Purchases, sales and settlements, net	0.1
Foreign exchange	(0.5)
Balance at December 31, 2016	\$ 15.6

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Contributions

The Company expects to contribute approximately \$12.2 million and \$26.9 million to its domestic and foreign defined benefit pension plan funds in 2018, respectively, including direct payments to plan participants in unfunded plans. The Company does not plan on making any discretionary contributions in 2018. In many countries, local pension protection laws have been put in place, which have introduced minimum funding requirements for qualified pension plans. As a result, the Company's required funding of contributions to its pension plans may vary in the future.

Benefit payments

The following table shows benefit payments that are projected to be paid from plan assets in each of the next five years and in aggregate for five years thereafter:

(in millions)	Defined benefit pension plans			Other postretirement benefits
	Domestic	Foreign	Total	
2018	\$ 37.3	\$ 17.1	\$ 54.4	\$ 0.5
2019	36.8	17.0	53.8	0.5
2020	37.9	17.6	55.5	0.1
2021	38.8	18.7	57.5	0.1
2022	39.7	20.9	60.6	0.1
2023 through 2027	209.6	116.1	325.7	0.3

Defined contribution plans

The Company provides defined contribution plans to assist eligible employees in providing for retirement or other future needs. Under such plans, company contribution expense amounted to \$30.0 million, \$33.4 million and \$31.4 million in the years ended December 31, 2017, 2016 and 2015, respectively.

Multi-employer plans

The Company has 18 union bargaining agreements in the US that stipulate contributions to one of three union pension trusts. These bargaining agreements are generally negotiated on three -year cycles and cover employees in driver and material handler positions at 16 represented locations.

The risks of participating in these multi-employer plans are different from single-employer plans in the following aspects:

- Assets contributed to the multi-employer plan by the Company may be used to provide benefits to employees of other participating employers.
- If the Company stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
- If the Company chooses to stop participating in some of its multi-employer plans, it may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Company's participation in these plans for the annual period ended December 31, 2017 is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three-digit plan number. Unless otherwise noted, the most recent Pension Protection Act (PPA) zone status available in 2017 and 2016 is for the plan's year end at December 31, 2016 and December 31, 2015, respectively. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the "red zone" are less than 65 percent funded, plans in the "yellow zone" are less than 80 percent funded and plans in the "green zone" are at least 80 percent funded. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. The last column lists the expiration dates of the collective-bargaining agreement(s) to which the plans are subject. There are no minimum contributions required for future periods by the collective-bargaining agreements, statutory obligations or other contractual obligations.

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Pension fund	EIN/Pension plan number	PPA zone status		FIP/RP status pending/implemented	Contributions ⁽¹⁾			Surcharge imposed	Expiration dates of collective bargaining agreement(s)
					Year ended December 31,				
					2017	2016	2017		
Western Conference of Teamsters Pension Plan	91-6145047/001	Green	Green	No	\$ 1.5	\$ 1.7	\$ 1.4	No	January 22, 2018 to July 31, 2021
Central States, Southeast and Southwest Areas Pension Plan	36-6044243/001	Red as of January 1, 2016	Red as of January 1, 2015	Implemented	1.1	1.1	1.1	No	January 15, 2018 to November 30, 2022
New England Teamsters and Trucking Industry Pension Fund	04-6372430/001	Red as of October 1, 2016	Red as of October 1, 2014	Implemented	0.1	0.1	0.1	No	June 30, 2020
Total contributions:					\$ 2.7	\$ 2.9	\$ 2.6		

(1) The plan contributions by the Company did not represent more than five percent of total contributions to the plans as indicated in the plans' most recently available annual report.

9. Stock-based compensation

In May 2017, the Company replaced and succeeded the Univar Inc. 2015 Stock Incentive Plan (the "2015 Plan") with the Univar Inc. 2017 Omnibus Equity Incentive Plan (the "2017 Plan"). The 2015 Plan had no further awards granted and any available reserves under the 2015 Plan were transferred and available for issuance under the 2017 Plan. There were no changes to the outstanding awards related to the 2015 and the Univar Inc. 2011 Stock Incentive Plan (the "2011 Plan;" and, together with the 2015 Plan and the 2017 Plan (the "Plans").

The 2017 Plan allows the Company to issue awards to employees, consultants, and directors of the Company and its subsidiaries. Awards may be made in the form of stock options, stock purchase rights, restricted stock, restricted stock units, performance shares, performance units, stock appreciation rights, dividend equivalents, deferred share units or other stock-based awards.

As of December 31, 2017, there were 10.6 million shares authorized under the Plans.

For the years ended December 31, 2017, 2016 and 2015, respectively, the Company recognized total stock-based compensation expense within other operating expenses, net of \$19.7 million, \$10.4 million and \$7.5 million, and a net tax expense (benefit) relating to stock-based compensation expense of \$(3.7) million, \$0.1 million and \$(2.6) million.

Stock options

Stock options granted under the Plans expire ten years after the grant date and generally become exercisable over a four-year period or less, based on continued employment, with annual vesting. The exercise price of a stock option is determined at the time of each grant and in no case will the exercise price be less than the fair value of the underlying common stock on the date of grant. Participants have no stockholder rights until the time of exercise. The Company will issue new shares upon exercise of stock options granted under the Plans.

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The following reflects stock option activity under the Plans:

	Number of stock options	Weighted- average exercise price	Weighted- average remaining contractual term (in years)	Aggregate intrinsic value (in millions)
Outstanding at January 1, 2017	3,634,733	\$ 20.03		
Granted	980,570	28.82		
Exercised	(1,810,108)	20.18		
Forfeited	(196,586)	24.17		
Outstanding at December 31, 2017	2,608,609	\$ 22.92		
Exercisable at December 31, 2017	1,579,435	\$ 20.29	5.3	\$ 16.8
Expected to vest after December 31, 2017	1,029,174	\$ 26.95	8.4	\$ 4.1

As of December 31, 2017, the Company has unrecognized stock-based compensation expense related to non-vested stock options of approximately \$3.3 million, which will be recognized over a weighted-average period of 1.0 years.

Restricted stock

Non-vested restricted stock primarily relates to awards for members of the Company's Board of Directors which vest over 12 months. The grant date fair value of restricted stock is based on the market price of Univar stock on that date. Non-vested shares of restricted stock may not be sold or transferred and are subject to forfeiture until vesting. Both vested and non-vested shares of restricted stock are included in the Company's shares outstanding. Dividend equivalents are available for non-vested shares of restricted stock if dividends are declared by the Company during the vesting period.

The following table reflects restricted stock activity under the Plans:

	Restricted stock	Weighted average grant-date fair value
Non-vested at January 1, 2017	86,197	\$ 18.43
Granted	46,536	29.92
Vested	(79,898)	18.42
Forfeited	—	—
Non-vested at December 31, 2017	52,835	\$ 28.56

As of December 31, 2017, the Company has unrecognized stock-based compensation expense related to non-vested restricted stock awards of approximately \$0.5 million, which will be recognized over a weighted-average period of 0.3 years.

The weighted-average grant-date fair value of restricted stock was \$18.15 and \$27.00 in 2016 and 2015, respectively.

Restricted stock units (RSUs)

RSUs awarded to employees generally vest in three or four equal annual installments, subject to continued employment. Each RSU converts into one share of Univar common stock on the applicable vesting date. RSUs may not be sold, pledged or otherwise transferred until they vest and are subject to forfeiture. The grant date fair value is based on the market price of Univar stock on that date.

The Company awarded performance based shares to certain employees. These awards vest upon the passage of time and the achievement of performance criteria. For grants with Company based performance criteria, the vesting period is over three years with some shares vesting over each annual period. We review progress toward the attainment of the performance criteria each quarter during the vesting period. When it is probable the minimum performance criteria for the award will be achieved, we begin recognizing the expense equal to the proportionate share of the total fair value. The total expense recognized over the duration of performance awards will equal the date of grant multiplied by the number of shares ultimately awarded based on the level of attainment of the performance criteria. For grants with market performance criteria, the fair value is determined on the grant date and is calculated using the same inputs for expected volatility, and risk-free rate as stock options, with a duration of two years. The total expense recognized over the duration of the award will equal the fair value, regardless if the market performance criteria is met.

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The following table reflects RSUs activity under the Plans:

	Number of Restricted Stock Unit	Weighted- average grant-date fair value
Non-vested at January 1, 2017	1,009,887	\$ 13.10
Granted	572,938	29.39
Vested	(658,115)	16.15
Forfeited	(135,791)	16.72
Non-vested at December 31, 2017	788,919	\$ 21.77

As of December 31, 2017, the Company has unrecognized stock-based compensation expense related to non-vested RSUs awards of approximately \$7.1 million, which will be recognized over a weighted-average period of 0.9 years.

Employee stock purchase plan

During November 2016, our Board of Directors approved the Univar Employee Stock Purchase Plan, or ESPP, authorizing the issuances of up to 2.0 million shares of the Company's common stock effective January 1, 2017. The ESPP allows qualified participants to purchase the Company's common stock at 95% of its market price during the last day of two offering periods in each calendar year. The first offering period is January through June, and the second from July through December. Our stock purchase plan is designed to attract and retain employees while also aligning employees' interests with the interests of our stockholders.

As of December 31, 2017, the total number of shares issued under the plan for the two offering periods in 2017 was 39,418 shares.

Stock-based compensation fair value assumptions

The fair value of the Company's common stock was used to establish the exercise price of stock options granted, grant date fair value of restricted stock and RSUs awards and as an input in the valuation of stock option awards and performance-based RSUs at each grant date. Prior to the Company's June 2015 IPO, as discussed in Note 1, the Company obtained contemporaneous quarterly valuations performed by an unrelated valuation specialist in support of each award. The fair value of the Company's common stock was determined utilizing both income and market approaches, discounted for the lack of marketability. A discounted cash flow analysis was used to estimate fair value under the income approach. The market approach consisted of an analysis of multiples of comparable companies whose securities are traded publicly as well as other indicated market values of the Company by third parties. After the IPO, the fair value of the Company's stock that is factored into the fair value of stock options and utilized for restricted stock, RSUs and performance-based RSUs with internally developed performance conditions is based on the grant date closing price on the New York Stock Exchange.

In 2016, the Monte Carlo simulation was used to calculate the fair value of performance-based RSUs with market conditions. The length of each performance period was used as the expected term in the simulation for each respective tranche. The weighted average grant-date fair value of performance-based RSUs with market conditions was \$10.49 for the year ended December 31, 2016. The weighted-average assumptions under the Monte Carlo simulation model were as follows:

	Year ended December 31, 2016
Risk-free interest rate (1)	1.0%
Expected dividend yield (2)	—
Expected volatility (3)	45.0%

(1) The risk-free interest rate is based on the US Treasury yield for a period in years over which performance condition is satisfied.

(2) The Company currently has no expectation of paying cash dividends on its common stock.

(3) As the Company does not have sufficient historical volatility data, the expected volatility is based on the average historical data of a peer group of public companies over a period equal to the expected term of the performance-based RSUs.

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The Black-Scholes-Merton option valuation model was used to calculate the fair value of stock options. The weighted average grant-date fair value of stock options was \$8.40 and \$6.78 for the years ended December 31, 2017 and 2015, respectively. The weighted average grant-date fair value is not provided for the year ended December 31, 2016, as there were no stock options granted during the period. The weighted-average assumptions used under the Black-Scholes-Merton option valuation model were as follows:

	Year ended December 31,		
	2017	2016	2015
Risk-free interest rate (1)	2.1%	—%	1.7%
Expected dividend yield (2)	—	—	—
Expected volatility (3)	25.5%	—%	28.3%
Expected term (years) (4)	5.9	0.0	6.2

- (1) The risk-free interest rate is based on the US Treasury yield for a term consistent with the expected term of the stock options at the time of grant.
(2) The Company currently has no expectation of paying cash dividends on its common stock.
(3) As the Company does not have sufficient historical volatility data, the expected volatility is based on the average historical data of a peer group of public companies over a period equal to the expected term of the stock options.
(4) As the Company does not have sufficient historical exercise data under the Plans, the expected term is based on the average of the vesting period of each tranche and the original contract term of 10 years.

Additional stock-based compensation information

The following table provides additional stock-based compensation information:

(in millions)	Year ended December 31,		
	2017	2016	2015
Total intrinsic value of stock options exercised	\$ 16.7	\$ 4.0	\$ 0.4
Fair value of restricted stock and RSUs vested	22.8	2.7	2.9

10. Accumulated other comprehensive loss

The following table presents the changes in accumulated other comprehensive loss by component, net of tax.

(in millions)	Cash flow hedges	Defined benefit pension items	Currency translation items	Total
Balance as of December 31, 2015	\$ —	\$ 3.0	\$ (427.4)	\$ (424.4)
Other comprehensive income before reclassifications	—	1.2	36.3	37.5
Amounts reclassified from accumulated other comprehensive loss	—	(3.0)	—	(3.0)
Net current period other comprehensive (loss) income	\$ —	\$ (1.8)	\$ 36.3	\$ 34.5
Balance as of December 31, 2016	\$ —	\$ 1.2	\$ (391.1)	\$ (389.9)
Other comprehensive income (loss) before reclassifications	4.4	(2.2)	107.1	109.3
Amounts reclassified from accumulated other comprehensive loss	2.3	(0.2)	—	2.1
Net current period other comprehensive income (loss)	\$ 6.7	\$ (2.4)	\$ 107.1	\$ 111.4
Balance as of December 31, 2017	\$ 6.7	\$ (1.2)	\$ (284.0)	\$ (278.5)

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The following is a summary of the amounts reclassified from accumulated other comprehensive loss to net income (loss).

<u>(in millions)</u>	Year ended December 31, 2017 ⁽¹⁾	Year ended December 31, 2016 ⁽¹⁾	Location of impact on statement of operations
Amortization of defined benefit pension items:			
Prior service credits	\$ (0.2)	\$ (4.5)	Warehousing, selling and administrative
Tax expense	—	1.5	Income tax expense (benefit)
Net of tax	\$ (0.2)	\$ (3.0)	
Cash flow hedges:			
Interest rate swap contracts	\$ 3.8	\$ —	Interest expense
Tax benefit	(1.5)	—	Income tax expense (benefit)
Net of tax	\$ 2.3	\$ —	
Total reclassifications for the period	<u>\$ 2.1</u>	<u>\$ (3.0)</u>	

(1) Amounts in parentheses indicate credits to net income in the consolidated statement of operations.

Refer to “Note 8: Employee benefit plans” for additional information regarding the amortization of defined benefit pension items, “Note 17: Derivatives” for cash flow hedging activity and “Note 2: Significant accounting policies” for foreign currency gains and losses relating to intercompany borrowings of a long-term nature that are reflected in currency translation items.

11. Property, plant and equipment, net

Property, plant and equipment, net consisted of the following:

<u>(in millions)</u>	December 31,	
	2017	2016
Land and buildings	\$ 809.6	\$ 781.1
Tank farms	277.4	272.5
Machinery, equipment and other	820.2	747.6
Less: Accumulated depreciation	(927.2)	(811.5)
Subtotal	\$ 980.0	\$ 989.7
Work in progress	23.0	29.8
Property, plant and equipment, net ⁽¹⁾	<u>\$ 1,003.0</u>	<u>\$ 1,019.5</u>

(1) As of December 31, 2016, property, plant and equipment amounts are net of impairment losses of \$16.5 million. Refer to “Note 13: Impairment charges” for further information.

Included within property, plant and equipment, net are assets related to capital leases where the Company is the lessee. The below table summarizes the cost and accumulated depreciation related to these assets:

<u>(in millions)</u>	December 31,	
	2017	2016
Capital lease assets, at cost	\$ 86.0	\$ 76.5
Less: accumulated depreciation	(27.0)	(14.5)
Capital lease assets, net	<u>\$ 59.0</u>	<u>\$ 62.0</u>

Capitalized interest on capital projects was \$0.1 million and \$0.2 million in the years ended December 31, 2017 and 2016, respectively.

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12. Goodwill and intangible assets

Goodwill

The following is a summary of the activity in goodwill by segment.

<u>(in millions)</u>	<u>USA</u>	<u>Canada</u>	<u>EMEA</u>	<u>Rest of World</u>	<u>Total</u>
Balance, January 1, 2016	\$ 1,306.1	\$ 420.7	\$ 2.1	\$ 16.2	\$ 1,745.1
Additions	17.7	5.2	—	—	22.9
Purchase price adjustments	1.4	—	(0.9)	—	0.5
Foreign exchange	—	12.5	(0.1)	3.5	15.9
Balance, December 31, 2016	\$ 1,325.2	\$ 438.4	\$ 1.1	\$ 19.7	\$ 1,784.4
Additions	—	—	—	4.1	4.1
Purchase price adjustments	—	0.5	—	—	0.5
Foreign exchange	—	29.8	0.1	(0.5)	29.4
Balance, December 31, 2017	\$ 1,325.2	\$ 468.7	\$ 1.2	\$ 23.3	\$ 1,818.4

The Company's reporting units are identical to the identified four operating segments: USA, Canada, EMEA, and Rest of World. Additions to goodwill in 2017 related to the acquisition of Tagma. Additions to goodwill in 2016 related to the acquisition of Bodine Services and Nexus Ag. The purchase price adjustments in 2017 relate to the Nexus Ag acquisition. Refer to "Note 18: Business Combinations" for further information. Accumulated impairment losses on goodwill were \$261.4 million at January 1, 2016. Accumulated impairment losses on goodwill were \$271.3 million and \$246.3 million at December 31, 2017 and 2016, respectively.

As of October 1, 2017, the Company performed its annual impairment review and concluded it was more likely than not that the fair value exceeded the carrying value for all reporting units with goodwill balances. There were no events or circumstances from the date of the assessment through December 31, 2017 that would affect this conclusion.

Determining the fair value of a reporting unit requires judgment and involves the use of significant estimates and assumptions by management. The Company can provide no assurance that a material impairment charge will not occur in a future period. The Company's estimates of future cash flows may differ from actual cash flows that are subsequently realized due to many factors, including future worldwide economic conditions and the expected benefits of the Company's initiatives. Any of these potential factors, or other unexpected factors, may cause the Company to re-evaluate the carrying value of goodwill.

Intangible assets, net

The gross carrying amounts and accumulated amortization of the Company's intangible assets were as follows:

<u>(in millions)</u>	<u>December 31, 2017</u>			<u>December 31, 2016</u>		
	<u>Gross</u>	<u>Accumulated amortization</u>	<u>Net</u>	<u>Gross</u>	<u>Accumulated amortization</u>	<u>Net</u>
Intangible assets (subject to amortization):						
Customer relationships (1)	\$ 853.5	\$ (582.1)	\$ 271.4	\$ 826.2	\$ (514.3)	\$ 311.9
Other (2)	177.8	(161.5)	16.3	178.2	(150.9)	27.3
Total intangible assets	\$ 1,031.3	\$ (743.6)	\$ 287.7	\$ 1,004.4	\$ (665.2)	\$ 339.2

(1) Net of impairment losses of \$110.2 million recorded during the year ended December 31, 2016. Refer to "Note 13: Impairment charges" for further information.

(2) Net of impairment losses of \$3.5 million recorded during the year ended December 31, 2016. Refer to "Note 13: Impairment charges" for further information.

Other intangible assets consist of intellectual property trademarks, trade names, producer relationships and contracts, non-compete agreements and exclusive distribution rights.

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The estimated annual amortization expense in each of the next five years is as follows:

<u>(in millions)</u>		
2018	\$	53.8
2019		48.0
2020		43.3
2021		39.3
2022		31.6

13. Impairment charges

During the year ended December 31, 2016, the Company revised its business operating plan for servicing upstream oil and gas customers in its USA operating segment. In light of the 2016 prolonged drop in oil prices, and consequential decrease in demand for certain products including high-value specialized blended products used in hydraulic fracking operations, the Company narrowed its product line and service offering by curtailing certain highly specialized products and services that were being produced and sold to oil and gas customers. As a result, the Company ceased operations at three production facilities. The Company determined that these decisions resulted in a triggering event with respect to long lived assets in an asset group, resulting in the assessment of recoverability of these long lived assets. The Company performed step one of the impairment test and determined the carrying amount of the asset group exceeded the sum of the expected undiscounted future cash flows. Thus, the Company proceeded to step two of the impairment test where it was required to determine the fair value of the asset group and recognize an impairment loss if the carrying value exceeded the fair value. As a result of the impairment test, the Company recorded a non-cash, long-lived asset impairment charge of \$113.7 million related to intangible assets and \$16.5 million related to property, plant and equipment within its consolidated statements of operations. The Company also recorded a non-cash, long-lived asset impairment charge of \$0.3 million related to assets held-for-sale.

The fair value of the asset group was determined using an income approach, which was comprised of multiple significant unobservable inputs including: (1) the estimate of future cash flows; (2) the amount of capital expenditures required to maintain the existing cash flows; and (3) a terminal period growth rate equal to the expected rate of inflation. Accordingly, estimated fair value of the asset group is considered to be a Level 3 measurement in the fair value hierarchy.

In addition to the charges discussed above, the Company also impaired \$3.4 million of inventory deemed to be unsaleable in connection with the facility closures.

14. Other accrued expenses

Other accrued expenses that were greater than five percent of total current liabilities consisted of customer prepayments and deposits, which were \$97.7 million and \$84.6 million as of December 31, 2017 and 2016, respectively.

15. Debt

Short-term financing

Short-term financing consisted of the following:

<u>(in millions)</u>	<u>December 31,</u>	
	<u>2017</u>	<u>2016</u>
Amounts drawn under credit facilities	\$ 9.1	\$ 12.1
Bank overdrafts	4.3	13.2
Total	<u>\$ 13.4</u>	<u>\$ 25.3</u>

The weighted average interest rate on short-term financing was 4.1% and 2.1% as of December 31, 2017 and 2016, respectively.

As of December 31, 2017 and 2016, the Company had \$147.0 million and \$175.3 million, respectively, in outstanding letters of credit and guarantees.

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Long-term debt

Long-term debt consisted of the following:

(in millions)	December 31,	
	2017	2016
Senior Term Loan Facilities:		
Term B Loan due 2024, variable interest rate of 4.07% and 4.25% at December 31, 2017 and December 31, 2016, respectively	\$ 2,277.8	\$ 2,024.4
Euro Tranche Term Loan due 2022, variable interest rate of 4.25% at December 31, 2016 (Loan paid off on Nov 28, 2017)	—	259.9
Asset Backed Loan (ABL) Facilities:		
North American ABL Facility due 2020, variable interest rate of 5.00% and 4.25% at December 31, 2017 and December 31, 2016, respectively	155.0	152.0
North American ABL Term Loan due 2018, variable interest rate of 4.44% and 3.75% at December 31, 2017 and December 31, 2016, respectively	16.7	83.3
Senior Unsecured Notes:		
Senior Unsecured Notes due 2023, fixed interest rate of 6.75% at December 31, 2017 and December 31, 2016	399.5	399.5
Capital lease obligations	60.9	63.4
Total long-term debt before discount	\$ 2,909.9	\$ 2,982.5
Less: unamortized debt issuance costs and discount on debt	(27.9)	(28.5)
Total long-term debt	\$ 2,882.0	\$ 2,954.0
Less: current maturities	(62.0)	(109.0)
Total long-term debt, excluding current maturities	<u>\$ 2,820.0</u>	<u>\$ 2,845.0</u>

The weighted average interest rate on long-term debt was 4.50% and 4.84% as of December 31, 2017 and 2016, respectively.

As of December 31, 2017, future contractual maturities of long-term debt including capital lease obligations are as follows:

(in millions)	
2018	\$ 62.0
2019	33.4
2020	188.0
2021	31.5
2022	29.5
Thereafter	2,565.5
Total (1)	<u>\$ 2,909.9</u>

(1) See "Note 23: Subsequent events" in Item 8 of this Annual Report on Form 10-K for additional information.

Long-term debt restructurings

On November 28, 2017, the Company entered into a Second Amendment of the Senior Term B loan facility which amended the Company's First Amendment, dated January 19, 2017. The new Senior Term B loan agreement has a \$2,283.5 million US dollar loan tranche. The proceeds from the new Senior Term B loan agreement were used to repay in full the existing \$2,183.5 million US dollar denominated Term B Loan and €80.9 million (\$95.8 million) euro denominated Term B Loan.

The amendment also lowered the interest rate credit spread on the loan by 25 basis points from 2.75% to 2.50% and extended the loan by two years. An additional reduction of 25 basis points is available if the Company's total net leverage (Total Net Debt to Adjusted EBITDA) reaches or falls below 4.00. The New Senior Term Facilities is payable in installments of \$5.7 million commencing December 31, 2017 with the remaining balances due on the maturity date of July 1, 2024. The Company can repay the loan in whole or part without penalty.

On January 19, 2017, the Company entered into an amended Senior Term B loan agreement which replaced the existing US dollar denominated loans, dated July 1, 2015, with new US dollar denominated loans in aggregate of \$2,200.0 million. The

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Amendment also reduced the interest rate credit spread on the US dollar denominated loans by 50 basis points from 3.25% to 2.75% and removed the 1.00% LIBOR floor. The additional proceeds of \$175.6 million received from the US dollar denominated loans were used to prepay a portion of the Euro denominated Term B Loans.

As a result of the January and November 2017 debt refinancing activity, the Company recognized debt refinancing costs of \$5.3 million in other (expense) income, net in the consolidated statements of operations during the year ended December 31, 2017. Refer to “Note 6: Other (expense) income, net” for further information. In addition, the Company recognized a loss on extinguishment of debt of \$3.8 million in the year ended December 31, 2017.

On July 28, 2015, the Company entered into a new five year \$1.4 billion North American Asset Backed Loan Facility (“new NA ABL Facility”) and terminated its existing \$1.4 billion North American ABL Facility including the repayment of the existing North American ABL Term Loan. The new NA ABL Facility has a \$1.0 billion revolving loan tranche available to certain US subsidiaries, a \$300.0 million revolving loan tranche for certain Canadian subsidiaries and a \$100.0 million ABL Term Loan (“new ABL Term Loan”). The Company may elect to allocate the total \$1.3 billion in revolving tranches between the US and Canadian borrowers. Under the two revolving tranches, the borrowers may request loan advances and make loan repayments until the maturity date of July 28, 2020. The new ABL Term Loan and each revolving loan advance under the facility have a variable interest rate based on the current benchmark rate elected by the borrower plus a credit spread. The credit spread is determined by the elected benchmark rate and the average availability of the facility. The unused line fee for the revolver tranches under the new NA ABL Facility ranges from 0.25% to 0.375% per annum for the US and Canadian borrowers depending on the average daily outstanding amount. The new NA ABL Term Loan is payable in installments of \$16.7 million per quarter commencing December 31, 2016 with a final amortization payment on March 31, 2018, with the loan commitment expiring on July 28, 2018.

In addition, on July 1, 2015, the Company issued \$400.0 million in Senior Unsecured Notes (“Unsecured Notes”). The new \$400.0 million issuance of Senior Unsecured Notes has a fixed interest rate of 6.75% payable semi-annually. Principal is due upon the maturity date of July 15, 2023. The Company can prepay the Senior Unsecured Notes in whole or part at a premium above par on or after July 15, 2018 and without a premium on or after July 15, 2020.

On March 24, 2014, certain of the Company’s European subsidiaries (the “Borrowers”) entered into a five year €200 million Euro ABL Credit facility. The Euro ABL is a revolving credit facility pursuant to which the Borrowers may request loan advances and make loan repayments until the maturity date of March 22, 2019. Loan advances may be made in multiple currencies. Each loan advance under this facility has a variable interest rate based on the current benchmark rate (IBOR) for that currency plus a credit spread. The credit spread is determined by a pricing grid that is based on average availability of the facility. The unused line fee ranges from 0.25% to 0.50% per annum depending on the average unused commitment as a percentage of the total commitment.

Simultaneously with the execution of the Euro ABL due 2019, certain of the Company’s European subsidiaries terminated a €68 million secured asset-based lending credit facility maturing December 31, 2016.

Borrowing availability and assets pledged as collateral

As of December 31, 2017, availability of the entire \$1.3 billion in North American ABL Facility credit commitments is determined based on the periodic reporting of available qualifying collateral, as defined in the North American ABL Facility credit agreement. At December 31, 2017 and 2016, \$548.3 million and \$411.4 million were available under the North American ABL Facility, respectively. An unused line fee of 0.375% was in effect at December 31, 2017 and 2016.

As of December 31, 2017, availability of the entire €200 million Euro ABL due 2019 is determined based on the periodic reporting of available qualifying collateral, as defined in the Euro ABL credit agreement. The Euro ABL due 2019 is secured by the accounts receivable and inventory of the Borrowers and certain additional collateral. At December 31, 2017 and 2016, \$133.1 million and \$109.9 million were available under the Euro ABL, respectively. An unused line fee of 0.50% was in effect at December 31, 2017 and 2016.

The North American ABL Facility and North American ABL Term Loan are secured by substantially all of the assets of the US and Canadian operating subsidiaries of the Company. The Senior Term Loan Facilities are also secured by substantially all of the assets of the US operating and management subsidiaries. With respect to shared collateral, the North American ABL Facility, North American ABL Term Loan and the Senior Term Loan Facilities are secured by accounts receivable and inventories of the US operating subsidiaries of the Company. The obligations under the North American ABL Facility and North American ABL Term Loan are secured by a first priority lien on such accounts receivable and inventory, and the obligations under the Senior Term Loan Facilities are secured by a second priority lien on such accounts receivable and inventory. Under the North American ABL Facility, Canadian entities secure the obligations of the Canadian borrower. In addition, 65% of the shares of all first-tier foreign subsidiaries owned by the US subsidiaries have been pledged as security to the lenders in respect of all obligations. The Euro ABL is primarily secured by accounts receivable and inventories of the Company’s subsidiaries in Belgium, France, Germany, the Netherlands, Switzerland and United Kingdom.

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Assets pledged under the North American ABL Facility, North American ABL Term Loan, Senior Term Loan Facilities and the Euro ABL are as follows:

(in millions)	December 31,	
	2017	2016
Cash	\$ 313.6	\$ 237.4
Trade accounts receivable, net	881.0	790.6
Inventories	702.0	655.5
Prepaid expenses and other current assets	93.3	128.2
Property, plant and equipment, net	780.0	856.4
Total	<u>\$ 2,769.9</u>	<u>\$ 2,668.1</u>

Debt covenants

Under certain limited circumstances, the Company's subsidiaries noted as borrowers and guarantors under the new NA ABL Facility and NA ABL Term Loan are subject to comply with a fixed charge coverage ratio maintenance covenant. Such covenant is calculated based on the consolidated financial results of the Company. As of December 31, 2017 and 2016, such covenant was not in effect but the Company would have been in compliance if it was then in effect. The Company and its subsidiaries are also subject to a significant number of non-financial covenants in each of the credit facilities and the Senior Unsecured Notes that restrict the operations of the Company and its subsidiaries, including, without limitation, requiring that the net proceeds from certain dispositions and capital market debt issuances must be used as mandatory prepayments and restrictions on the incurrence of financial indebtedness outside of these facilities (including restrictions on secured indebtedness), prepaying subordinated debt, making dividend payments, making certain investments, making certain asset dispositions, certain transactions with affiliates and certain mergers and acquisitions.

16. Fair value measurements

The Company classifies its financial instruments according to the fair value hierarchy described in "Note 2: Significant accounting policies."

Items measured at fair value on a recurring basis

The following table presents the Company's assets and liabilities measured on a recurring basis on a gross basis:

(in millions)	Level 2		Level 3	
	December 31,		December 31,	
	2017	2016	2017	2016
Financial current assets:				
Forward currency contracts	\$ 0.3	\$ 0.5	\$ —	\$ —
Interest rate swap contracts	1.2	—	—	—
Financial non-current assets:				
Interest rate swap contracts	10.6	9.8	—	—
Financial current liabilities:				
Forward currency contracts	0.4	0.3	—	—
Interest rate swap contracts	—	5.6	—	—
Contingent consideration	—	—	—	1.6
Financial non-current liabilities:				
Contingent consideration	—	—	0.4	5.9

The net amounts related to foreign currency contracts included in prepaid and other current assets were \$0.2 million and \$0.5 million as of December 31, 2017 and 2016, respectively. The net amounts related to foreign currency contracts included in other accrued expenses were \$0.3 million and \$0.3 million as of December 31, 2017 and 2016, respectively.

The following table is a reconciliation of the fair value measurements that use significant unobservable inputs (Level 3), which are contingent consideration liabilities (i.e. earn-outs) related to prior acquisitions. Refer to "Note 18: Business Combinations" for further information discussing the business acquisitions resulting in contingent consideration liabilities, the

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terms of the earn-outs, the unobservable inputs factored into the fair value determination and the estimated impact on the consolidated financial statements related to changes in the unobservable inputs.

(in millions)	2017	2016
Fair value as of January 1	\$ 7.5	\$ 8.7
Additions	0.4	—
Fair value adjustments	(3.0)	(0.7)
Foreign currency	0.1	(0.1)
Payments	(3.7)	(0.4)
Gain on settlement	(0.9)	—
Fair value as of December 31	<u>\$ 0.4</u>	<u>\$ 7.5</u>

The fair value adjustment in 2017 related to various 2015 acquisitions. The 2017 fair value reduction was primarily due to actual financial performance and payouts. The fair value adjustment is recorded within other operating expenses, net in the consolidated statement of operations.

Financial instruments not carried at fair value

The estimated fair value of financial instruments not carried at fair value in the consolidated balance sheets were as follows:

(in millions)	December 31, 2017		December 31, 2016	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities:				
Long-term debt including current portion (Level 2)	\$ 2,882.0	\$ 2,939.7	\$ 2,954.0	\$ 3,019.1

The fair values of the long-term debt, including the current portions, were based on current market quotes for similar borrowings and credit risk adjusted for liquidity, margins, and amortization, as necessary.

Fair value of other financial instruments

The carrying value of cash and cash equivalents, trade accounts receivable, trade accounts payable and short-term financing included in the consolidated balance sheets approximates fair value due to their short-term nature.

17. Derivatives

Interest rate swaps

The objective of the interest rate swap contracts is to offset the variability of cash flows in LIBOR indexed debt interest payments attributable to changes in the aforementioned benchmark interest rate related to the Term B Loan due 2024.

At December 31, 2017, the Company had interest rate swap contracts in place with a total notional amount of \$2.0 billion and whereby a fixed rate of interest (weighted average of 1.70%) is paid and a variable rate of interest (three-month LIBOR) is received as calculated on the notional amount. The initial interest rate swap contracts that were replaced with the contracts currently outstanding initially included a LIBOR floor of 1.00%. The LIBOR floor was removed on February 1, 2017, as part of the amendment to the interest rate swap contracts. The contracts were amended as a result of the amendment to the Term B Loan agreement with US dollar denominated tranche on January 19, 2017. Refer to "Note 10: Debt" for additional information. As a result of the interest rate swap contracts amendment, the Company had realized a gain of \$1.4 million in other expense, net in the consolidated statement of operations.

As of July 6, 2017, the Company designated the interest rate swaps as a cash flow hedge in an effort to reduce the mark-to-market volatility recognized within the consolidated statement of operations. As of December 31, 2017, the interest rate swaps held by the Company continue to qualify for hedge accounting. Prior to the hedge accounting designation, changes in fair value of the interest rate swap contracts were recognized directly in other expense, net in the consolidated statement of operations. Refer to "Note 6: Other expense, net" for additional information. In accordance with ASC 815 - Derivative and Hedging, the Company recognizes the effective portion of the gain or loss on the derivative as a component of other comprehensive income, which is reclassified into earnings in the same period or periods the underlying transaction impacts earnings. Derivative gains and losses due to hedge ineffectiveness are recognized in current period earnings.

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Net unrealized losses on our interest rate swap contracts totaling \$3.8 million were reclassified to interest expense in the consolidated statement of operations as of December 31, 2017. As of December 31, 2017, we estimate that \$1.2 million of derivative gains included in accumulated other comprehensive loss will be reclassified into the consolidated statement of operations within the next 12 months. The activity related to our cash flow hedges is included in "Note 10: Accumulated other comprehensive loss."

The fair value of interest rate swaps is recorded either in prepaid expenses and other current assets, other assets, other accrued expenses or other long-term liabilities in the consolidated balance sheets. As of December 31, 2017, a current asset of \$1.2 million was included in other current assets. As of December 31, 2017 and December 31, 2016, a non-current asset of \$10.6 million and \$9.8 million was included in other assets, respectively. As December 31, 2016, a current liability of \$5.6 million was included in other accrued expenses.

The Company had interest rate swap contracts with a total notional amount of \$1.0 billion which expired during June 2017.

Interest rate caps

The Company had interest rate caps with a notional amount of \$800 million which expired during June 2017. As of June 30, 2017, the interest rate cap premiums had been fully amortized through interest expense within the consolidated statements of operations. At December 31, 2017, the Company had no interest rate caps outstanding.

Foreign currency derivatives

The Company uses forward currency contracts to hedge earnings from the effects of foreign exchange relating to certain of the Company's intercompany and third-party receivables and payables denominated in a foreign currency. These derivative instruments are not formally designated as hedges by the Company and the terms of these instruments range from one to three months. Forward currency contracts are recorded at fair value in either prepaid expenses and other current assets or other accrued expenses in the consolidated balance sheets, reflecting their short-term nature. Refer to "Note 16: Fair value measurements" for additional information. The fair value adjustments and gains and losses are included in other expense, net within the consolidated statements of operations. Refer to "Note 6: Other expense, net" for more information. The total notional amount of undesignated forward currency contracts were \$134.0 million and \$111.0 million as of December 31, 2017 and 2016, respectively.

18. Business combinations

Year ended December 31, 2017

In the year ended December 31, 2017, the Company completed two acquisitions.

On September 21, 2017, the Company completed an acquisition of 100% of the equity interest in Tagma Brasil Ltda. ("Tagma"), a leading Brazilian provider of customized formulation and packaging services for crop protection chemicals that include herbicides, insecticides, fungicides and surfactants. This acquisition expands Univar's agriculture business in one of the world's fastest-growing agricultural markets.

On September 29, 2017, the Company completed a definitive asset purchase agreement with PVS Minibulk, Inc. ("PVS"), a provider of Minibulk services for inorganic chemicals in California, Oregon, and Washington. This acquisition expands and strengthens Univar's MiniBulk business in the West Coast market as the Company has the opportunity to service PVS customers and integrate them into the Univar business.

The purchase price of these acquisitions was \$23.9 million (net of cash acquired of \$0.2 million). The adjusted purchase price allocation includes goodwill of \$4.2 million and intangibles of \$4.2 million. The operating results subsequent to the acquisition dates did not have a significant impact on the consolidated financial statement of the Company. The initial accounting for these acquisitions has only been preliminarily determined, and is subject to final working capital adjustments and valuations of intangible assets and property, plant and equipment.

As of March 31, 2017, the purchase price allocation for the Bodine and Nexus Ag 2016 acquisitions were finalized. Purchase price adjustments on prior acquisitions resulted in additional cash payments of \$0.5 million during the three months ended March 31, 2017.

Year ended December 31, 2016

In the year ended December 31, 2016, the Company completed two acquisitions.

On March 2, 2016, the Company completed an acquisition of 100% of the equity interest in Bodine Services of Decatur, Inc.; Bodine Environmental Services, Inc.; and affiliated entities, operating as Bodine Services of the Midwest ("Bodine"), a

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regional provider of environmental and facilities maintenance services. This acquisition expands the Company's footprint with additional service centers in key geographic markets since Bodine has expertise that is critical to helping customers effectively manage compliance with their operations by preventing waste and environmental concerns.

On March 22, 2016, the Company completed a definitive asset purchase agreement with Nexus Ag Business Inc. ("Nexus Ag"), a wholesale fertilizer distributor to the Western Canada agriculture market that offers a broad range of products, including micronutrients, specialty fertilizers, potash, phosphates, and liquid and soluble nutrients from leading North American producers.

The preliminary purchase price of these acquisitions was \$53.3 million. The preliminary purchase price allocation includes goodwill of \$22.9 million and intangibles of \$19.4 million. The operating results subsequent to the acquisition dates did not have a significant impact on the consolidated financial statement of the Company.

The purchase price allocation for the Key Chemical, Inc., Chemical Associates, Inc., Arrow Chemical, Inc., Polymer Technologies Ltd., Weavertown Environmental Group, and Future/Blue Star 2015 acquisitions are now final. Purchase price adjustments on prior acquisitions resulted in additional cash payments of \$0.3 million during the year ended December 31, 2016. The fair value of contingent consideration liabilities relating to 2015 acquisitions is included within the consolidated balance sheets. Refer to "Note 16: Fair value measurements" for further information discussing the changes in fair value of contingent consideration liabilities.

19. Commitments and contingencies

Lease commitments

Rental and lease commitments primarily relate to land, buildings and fleet. Operating lease expense for the years ended December 31, 2017, 2016 and 2015 were \$76.7 million, \$83.3 million and \$93.7 million, respectively.

As of December 31, 2017, minimum rental commitments under non-cancelable operating leases with lease terms in excess of one year are as follows:

<u>(in millions)</u>	<u>Minimum rental commitments</u>
2018	\$ 60.1
2019	51.8
2020	42.0
2021	34.7
2022	31.9
Thereafter	47.3
Total	<u><u>\$ 267.8</u></u>

Litigation

In the ordinary course of business the Company is subject to pending or threatened claims, lawsuits, regulatory matters and administrative proceedings from time to time. Where appropriate the Company has recorded provisions in the consolidated financial statements for these matters. The liabilities for injuries to persons or property are in some instances covered by liability insurance, subject to various deductibles and self-insured retentions.

The Company is not aware of any claims, lawsuits, regulatory matters or administrative proceedings, pending or threatened, that are likely to have a material effect on its overall financial position, results of operations, or cash flows. However, the Company cannot predict the outcome of any claims or litigation or the potential for future claims or litigation.

The Company is subject to liabilities from claims alleging personal injury from exposure to asbestos. The claims result primarily from an indemnification obligation related to Univar USA Inc.'s ("Univar") 1986 purchase of McKesson Chemical Company from McKesson Corporation ("McKesson"). Univar's obligation to indemnify McKesson for settlements and judgments arising from asbestos claims is the amount which is in excess of applicable insurance coverage, if any, which may be available under McKesson's historical insurance coverage. Univar is also a defendant in a small number of asbestos claims. As of December 31, 2017, there were fewer than 255 asbestos-related claims for which the Company has liability for defense and indemnity pursuant to the indemnification obligation. Historically, the vast majority of the claims against both McKesson and Univar have been dismissed without payment. While the Company is unable to predict the outcome of these matters, it does not believe, based upon current available facts, that the ultimate resolution of any of these matters will have a material effect on its

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overall financial position, results of operations, or cash flows. However, the Company cannot predict the outcome of any present or future claims or litigation and adverse developments could negatively impact earnings or cash flows in a particular future period.

Environmental

The Company is subject to various federal, state and local environmental laws and regulations that require environmental assessment or remediation efforts (collectively “environmental remediation work”) at approximately 130 locations, some that are now or were previously Company-owned/occupied and some that were never Company-owned/occupied (“non-owned sites”).

The Company’s environmental remediation work at some sites is being conducted pursuant to governmental proceedings or investigations, while the Company, with appropriate state or federal agency oversight and approval, is conducting the environmental remediation work at other sites voluntarily. The Company is currently undergoing remediation efforts or is in the process of active review of the need for potential remediation efforts at approximately 106 current or formerly Company-owned/occupied sites. In addition, the Company may be liable for a share of the clean-up of approximately 24 non-owned sites. These non-owned sites are typically (a) locations of independent waste disposal or recycling operations with alleged or confirmed contaminated soil and/or groundwater to which the Company may have shipped waste products or drums for re-conditioning, or (b) contaminated non-owned sites near historical sites owned or operated by the Company or its predecessors from which contamination is alleged to have arisen.

In determining the appropriate level of environmental reserves, the Company considers several factors such as information obtained from investigatory studies; changes in the scope of remediation; the interpretation, application and enforcement of laws and regulations; changes in the costs of remediation programs; the development of alternative cleanup technologies and methods; and the relative level of the Company’s involvement at various sites for which the Company is allegedly associated. The level of annual expenditures for remedial, monitoring and investigatory activities will change in the future as major components of planned remediation activities are completed and the scope, timing and costs of existing activities are changed. Project lives, and therefore cash flows, range from 2 to 30 years, depending on the specific site and type of remediation project.

Although the Company believes that its reserves are adequate for environmental contingencies, it is possible, due to the uncertainties noted above; that additional reserves could be required in the future that could have a material effect on the overall financial position, results of operations, or cash flows in a particular period. This additional loss or range of losses cannot be recorded at this time, as it is not reasonably estimable.

Changes in total environmental liabilities are as follows:

<u>(in millions)</u>	<u>2017</u>	<u>2016</u>
Environmental liabilities at January 1	\$ 95.8	\$ 113.2
Revised obligation estimates	12.3	5.5
Environmental payments	(19.3)	(22.5)
Foreign exchange	0.4	(0.4)
Environmental liabilities at December 31	<u>\$ 89.2</u>	<u>\$ 95.8</u>

Environmental liabilities of \$29.1 million and \$30.2 million were classified as current in other accrued expenses in the consolidated balance sheets as of December 31, 2017 and 2016 , respectively. The long-term portion of environmental liabilities is recorded in other long-term liabilities in the consolidated balance sheets. The total discount on environmental liabilities was \$5.0 million and \$5.6 million at December 31, 2017 and 2016 , respectively. The discount rate used in the present value calculation was 2.4% and 2.5% as of December 31, 2017 and 2016 , respectively, which represent risk-free rates.

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The Company manages estimated cash flows by project. These estimates are subject to change if there are modifications to the scope of the remediation plan or if other factors, both external and internal, change the timing of the remediation activities. The Company periodically reviews the status of all existing or potential environmental liabilities and adjusts its accruals based on all available, relevant information. Based on current estimates, the expected payments for environmental remediation for the next five years and thereafter at December 31, 2017 are as follows, with projects for which timing is uncertain included in the 2018 estimated amount of \$11.0 million :

<u>(in millions)</u>	
2018	\$ 29.1
2019	13.4
2020	9.7
2021	8.3
2022	6.8
Thereafter	26.8
Total	<u>\$ 94.1</u>

Customs and International Trade Laws

In April 2012, the US Department of Justice ("DOJ") issued a civil investigative demand to the Company in connection with an investigation into the Company's compliance with applicable customs and international trade laws and regulations relating to the importation of saccharin from 2002 through 2012. The Company also became aware in 2010 of an investigation being conducted by US Customs and Border Patrol ("CBP") into the Company's importation of saccharin. Finally, the Company learned that a civil plaintiff had sued the Company and two other defendants in a Qui Tam proceeding, such filing having been made under seal in 2012, and this plaintiff had requested that the DOJ intervene in its lawsuit.

The US government, through the DOJ, declined to intervene in the Qui Tam proceeding in November 2013 and, as a result, the DOJ's inquiry related to the Qui Tam lawsuit and its initial investigation demand are now finished. On February 26, 2014, the Qui Tam plaintiff also voluntarily dismissed its lawsuit against the Company.

CBP, however, continued its investigation on the importation of saccharin by the Company's subsidiary, Univar USA Inc. On July 21, 2014, CBP sent the Company a "Pre-Penalty Notice" indicating the imposition of a penalty against Univar USA Inc. in the amount of approximately \$84.0 million. Univar USA Inc. responded to CBP that the proposed penalty was not justified. On October 1, 2014, the CBP issued a penalty notice to Univar USA Inc. for \$84.0 million and has reaffirmed this penalty notice. On August 6, 2015, the DOJ filed a complaint on CBP's behalf against Univar USA Inc. in the Court of International Trade seeking approximately \$84.0 million in allegedly unpaid duties, penalties, interest, costs and attorneys' fees. The Company continues to defend this matter vigorously. Discovery has largely concluded and motions to exclude certain evidence as well as for summary judgement to resolve the dispute in whole or in part have been filed. Univar USA Inc. has not recorded a liability related to this investigation as the Company believes a loss is not probable. Although the Company believes its position is strong, it cannot guarantee the outcome of this or other litigation.

20. Related party transactions

During year ended December 31, 2016, CVC divested its entire investment in the Company in conjunction with secondary public offering.

CD&R and CVC charged the Company a total of \$2.8 million in the year ended December 31, 2015, for advisory services provided to the Company pertaining strategic consulting. In addition, during the year ended December 31, 2015, there was a contract termination fee of \$26.2 million related to terminating consulting agreements between the Company and CVC and CD&R as a result of the June 2015 IPO. These amounts were recorded in other operating expenses, net. Refer to "Note 4: Other operating expenses, net" for additional information.

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The following table summarizes the Company's sales and purchases with related parties within the ordinary course of business:

(in millions)	Year ended December 31,		
	2017	2016	2015
CD&R:			
Sales to affiliate companies	5.3	7.7	29.7
Purchases from affiliate companies	6.0	16.5	19.9
Temasek:			
Sales to affiliate companies	10.1	14.4	19.8
Purchases from affiliate companies	0.7	10.1	0.1
CVC (1) :			
Sales to affiliate companies	—	0.5	1.9
Purchases from affiliate companies	—	—	8.8

(1) Sales and purchases related information for CVC is disclosed until August 31, 2016.

The following table summarizes the Company's receivables due from and payables due to related parties:

(in millions)	December 31,	
	2017	2016
Due from affiliates	\$ 1.0	\$ 2.3
Due to affiliates	0.2	2.1

21. Segments

Management monitors the operating results of its operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Management evaluates performance on the basis of Adjusted EBITDA. Adjusted EBITDA is defined as consolidated net income (loss), plus the sum of: interest expense, net of interest income; income tax expense (benefit); depreciation; amortization; other operating expenses, net; impairment charges; loss on extinguishment of debt; and other expense, net.

Transfer prices between operating segments are set on an arms-length basis in a similar manner to transactions with third parties. Corporate operating expenses that directly benefit segments have been allocated to the operating segments. Allocable operating expenses are identified through a review process by management. These costs are allocated to the operating segments on a basis that reasonably approximates the use of services. This is typically measured on a weighted distribution of margin, asset, headcount or time spent.

Other/Eliminations represents the elimination of inter-segment transactions as well as unallocated corporate costs consisting of costs specifically related to parent company operations that do not directly benefit segments, either individually or collectively.

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Financial information for the Company's segments is as follows:

(in millions)	USA	Canada	EMEA	Rest of World	Other/ Eliminations	Consolidated
Year ended December 31, 2017						
Net sales:						
External customers	\$ 4,657.1	\$ 1,371.5	\$ 1,821.2	\$ 403.9	\$ —	\$ 8,253.7
Inter-segment	121.9	9.1	4.5	0.5	(136.0)	—
Total net sales	\$ 4,779.0	\$ 1,380.6	\$ 1,825.7	\$ 404.4	\$ (136.0)	\$ 8,253.7
Cost of goods sold (exclusive of depreciation)	3,706.8	1,143.0	1,411.7	322.7	(136.0)	6,448.2
Gross profit	\$ 1,072.2	\$ 237.6	\$ 414.0	\$ 81.7	\$ —	\$ 1,805.5
Outbound freight and handling	192.8	37.3	55.7	6.2	—	292.0
Warehousing, selling and administrative	528.3	85.0	220.2	46.8	29.5	909.8
Adjusted EBITDA	\$ 351.1	\$ 115.3	\$ 138.1	\$ 28.7	\$ (29.5)	\$ 603.7
Other operating expenses, net						49.5
Depreciation						135.0
Amortization						65.4
Interest expense, net						148.0
Loss on extinguishment of debt						3.8
Other expense, net						33.2
Income tax expense						49.0
Net income						\$ 119.8
Total assets	\$ 3,526.8	\$ 2,091.3	\$ 935.1	\$ 237.5	\$ (1,058.0)	\$ 5,732.7
Property, plant and equipment, net	636.1	147.7	158.0	33.5	27.7	1,003.0
Capital expenditures	47.5	17.1	14.6	2.4	1.1	82.7

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(in millions)	USA	Canada	EMEA	Rest of World	Other/ Eliminations	Consolidated
Year ended December 31, 2016						
Net sales:						
External customers	\$ 4,706.7	\$ 1,261.0	\$ 1,704.2	\$ 401.8	\$ —	\$ 8,073.7
Inter-segment	104.4	8.3	4.5	—	(117.2)	—
Total net sales	\$ 4,811.1	\$ 1,269.3	\$ 1,708.7	\$ 401.8	\$ (117.2)	\$ 8,073.7
Cost of goods sold (exclusive of depreciation)	3,769.7	1,047.4	1,324.6	322.1	(117.2)	6,346.6
Gross profit	\$ 1,041.4	\$ 221.9	\$ 384.1	\$ 79.7	\$ —	\$ 1,727.1
Outbound freight and handling	191.5	34.1	54.9	6.1	—	286.6
Warehousing, selling and administrative	517.5	83.8	210.5	46.8	19.2	877.8
Adjusted EBITDA	\$ 332.4	\$ 104.0	\$ 118.7	\$ 26.8	\$ (19.2)	\$ 562.7
Other operating expenses, net						104.5
Depreciation						152.3
Amortization						85.6
Impairment charges						133.9
Interest expense, net						159.9
Other expense, net						6.1
Income tax benefit						(11.2)
Net loss						\$ (68.4)
Total assets	\$ 3,676.8	\$ 1,856.2	\$ 857.4	\$ 211.3	\$ (1,211.8)	\$ 5,389.9
Property, plant and equipment, net	671.1	148.3	144.8	18.2	37.1	1,019.5
Capital expenditures	56.5	17.4	12.2	2.8	1.2	90.1

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(in millions)	USA	Canada	EMEA	Rest of World	Other/ Eliminations	Consolidated
Year ended December 31, 2015						
Net sales:						
External customers	\$ 5,351.5	\$ 1,376.6	\$ 1,780.1	\$ 473.6	\$ —	\$ 8,981.8
Inter-segment	112.7	8.6	4.0	0.1	(125.4)	—
Total net sales	\$ 5,464.2	\$ 1,385.2	\$ 1,784.1	\$ 473.7	\$ (125.4)	\$ 8,981.8
Cost of goods sold (exclusive of depreciation)	4,365.9	1,161.0	1,398.6	382.6	(125.4)	7,182.7
Gross profit	\$ 1,098.3	\$ 224.2	\$ 385.5	\$ 91.1	\$ —	\$ 1,799.1
Outbound freight and handling	216.9	39.3	59.6	8.8	—	324.6
Warehousing, selling and administrative	492.6	87.8	226.0	54.1	13.9	874.4
Adjusted EBITDA	\$ 388.8	\$ 97.1	\$ 99.9	\$ 28.2	\$ (13.9)	\$ 600.1
Other operating expenses, net						106.1
Depreciation						136.5
Amortization						88.5
Interest expense, net						207.0
Loss on extinguishment of debt						12.1
Other expense, net						23.2
Income tax expense						10.2
Net income						\$ 16.5
Total assets	\$ 3,962.0	\$ 1,709.7	\$ 947.2	\$ 233.6	\$ (1,240.1)	\$ 5,612.4
Property, plant and equipment, net	714.9	133.3	167.7	20.3	46.3	1,082.5
Capital expenditures	106.8	16.1	17.2	3.4	1.5	145.0

Business line information

The Company's net sales from external customers relate to its chemical distribution business. Commodity chemicals and ingredients represent the largest portion of our business by sales and volume. Other sales to external customers primarily relate to services for collecting and arranging for the transportation of hazardous and non-hazardous waste.

Risks and concentrations

No single customer accounted for more than 10% of net sales in any of the years presented.

The Company is exposed to credit loss and loss of liquidity availability if the financial institutions or counterparties issuing us debt securities fail to perform. We minimize exposure to these credit risks by dealing with a diversified group of investment grade financial institutions. We manage credit risk by monitoring the credit ratings and market indicators of credit risk of our lending counterparties. We do not anticipate any non-performance by any of the counterparties.

22. Quarterly financial information (unaudited)

The following tables contain selected unaudited statement of operations information for each quarter of the year ended December 31, 2017 and 2016. The tables include all adjustments, consisting only of normal recurring adjustments, that is necessary for fair presentation of the consolidated financial position and operating results for the quarters presented. Our business is affected by seasonality, which historically has resulted in higher sales volume during our second and third quarter.

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Unaudited quarterly results for the year ended December 31, 2017 are as follows:

(in millions, except per share data)	March 31	June 30	September 30	December 31 ⁽¹⁾
Net sales	\$ 1,998.8	\$ 2,247.0	\$ 2,048.7	\$ 1,959.2
Gross profit	439.4	466.4	454.8	444.9
Net income	22.6	31.3	38.9	27.0
Income per share:				
Basic and diluted	\$ 0.16	\$ 0.22	\$ 0.28	\$ 0.19
Shares used in computation of income (loss) per share:				
Basic	139.4	140.1	140.4	140.7
Diluted	140.8	141.3	141.4	141.8

(1) Included in the fourth quarter of 2017 was a loss of \$3.8 million relating to the annual mark to market adjustment on the defined benefit pension and postretirement plans. Refer to "Note 8: Employee benefit plans" for further information.

Unaudited quarterly results for the year ended December 31, 2016 are as follows:

(in millions, except per share data)	March 31	June 30	September 30 ⁽¹⁾	December 31 ⁽²⁾
Net sales	\$ 1,999.0	\$ 2,262.5	\$ 1,999.7	\$ 1,812.5
Gross profit	430.3	445.4	438.1	413.3
Net income (loss)	14.0	39.8	(63.0)	(59.2)
Income (loss) per share:				
Basic and diluted	\$ 0.10	\$ 0.29	\$ (0.46)	\$ (0.43)
Shares used in computation of income (loss) per share:				
Basic	137.6	137.6	137.7	138.1
Diluted	137.8	138.1	137.7	138.1

(1) Included in the third quarter of 2016 was an impairment charge of \$133.9 million. Refer to "Note 13: Impairment charges" for further information.

(2) Included in the fourth quarter of 2016 was a loss of \$68.6 million relating to the annual mark to market adjustment on the defined benefit pension and postretirement plans. Refer to "Note 8: Employee benefit plans" for further information.

23. Subsequent events

On January 4, 2018, we completed the acquisition of Kemetyl Industrial Chemicals ("Kemetyl"). Kemetyl is among the leading distributors of chemical products in the Nordic region and provides bulk and specialty chemicals, such as isopropanol, glycols, metal salts, minerals and polyacrylamides, to customers in Sweden and Norway. The addition of Kemetyl will allow Univar to expand its leading position in the pharmaceutical industry.

On January 31, 2018, Juliet Teo resigned from the Company's Board of Directors as the shareholding of Dahlia Investments Pte. Ltd fell below its nomination rights. On February 1, 2018, the Board of Directors appointed Joan Braca as a member of the Board. Joan Braca will be an independent member of the Board's Compensation and Nominating and Corporate Governance Committees.

On February 1, 2018, the Company's Board of Directors announced the appointment of Stephen D. Newlin as Executive Chairman of the Board and David C. Jukes as President and Chief Executive Officer. The Board also announced that it intends to appoint Mr. Jukes a member of the Board. These changes are to become effective May 9, 2018 in conjunction with the Company's annual shareholder meeting.

On February 12, 2018, Univar made an optional \$300.0 million early repayment of principal against the \$2,277.8 million balance of its Term B Loan due 2024. This early repayment used existing cash balances that were remitted to the U.S. from non-U.S. subsidiary earnings, subject to the newly enacted U.S. Tax Cuts and Jobs Act. It fully satisfies the \$142.7 million of 2018 through 2024 scheduled principal amortization payments. This early repayment has no impact on the Company's leverage ratio but is expected to reduce net interest expense by approximately \$10.0 million per year.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of December 31, 2017, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 as amended). Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission ("SEC"), and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) of the Exchange Act during the period covered by this Annual Report on Form 10-K that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of company assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use, or disposition of company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on the Company's assessment, management has concluded that its internal control over financial reporting was effective as of December 31, 2017 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with GAAP. The Company's independent registered public accounting firm, Ernst & Young LLP, has issued an audit report on the Company's internal control over financial reporting, which appears in Part II, Item 8 of this Form 10-K.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information about our directors is incorporated by reference from the discussion under the heading "Proposal 1: Election of Directors" to be included in the Proxy Statement. Information about compliance with Section 16(a) of the Securities Exchange Act of 1934, as amended, is incorporated by reference from the discussion under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" to be included in the Proxy Statement. Information about our Audit Committee, including the members of the Committee, and our Audit Committee financial experts, is incorporated by reference from the discussion under the heading "Governance of the Company," and headings "What is the composition of the Board of Directors and how often are members

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elected?,” “What is the Board’s Leadership Structure?,” “Who are this year’s nominees?,” “What are the committees of the Board?,” “Directors Continuing in Office,” to be included in the Proxy Statement. Information about our Code of Conduct is incorporated by reference from the discussion under the heading “What are the Company’s Corporate Governance Guidelines and Ethics Policies?” to be included in the Proxy Statement. Information regarding our executive officers is presented under the heading “Executive Officers of the Registrant pursuant to Instruction 3 to Regulation S-K, Item 401(b)” to be included in the Proxy Statement and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

Information appearing under the headings entitled “Executive Compensation” and “Compensation, Discussion and Analysis” to be included in the Proxy Statement is incorporated herein by reference. However, pursuant to Instructions to Item 407(e)(5) of Securities and Exchange Commission Regulation S-K, the material appearing under the heading “Compensation Committee Report” shall not be deemed to be “filed” with the Commission.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information appearing under the heading entitled “Stock Ownership Information” to be included in the Proxy Statement is incorporated herein by reference.

A total of approximately 36.0 million shares of Common Stock held by the Equity Investors, who are deemed to be “affiliates” of the Company, have been excluded from the computation of market value of our common stock on the cover page of this Form 10-K. This total represents that portion of the shares reported as beneficially owned by our directors and executive officers as of June 30, 2017 which are actually issued and outstanding.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Refer to the information under the captions entitled “How does the Board determine which directors are considered independent?” and “What relationships and policies does the Company have with respect to transactions with related persons?,” to be included in the Proxy Statement, all of which information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Refer to the information under the caption entitled “What fees did the Company pay to Ernst & Young LLP for audit and other services for the fiscal years ended December 31, 2017 and to Ernst & Young LLP for audit and other services for the fiscal year 2016 ?” to be included in the Proxy Statement, all of which information is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

Reference is made to the information set forth in Part II, Item 8 of this Annual Report on Form 10-K, which information is incorporated herein by reference.

(a)(2) Financial Statement Schedules

These schedules are omitted because they are not required or because the information is set forth in the financial statements or the notes thereto.

(a)(3) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
<u>3.1</u>	Third Amended and Restated Certificate of Incorporation of Univar Inc., incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-8 of Univar Inc., filed June 23, 2015.
<u>3.2</u>	Second Amended and Restated Bylaws of Univar Inc., incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-8 of Univar Inc., filed June 23, 2015.
<u>4.1</u>	Form of Common Stock Certificate, incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 of Univar Inc., filed on June 8, 2015.
<u>4.2</u>	Fourth Amended and Restated Stockholders' Agreement, incorporated by reference to Exhibit 4.2 to the Form 10-K of Univar Inc., filed on March 3, 2016
<u>4.3</u>	Indenture, dated as of July 1, 2015, between Univar USA Inc., the guarantors listed on the signature pages thereto and Wilmington Trust, National Association, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Univar Inc., filed on July 7, 2015.
<u>4.4</u>	First Supplemental Indenture, dated as of July 1, 2015, between Univar USA Inc., the guarantors listed on the signature pages thereto and Wilmington Trust, National Association, incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of Univar Inc., filed on July 7, 2015.
<u>4.5</u>	Form of 6.75% Senior Note due 2023 (included in Exhibit 4.4 hereto), incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K of Univar Inc., filed on July 7, 2015.
<u>10.1</u>	European ABL Facility Agreement, dated as of March 24, 2014, by and among Univar B.V., the other borrowers from time to time party thereto, Univar Inc., as guarantor, J.P. Morgan Securities LLC, as sole lead arranger and joint bookrunner, Bank of America, N.A., as joint bookrunner and syndication agent, and J.P. Morgan Europe Limited, as administrative agent and collateral agent, incorporated by reference to Exhibit 10.16 to the Registration Statement on Form S-1 of Univar Inc., filed on August 14, 2014.
<u>10.2</u>	Agreement in Relation to Technical Correction Amendment to the European ABL Facility Agreement, dated as of May 27, 2015, among Univar B.V. and J.P. Morgan Europe Limited, in its capacity as administrative agent, incorporated by reference to Exhibit 10.64 to the Registration Statement on Form S-1 of Univar Inc., filed on June 8, 2015.
<u>10.3</u>	ABL Credit Agreement, dated as of July 28, 2015 between Univar Inc. and certain of its subsidiaries, the several banks and financial institutions from time to time party thereto and Bank of America, N.A., incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc., filed on July 30, 2015.
<u>10.4</u>	ABL Collateral Agreement, dated as of July 28, 2015, made by Univar Inc., Univar USA Inc. and the guarantors listed on the signature pages thereto in favor of Bank of America, N.A. as collateral agent for the banks and other financial institutions that are parties to the Credit Agreement, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Univar Inc., filed on July 30, 2015.

10.5

Notice and Confirmation of Grant of Security Interest in Copyrights, dated July 28, 2015, made by Univar USA Inc. in favor of Bank of America, N.A., as collateral agent for the banks and other financial institutions that are parties to the Credit Agreement, incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Univar Inc., filed on July 30, 2015.

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<u>10.6</u>	Notice and Confirmation of Grant of Security Interest in Trademarks, dated July 28, 2015, made by Univar USA Inc., Magnablend, Inc. and ChemPoint.com Inc. in favor of Bank of America, N.A., as collateral agent for the banks and other financial institutions that are parties to the Credit Agreement, incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K of Univar Inc., filed on July 30, 2015.
<u>10.7</u>	Notice and Confirmation of Grant of Security Interest in Patents, dated July 28, 2015, made by Magnablend, Inc. in favor of Bank of America, N.A., as collateral agent for the banks and other financial institutions that are parties to the Credit Agreement, incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K of Univar Inc., filed on July 30, 2015.
<u>10.8</u>	First Amendment to Credit Agreement and Amended Credit Agreement, dated as of January 19, 2017 between Univar USA Inc., Univar Inc., the several banks and financial institutions from time to time party thereto and Bank of America, N.A., incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc., filed on January 20, 2017.
<u>10.9</u>	Credit Agreement, dated as of July 1, 2015 between Univar USA Inc., Univar Inc., the several banks and financial institutions from time to time party thereto and Bank of America, N.A., incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc., filed on July 7, 2015.
<u>10.10</u>	Term Loan Guarantee and Collateral Agreement, dated as of July 1, 2015, made by Univar Inc., Univar USA Inc. and the guarantors listed on the signature pages thereto in favor of Bank of America, N.A. as collateral agent for the banks and other financial institutions that are parties to the Credit Agreement, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Univar Inc., filed on July 7, 2015.
<u>10.11</u>	Notice and Confirmation of Grant of Security Interest in Copyrights, dated July 1, 2015, made by Univar USA Inc. in favor of Bank of America, N.A., as collateral agent for the banks and other financial institutions that are parties to the Credit Agreement, incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of Univar Inc., filed on July 7, 2015.
<u>10.12†*</u>	2016 Univar Inc. Management Incentive Plan, incorporated by reference to Exhibit 10.18 to the Form 10-K of Univar Inc. filed on February 28, 2017.
<u>10.13†</u>	Univar Inc. 2011 Stock Incentive Plan, effective as of March 28, 2011, incorporated by reference to Exhibit 10.32 to the Registration Statement on Form S-1 of Univar Inc., filed on August 14, 2014.
<u>10.14†</u>	Amendment No. 1 to the Univar Inc. 2011 Stock Incentive Plan, dated as of November 30, 2012, incorporated by reference to Exhibit 10.33 to the Registration Statement on Form S-1 of Univar Inc., filed on August 14, 2014.
<u>10.15†</u>	Form of Employee Stock Option Agreement, incorporated by reference to Exhibit 10.34 to the Registration Statement on Form S-1 of Univar Inc., filed on August 14, 2014.
<u>10.16†</u>	Univar USA Inc. Supplemental Valued Investment Plan, dated as of May 29, 2014, incorporated by reference to Exhibit 10.27 to the Form 10-K of Univar Inc., filed on March 3, 2016
<u>10.17†*</u>	First Amendment to the Univar USA Inc. Supplemental Valued Investment Plan, dated as of May 31, 2016, incorporated by reference to Exhibit 10.24 to the Form 10-K of Univar Inc. filed on February 28, 2017.
<u>10.18†*</u>	Second Amendment to the Univar USA Inc. Supplemental Valued Investment Plan, dated as of June 27, 2016, incorporated by reference to Exhibit 10.25 to the Form 10-K of Univar Inc. filed on February 28, 2017.
<u>10.19†</u>	Univar Canada Ltd. Supplemental Benefits Plan, dated as of June 1, 2007, incorporated by reference to Exhibit 10.28 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.20†</u>	Univar USA Inc. Supplemental Benefits Retirement Plan, dated as of July 1, 2004, incorporated by reference to Exhibit 10.45 to the Registration Statement on Form S-1 of Univar Inc., filed on August 14, 2014.
<u>10.21†</u>	First Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of May 17, 2005, incorporated by reference to Exhibit 10.30 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.22†</u>	Second Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of August 24, 2006,

incorporated by reference to Exhibit 10.31 to the Form 10-K of Univar Inc., filed on March 3, 2016.

10.23† Third Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of June 11, 2007, incorporated by reference to Exhibit 10.32 to the Form 10-K of Univar Inc., filed on March 3, 2016.

10.24† Fourth Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of December 6, 2007, incorporated by reference to Exhibit 10.46 to the Registration Statement on Form S-1 of Univar Inc., filed on August 14, 2014.

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<u>10.25†</u>	Fifth Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of December 6, 2007, incorporated by reference to Exhibit 10.34 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.26†</u>	Sixth Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of December 19, 2007, incorporated by reference to Exhibit 10.35 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.27†</u>	<i>Seventh Amendment to the Univar USA Inc. Supplemental Retirement Plan</i> , dated as of June 19, 2008, incorporated by reference to Exhibit 10.36 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.28†</u>	Eighth Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of December 23, 2008, incorporated by reference to Exhibit 10.37 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.29†</u>	Ninth Amendment to the Univar USA Inc. Supplemental Retirement Plan, dated as of December 21, 2009, incorporated by reference to Exhibit 10.38 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.30†</u>	Univar Inc. 2015 Omnibus Equity Incentive Plan is incorporated by reference to Exhibit 10.3 to the Registration Statement on Form S-8 of Univar Inc., filed June 23, 2015.
<u>10.31†</u>	Employment Agreement, dated as of December 8, 2014, by and between Univar Inc. and Carl J. Lukach, incorporated by reference to Exhibit 10.48 to the Registration Statement on Form S-1 of Univar Inc., filed on May 26, 2015.
<u>10.32</u>	Indemnification Agreement, dated as of November 30, 2010, by and among CVC European Equity Partners IV (A) L.P., CVC European Equity Partners IV (B) L.P., CVC European Equity Partners IV (C) L.P., CVC European Equity Partners IV (D) L.P., CVC European Equity Partners IV (E) L.P., CVC European Equity Partners Tandem Fund (A) L.P., CVC European Equity Partners Tandem Fund (B) L.P., CVC European Equity Partners Tandem Fund (C) L.P., CVC European Equity IV (AB) Limited, CVC European Equity IV (CDE) Limited, CVC European Equity Tandem GP Limited, CVC Capital Partners Advisory Company (Luxembourg) S.à.r.l, Univar Inc. and Univar USA Inc., incorporated by reference to Exhibit 10.54 to the Registration Statement on Form S-1 of Univar Inc., filed on May 26, 2015.
<u>10.33</u>	Indemnification Agreement, dated as of November 30, 2010, by and among CD&R Univar Holdings, L.P., Clayton, Dubilier & Rice Fund VIII, L.P., CD&R Friends & Family Fund VIII, L.P., CD&R Advisor Univar Co-Investor, L.P., CD&R Univar Co-Investor, L.P., CD&R Univar Co-Investor II, L.P., CD&R Univar NEP VIII Co-Investor, LLC, CD&R Univar NEP IX Co-Investor, LLC, Clayton, Dubilier & Rice, LLC, Univar Inc. and Univar USA Inc., incorporated by reference to Exhibit 10.55 to the Registration Statement on Form S-1 of Univar Inc., filed on May 26, 2015.
<u>10.34</u>	Form of Director Indemnification Agreement, incorporated by reference to Exhibit 10.56 to the Registration Statement on Form S-1 of Univar Inc., filed on June 8, 2015.
<u>10.35</u>	Termination Agreement by and among Univar Inc., Univar USA Inc. and Clayton, Dubilier & Rice, LLC, incorporated by reference to Exhibit 10.47 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.36</u>	Termination Agreement by and among Univar, Inc., Univar USA, Inc., CVC European Equity IV (AB) Limited, CVC European Equity IV (CDE) Limited and CVC Europe Equity Tandem GP Limited, incorporated by reference to Exhibit 10.48 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.37</u>	Termination Agreement by and among Univar, Inc., Univar USA, Inc., and CVC Capital Partners Advisory Company (Luxembourg) S.à.r.l, incorporated by reference to Exhibit 10.49 to the Form 10-K of Univar Inc., filed on March 3, 2016.
<u>10.38†</u>	2014 Form of Employee Stock Option Agreement, incorporated by reference to Exhibit 10.62 to the Registration Statement on Form S-1 of Univar Inc., filed on May 26, 2015.
<u>10.39†</u>	2014 Form of Employee Restricted Stock Agreement, incorporated by reference to Exhibit 10.63 to the Registration Statement on Form S-1 of Univar Inc., filed on May 26, 2015.
<u>10.40</u>	Stock Purchase Agreement dated June 1, 2015, among Univar Inc., Dahlia Investments Pte. Ltd., and Univar N.V., incorporated by reference to Exhibit 10.65 to the Registration Statement on Form S-1 of Univar Inc., filed on June 8,

2015.

10.41† Univar Inc. Employee Stock Purchase Plan is incorporated by reference to Exhibit 10.4 to the Registration Statement on Form S-8 of Univar Inc., filed June 23, 2015.

10.42† Form of Employee Stock Option Agreement for awards granted between June 23, 2015 and February 1, 2017, 2015 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.5 to the Registration Statement on Form S-8 of Univar Inc., filed June 23, 2015.

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<u>10.43†</u>	Form of Employee Restricted Stock Unit Agreement for awards granted between June 23, 2015 and February 1, 2017, 2015 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-8 of Univar Inc., filed June 23, 2015.
<u>10.44†</u>	Form of Director Restricted Stock Agreement, 2015 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.7 to the Registration Statement on Form S-8 of Univar Inc., filed June 23, 2015.
<u>10.45†</u>	Employment Agreement, dated May 3, 2016, by and between Univar Inc. and Mr. Newlin incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc., filed on May 3, 2016.
<u>10.46†</u>	Employee Restricted Stock Unit Agreement, dated as of May 3, 2016, by and between Univar Inc. and Mr. Newlin, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc. filed on May 3, 2016.
<u>10.47†</u>	Amendment to Employee Restricted Stock Unit Agreement, dated December 23, 2016, by and between Univar Inc. and Mr. Newlin, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc. filed on December 23, 2016.
<u>10.48†</u>	Employee Restricted Stock Unit Agreement, dated as of January 30, 2016, by and between Univar Inc. and Mr. Newlin, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc. filed on January 30, 2016.
<u>10.49†*</u>	Form of Employee Stock Option Agreement for awards granted after February 1, 2017, 2015 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.67 to the Form 10-K of Univar Inc. filed on February 28, 2017.
<u>10.50†*</u>	Form of Employee Restricted Stock Unit Agreement for awards granted after February 1, 2017, 2015 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.68 to the Form 10-K of Univar Inc. filed on February 28, 2017.
<u>10.51†*</u>	Amendment to Employee Restricted Stock Agreement, dated as of February 3, 2014, by and between Univar Inc. and David Jukes.
<u>10.52†*</u>	Form of Employee Stock Option Agreement for awards granted after April 13, 2017, 2015 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.1 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.53†*</u>	Form of Employee Restricted Stock Unit Agreement for awards granted after April 13, 2017, 2015 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.2 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.54†*</u>	Form of Employee Stock Option Agreement, 2017 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.3 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.55†*</u>	Form of Employee Restricted Stock Unit Agreement, 2017 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.4 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.56†*</u>	Form of Director Restricted Stock Agreement, 2017 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.5 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.57†*</u>	Univar Inc. 2017 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.6 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.58†*</u>	Univar Inc. Executive Annual Bonus Plan, incorporated by reference to Exhibit 10.7 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.59†*</u>	Univar Inc. Omnibus Waiver regarding Whistleblower Protections, dated as of May 4, 2017, incorporated by reference to Exhibit 10.8 to the Form 10-Q of Univar Inc. filed on May 5, 2017.
<u>10.60†*</u>	Form of Employee Performance Restricted Stock Unit Agreement, 2017 Omnibus Equity Incentive Plan, incorporated by reference to Exhibit 10.1 to the Form 10-Q of Univar Inc. filed on August 4, 2017.
<u>10.61†*</u>	Employment Agreement, dated as of November 1, 2017, by and between Univar Inc., and David Jukes, incorporated by reference to Exhibit 10.1 to the Form 10-Q of Univar Inc. filed on November 3, 2017.

10.62†*

Offer Letter, dated April 19, 2016, by and between Univar Europe Limited and David Jukes, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of Univar Inc., filed April 19, 2016.

10.63†*

Amended Agreement, dated as of April 18, 2016, by and between Univar Europe Limited and David Jukes, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of Univar Inc., filed on April 19, 2016.

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<u>10.64†*</u>	Employment Agreement, dated as of January 10, 2011, by and between Univar Europe Limited and David Jukes, incorporated by reference to Exhibit 10.53 to Registration Statement on Form S-1 of Univar Inc., filed on May 26, 2015.
<u>10.65†*</u>	Employment Agreement, dated as of August 10, 2009, by and between Univar N.V. and Nicholas Powell.
<u>10.66†*</u>	Offer Letter and Non-Compete, dated as of February 26, 2013 by and between Univar Inc. and George J. Fuller, incorporated by reference to Exhibit 10.28 to the Amended Registration Statement on Forms S-1A of Univar Inc., filed May 26, 2015.
<u>21.1*</u>	List of Subsidiaries
<u>23.1*</u>	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
<u>31.1*</u>	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>31.2*</u>	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<u>32.1**</u>	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
<u>32.2**</u>	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.1	XBRL Instance Document
†	Identifies each management compensation plan or arrangement.
*	Filed herewith.
**	Furnished herewith.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Univar Inc.

By: /s/ CARL J. LUKACH

Carl J. Lukach, *Executive Vice President and
Chief Financial Officer*

Dated February 28, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

By: /s/ STEPHEN D. NEWLIN

Stephen D. Newlin,
*Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)*

By: /s/ RHONDA GERMANY BALLINTYN

Rhonda Germany Ballintyn, *Director*

By: /s/ MARK J. BYRNE

Mark J. Byrne, *Director*

By: /s/ RICHARD P. FOX

Richard P. Fox, *Director*

By: /s/ CHRISTOPHER D. PAPPAS

Christopher D. Pappas, *Director*

By: /s/ DAVID H. WASSERMAN

David H. Wasserman, *Director*

By: /s/ CARL J. LUKACH

Carl J. Lukach, *Executive Vice President and
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)*

By: /s/ JOAN BRACA

Joan Braca, *Director*

By: /s/ DANIEL P. DOHENY

Daniel P. Doheny, *Director*

By: /s/ EDWARD J. MOONEY

Edward J. Mooney, *Director*

By: /s/ WILLIAM S. STAVROPOULOS

William S. Stavropoulos, *Lead Director*

By: /s/ ROBERT L. WOOD

Robert L. Wood, *Director*

Amendment to the Employee Restricted Stock Agreement dated February 3, 2014

This Amendment is being entered into effective as of February 2, 2018, by and between Univar Inc., a Delaware corporation (the "Company"), and David Jukes (the "Employee"). This Amendment revises that Employee Restricted Stock Agreement between the Company and the Employee pursuant to the Univar Inc. 2011 Stock Incentive Plan and dated February 3, 2014 (the "Agreement").

1. The Company and the Employee agree that Section 8(a) of the Agreement is amended in its entirety to read as follows:

(a) Withholding . The Employee shall pay any taxes that must be withheld in connection with the vesting of the Restricted Stock by either:

- (i) paying the Company in cash; or
- (ii) directing the Company to retain that number of whole shares that have an aggregate fair market value (as of the Vesting Date) equal to the amount of the required withholding. (The Company shall pay to the Employee in cash the value of any fractional share withheld in excess of the required amount.)

The Employee may choose either of the above methods unless the retention of shares would be inconsistent with any law, regulation or financing term applicable to the Company (or any Subsidiary); in that event, the Employee must pay the Company in cash.

2. The meaning of capitalized terms not otherwise defined in this Amendment may be found in Section 7 of the Agreement. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same document.

[signature page follows]

IN WITNESS WHEREOF, the Company and the Employee have executed this Amendment to be effective as of the date first above written.

UNIVAR INC.

By: _____

Name: Jeffrey W. Carr

Title: Senior Vice President

THE EMPLOYEE:

David Jukes



EMPLOYMENT CONTRACT

1 January 2017

between

UNIVAR Europe LIMITED

- and -

Nick Powell

This Contract shall be effective as of 1 January 2017 due to your promotion to become President of EMEA & APAC and shall therefore fully replace your current employment agreement with Univar Middle East & Africa FZE of 1 March 2010.

Between:-

(1) Univar Europe Limited (the " Company "); and (2) Nick Powell I (" you ")

This Contract gives the particulars of the terms and conditions on which you are employed by Univar Europe Limited as required by the Employment Rights Act 1996 from the date stated overleaf. You are asked to sign this statement to confirm you have received it and agree that it accurately reflects the terms of your contract of employment. You should return both copies to the HR Department at Bradford.

Alteration to these terms and conditions will be notified to you within one month of any change.

1. Continuous Employment

1.1 Your period of continuous employment (which takes account of your employment with Univar BV and Univar UAE FZE) began on 1 September 2009.

2. Job Title, Place of Work and Duties

- 2.1 The Company employs you as President EMEA & APAC. You accept that the Company may at its discretion require you to perform other duties or tasks not within the scope of your normal duties and you agree to perform those duties or undertake those tasks as if they were specifically required under this Agreement.
- 2.2 Your main place of work is Chertsey, UK; however, you agree to work anywhere else within the EMEA region required by the Company for the proper performance of your duties under this Agreement as long as you are not required to permanently relocate.
- 2.3 You shall not during your employment by the Company without the prior written consent of the Company be directly or indirectly employed, engaged, concerned or interested, whether as a director, employee, sub-contractor, partner, consultant, proprietor, agent or otherwise, in any other business, undertaking or occupation or the setting up of any other business, undertaking or occupation, or accept any other engagement or public office but you may nevertheless be or become a Minority Holder provided that you disclose this to the Company.
3. **Freedom/entitlement to take up Employment**
- 3.1 You confirm that you are entitled to work in the UK without any additional approvals and will notify the Company immediately if you cease to be so entitled during your employment with the Company.
- 3.2 You confirm that by taking up employment with the Company or performing your duties under this Agreement you will not be in breach of any contract or any other binding obligation.
4. **Normal Hours of Work**
- 4.1 Normal working hours are total of 35 hours per week, 9.00am to 5.00pm Monday to Friday with an unpaid lunch break of 1 hour. You will, however, be expected to work the hours necessary to do the job for which you are appointed and you will not be entitled to receive any additional remuneration for work outside normal business hours.
5. **Pay**
- 5.1 Your current rate of pay is £275,000 per annum paid monthly in arrears by credit transfer, on or about the 25th of each month (the "Salary") after any necessary deductions for income tax, national insurance or other authorised deductions have been made.
- 5.2 The Company may at any time deduct any sums which you owe to the Company from your Salary or from any other payment due to be made to you by the Company. Such deductions include but are not limited to, any overpayments, loans or advances made to you by the Company, the cost of repairing any damage or loss to the Company's property caused by you, any losses suffered by the Company as a result of any negligence or breach of duty by you, and any sums due under clause 12.4.
6. **Probation period**
- 6.1 By virtue of your continuous employment you are deemed to have satisfactorily completed your probation period
7. **Bonus**
- 7.1 During your Employment the Company may in its absolute discretion decide to pay you, in addition to the Salary, bonuses of such amounts (if any) at such times and subject to such conditions as the Board may in its sole discretion decide. For the avoidance of doubt it is agreed that you shall have no contractual right to any bonus payment under this Clause. Such bonus is further defined under clause 7.2 here-below
- 7.2 The Company shall therefore apply your eligibility to participate in the Management Incentive Plan (MIP) with a 60% of salary incentive target (£165,000). You can earn up to 120% (2 times target) of salary for exceptional Company and individual performance. Awards under the MIP are based on meeting Company financial targets and individual performance goals. The MIP targets and design are subject to annual review and approval of the Compensation Committee of the Board of Directors. Details on your incentive will be outlined

annually in a MIP target opportunity letter and are subject to the terms and conditions in the MIP plan document.

8. Pension

- 8.1 You will be eligible to participate in the Univar defined contribution scheme, subject to the rules of such scheme as amended from time to time. The scheme has an automatic enrolment feature. Full details of the scheme are available from the Company's Intranet system
- 8.2 If you join the scheme, the Company will be entitled to deduct contributions from your salary for payment into the scheme on your behalf in accordance with your instructions and subject to the rules of the scheme in force from time to time.
- 8.3 The Company reserves the right to withdraw or amend any of the rules or benefits of the scheme and/or to terminate your participation in the scheme and/or to wind up the scheme itself.
- 8.4 A contracting out certificate under the Social Security Act 1975 is not in force with respect to your employment with the Company.

9. Healthcare

- 9.1 You are eligible for private healthcare cover funded by the Company.
- 9.2 The Company reserves the right to withdraw or amend any of the rules or benefits of the Healthcare Scheme and/or to terminate your participation in the Scheme and/or to terminate the Scheme itself.

10. Flexible Benefits

- 10.1 The Company operates a flexible benefit scheme called U-Flex (the "**U-Flex Scheme**") enabling you to flex your benefits and/or purchase additional benefits available in the scheme at that time. You are entitled to take part in this scheme subject to its rules from time to time in force. Full details of the scheme are available from the HR Department.
- 10.2 The Company reserves the right to withdraw or amend any of the rules or benefits of the U-Flex Scheme and/or to terminate your participation in the U-Flex Scheme and/or to terminate the Scheme itself.

11. Expenses, Mobile Phone and Cars

- 11.1 The Company will repay to you all reasonable travelling and other expenses properly incurred by you in the performance of your duties provided they are supported by appropriate and acceptable receipts.
- 11.2 In the event that you are provided with a fully expensed mobile phone it is your responsibility to keep it secure at all times. Although personal use is permitted, this should not be excessive or inappropriate.
- 11.3 The Company shall provide you with:
 - 11.3.1 A Company car (the "**Company Car**") of a make and model determined by reference to the Company's benchmark cars listing that can be found on the company intranet that could be subject to change, for your business and private use; or;
 - 11.3.2 A (non-pensionable) Car Allowance (the "**Car Allowance**") of such amount as determined by the Company's car policy and subject to you complying at all times with the Company's car policy. Any Car Allowance paid to you in accordance with this clause will be fully taxable and will be paid in equal monthly instalments at the same time and in the same manner as your Salary. For so long as you are entitled to receive the Car Allowance you are required to provide your own car for use on Company business and shall be responsible for all standing and running costs of your car including the costs of appropriately insuring the car for business purposes. You shall be entitled to claim business mileage at the current rates. Mileage rates are available on the Company's Intranet system.

11.3.3 The provision of a Company Car/Car Allowance is conditional upon you holding a valid driving licence at all times.

11.4 In the event that a Company Car is provided to you, the Company will also pay all standing and some running expenses of that car, including a mileage allowance for use on Company business, but not including fuel used on private trips, including to and from your normal place of work. You must at all

times take good care of the Company Car and ensure that it is properly taxed and that the provisions and conditions of any policy of insurance relating to it are observed and that such policy is not rendered void or avoidable. You must also keep the Car in a road worthy condition (at the Company's expense) and comply with all statutory and Company regulations as laid down from time to time with respect to motor vehicles. You shall also as soon as reasonably practicable notify the Company in writing of any accidents involving your Company Car and of any charges of driving offences which are brought against you.

11.5 You shall forthwith return your Company Car in good condition together with all keys, charge cards and documentation relating thereto to the Company:-

11.5.1 on the termination of your Employment, whether lawful or unlawful;

11.5.2 where you cease at any time during your Employment to hold a current full United Kingdom driving licence.

11.6 At the request of the Company you may be obliged to return the car prior to the termination of your employment in return for compensation amounting to the lease value of the car, payable on a monthly basis in arrears during the period of the continuance of your employment. You may not retain the car for any reason, including in relation to any claim you may have against the Company.

12. **Holidays**

12.1 You are entitled to 38 days paid holiday, including statutory holidays, per calendar year. You must take statutory holidays from this entitlement when they fall on a working day. The holiday year commences on 1st April and ends on 31st March. The Company reserves the right to set the dates of three days for the Christmas period, for which you will be required to take holiday. The dates of Company holidays and statutory holidays will be notified to you. You must not take any holiday unless you have obtained the prior approval of your line manager to the request.

12.2 If your employment commences part way through the holiday year, your holiday entitlement during your first year of employment shall be calculated on a pro rata basis, rounded up to the nearest whole day.

12.3 If for any reason you do not take all of your holiday entitlement in any holiday year, you will not be entitled to carry over your unused holiday entitlement into a subsequent holiday year and you will not be entitled to any payment in lieu.

12.4 On termination of your employment you will be entitled to be paid in lieu of accrued but untaken holiday save that, where such termination is pursuant to clause 14.2 such accrued but untaken holiday shall be based on your minimum holiday entitlement under the Working Time Regulations . If you have taken more holiday than your accrued entitlement at the date of termination of your employment, the Company shall be entitled to deduct the appropriate amount from any payments due to you. The amount of any payment in lieu or deduction for the purposes of this clause shall be calculated on the basis that each day of paid holiday is equal to 1/260 of your annual basic salary.

12.5 If you have received annual holiday pay and then become sick or injured, you will be considered to be on holiday until the end of the holiday period for which you have been paid. An employee cannot receive both holiday pay and sick pay for the same period. However, in the event that sickness prevents you from taking a booked holiday, you may be able reclaim your holiday entitlement by obtaining a letter from your doctor stating that you were unable to take the holiday. The cost of obtaining this letter will not be reimbursed by the Company.

12.6 The Company reserves the right to require you to take all or part of your holiday entitlement during your notice period.

13. **Sickness, Absence and Sick Pay**

- 13.1 If you are absent from work for whatever reason you must contact your line manager within one hour of your start time on the first day of absence to inform them of the reason for your absence and its expected duration.
- 13.2 If the absence is due to sickness or injury and lasts for 7 calendar days or less you must complete a self-certification form which will be provided to you by the Company.
- 13.3 If the absence is due to sickness or injury and lasts for more than 7 calendar days you will be required to produce a medical certificate signed by your doctor stating the reason for absence by no later than the 8th calendar day of illness. A new medical certificate should be sent thereafter covering all periods of absence.
- 13.4 Provided you comply with and satisfy the Company's sick pay requirements and conditions, you will be eligible for sick pay comprising your normal basic salary for 240 days in any 12 month rolling period (" **Company Sick Pay** ").
- 13.5 The maximum amount of Company Sick Pay payable if you are absent from work because of sickness or injury for a period during any rolling 12 month period is 240 days at your basic rate of pay.
- 13.6 Once you have exhausted any entitlement to Company Sick Pay you will not be entitled to receive any further Company Sick Pay for that year or until you return to work, whichever is the later.
- 13.7 For the avoidance of doubt any entitlement to Company Sick Pay shall include your entitlement to statutory sick pay ("SSP"). In order to be entitled to SSP you must meet all of the relevant statutory requirements in force from time to time. For SSP purposes, your qualifying days will be Monday to Friday inclusive. If you are not entitled to Company Sick Pay or once your Company Sick Pay entitlement is exhausted, provided you meet the statutory requirements, the Company will pay you any SSP you are entitled to.
- 13.8 Sickness benefit is not an entitlement to receive Company Sick Pay; all payment is at the discretion of the Company and in accordance with rules set out in the employee handbook. For the avoidance of doubt, the employee handbook and the rules therein do not constitute part of the contract of employment and can be subject to change at any time.
- 13.9 Any statement made by you on your behalf or any document produced by you relating to your absence from work due to sickness or injury which the Company reasonably believes to be untrue and or misleading or to have been falsified will be treated as gross misconduct and may result in your summary dismissal.
- 13.10 You agree to repay the Company on request such sums as you may receive by way of sick pay if you recover compensation and/or damages from any third party including the Company as a consequence of your suffering illness and/or injury in respect of which sick pay was paid by the Company and you further agree for the purposes of this clause to disclose immediately to the Company all details relating to the payment of such compensation and/or damages
- 13.11 If you witness or are involved in an accident at work involving personal injury, whether to you, a colleague or a member of the public, however minor, you must report all relevant details to your manager as soon as possible.
- 13.12 You may at the Company's expense be required during the course of your employment to attend a medical practitioner or clinic nominated by the Company for the purpose of a medical examination to help determine your fitness for continued employment and you shall undergo any tests and examinations reasonably required by the said medical practitioner or clinic and shall authorise disclosure of and co-operate in ensuring the prompt delivery of any resulting report to the Company.
- 13.13 Where you are unable to discharge your duties or are affected by an infirmity rendering you unsuitable to discharge your duties for a minimum period of 12 weeks, the Company may terminate your employment on grounds of capability. Any decision to do so, will consider your potential to return to work in any capacity and the likelihood of a return to work in the foreseeable future.

14. Termination of Employment, Payment in Lieu of Notice and Garden Leave

Notice and Summary Dismissal

- 14.1 You are required to give and are entitled to receive 12 months notice of termination of employment in relation to your continuous period of employment. In case of termination of your employment by the Company for any reason other than defined in clause 14.2, this Contract will outline the terms and

conditions for separation in its entirety. In such case the parties agree to sign a separation agreement which will foresee to separate at the given date by the Company and a separation pay equivalent to one year base pay and one time target incentive will apply. This separation pay will cover any and all claims you may have with regard to such termination by the Company including any potential claims for indemnification as a consequence of the obligations as per Clause 16.2 through 16.4 of this Contract .

- 14.2 The Company has the right to terminate your employment without notice or pay in lieu of notice in the event of gross misconduct or some other fundamental breach of contract on your part.

Garden Leave

- 14.3 Without prejudice to the provisions of Clause 14.1 and 14.2 (summary dismissal) , the Company may, at any time during your employment require you to cease performing your job for such period or periods of your employment (including any notice period) as the Company shall in its absolute discretion determine. During any such period of garden leave:-

- 14.3.1 The Company shall continue to pay the Salary and shall provide all benefits to which you are entitled under this Agreement,;
- 14.3.2 The Company shall be under no obligation to provide any work for you and shall be entitled to appoint any other person or persons to perform your duties under this Agreement whether on a temporary or a permanent basis;
- 14.3.3 The Company may forbid you to enter any Group premises or to contact any employees, officers, customers, clients, agents or suppliers of the Group without its prior consent;
- 14.3.4 You shall, at the request of the Company, immediately deliver to the Company all or any property in your possession or control which belongs to the Company or any Group Company or which relates to the business of the Company or any Group Company excluding any Company Car provided to you;
- 14.3.5 You shall keep the Company informed of your whereabouts so that you can be called upon to perform any appropriate duties as required by the Company; and
- 14.3.6 For the avoidance of doubt you shall continue to be bound by all your obligations under this Agreement insofar as they are compatible with you being on garden leave including, without limit, your duty of good faith and your duties under Clause 2.1.

15. Confidentiality

- 15.1 You acknowledge that in the ordinary course of your employment you will be exposed to information about the Company's business, the business of other Group Companies and that of the Company's and the Group's suppliers, distributors, customers and other third parties. Such information may be a trade secret, confidential or commercially sensitive and may not be readily available to others engaged in a similar business to that of the Company or any of the Group or to the general public and which if disclosed will be liable to cause harm to the Company or the Group. Such information, whether recorded in writing, on computer disk or in any other medium or not recorded, is " **Confidential Information** " and you agree to accept the following restrictions.
- 15.2 Confidential Information includes but is not limited to the following – internal financial & management accounts information; investment and pricing policies; access codes and computer passwords; product data; personnel information; customer, supplier and distributor information which includes their names and addresses, business and trading requirements, contact information, prices and discounts and margin or other financial information.
- 15.3 You will not either during your employment or after its termination, without limit in time, use, divulge or communicate to any person, firm, company or organisation any Confidential information acquired or discovered during the course of your employment with the Company or the Group or make any statement or act in any way which may damage the reputation of the Company or Group. These provisions are without prejudice to your duties and obligations implied by common law.
-

16. **Restrictive Covenants**

16.1 For the purposes of this Clause the following words and expressions shall have the following meanings:-

" Business "	the business or businesses of the Company or any other Group Company in or with which you have been involved or concerned at any time during the period of 12 months prior to the Termination Date
" directly or indirectly "	you acting either alone and on your own behalf or jointly with or on behalf of any other person, firm or company, whether as principal, partner, manager, employee, contractor, director, consultant, investor or otherwise
" Key Personnel "	any person who is at the Termination Date or was at any time during the period of 12 months prior to the Termination Date employed, or engaged as a consultant, in the Business either (a) in a sales role or (b) in an executive or senior managerial capacity and in either case with whom you have had dealings other than in a de minimis way during the course of your employment
" Prospective Customer "	any person, firm or company which has been engaged in negotiations, with which you have been personally involved, with the Company or any Group Company with a view to purchasing goods or services from the Company or any Group Company during the period of 6 months prior to the Termination Date
" Relevant Area "	England, Wales, Scotland, Northern Ireland, Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Faroe Islands, Finland, France, Georgia, Germany, Gibraltar, Greece, Greenland, Hungary, Iceland, Republic of Ireland, Italy, Kazakhstan, Kyrgyzstan, Latvia, Liechtenstein, Lithuania, Luxembourg, Macedonia, Malta, Moldova, Monaco, Netherlands, Norway, Poland, Portugal, Romania, Russian Federation, San Marino, Serbia and Montenegro, Slovakia, Slovenia, Spain, Svalbard and Jan Mayen Islands, Sweden, Switzerland, Tajikistan, Turkey, Turkmenistan, Ukraine, Uzbekistan, Bahrain, British Indian Ocean Territory, Iran, Iraq, Israel, Jordan, Kuwait, Lebanon, Oman, Palestine, Qatar, Saudi Arabia, Syria, United Arab Emirates, Yemen, Algeria, Angola, Benin, Botswana, Bouvet Island, Burkina Faso, Burundi, Cameroon, Cape Verde, Central African Republic, Chad, Comoros, Congo, Dem. Rep. Congo (Zaire), Cote d'Ivoire, Djibouti, Egypt, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guinea, Guinea-Bissau, Kenya, Lesotho, Liberia, Libya, Madagascar, Malawi, Mali, Mauritania, Mauritius, Mayotte, Morocco, Mozambique, Namibia, Niger, Nigeria, Reunion, Rwanda, São Tomé and Príncipe, Senegal, Seychelles, Sierra Leone, Somalia, South Africa, Sudan, Swaziland, Tanzania, Togo, Tunisia, Uganda, Western Sahara, Zambia, Zanzibar, Zimbabwe
" Relevant Customer "	any person, firm or company which at any time during the 12 months prior to the Termination Date was a customer of the Company or any Group Company, with whom or which you dealt other than in a de minimis way or for whom or which you were responsible in a supervisory or managerial capacity on behalf of the Company or any Group Company at any time during the said period
" Relevant Goods and Services "	any goods and services competitive with those supplied by the Company or any Group Company at any time during the 12 months prior to the Termination Date in the supply of which you were involved or concerned other than in a de minimis way at any time during the said period
" Relevant Period "	the period of your employment and, for the purposes of Clause 16, the period of 12 months from the Termination Date and, for the purposes of Clauses 16.3 and 16.4, the period of 12 months from the Termination Date except that any period of garden leave served by you pursuant to Clause 14.3 during any period of notice prior to the Termination Date shall reduce the Relevant Period accordingly.
" Relevant Supplier "	any person, firm or company which at any time during the 12 months prior to the Termination Date was a supplier of any goods or services (other than utilities and goods or services supplied for administrative purposes) to the Company or any Group Company and with whom or which you had personal dealings during your
" Termination Date "	employment other than in a de minimis way the date on which your employment under this Agreement shall terminate

16.2 Without prejudice to Clause 2.3 you shall not without the prior written consent of the Company directly or indirectly at

any time within the Relevant Period engage or be concerned or interested in any business within the Relevant Area which (a) competes or (b) will at any time during the Relevant Period compete with the Business. Nothing in this sub-clause shall prevent you from being or becoming a Minority Holder provided that you disclose this to the Company.

- 16.3 You shall not, other than during your employment in the ordinary and proper course of your duties and for the benefit of the Company, without the prior written consent of the Company directly or indirectly at any time within the Relevant Period:-
- 16.3.1 solicit the custom of; or
 - 16.3.2 facilitate the solicitation of; or
 - 16.3.3 deal with any Relevant Customer in respect of any Relevant Goods and Services; or
 - 16.3.4 solicit the custom of; or
 - 16.3.5 facilitate the solicitation of; or
 - 16.3.6 deal with any Prospective Customer in respect of any Relevant Goods and Services; or
 - 16.3.7 interfere; or
 - 16.3.8 endeavour to interfere with the continuance of supplies to the Company and/or any Group Company (or the terms relating to those supplies) by any Relevant Supplier.
- 16.4 You shall not without the prior written consent of the Company directly or indirectly at any time during the Relevant Period:-
- 16.4.1 entice away from the Company or any Group Company; or
 - 16.4.2 endeavour to entice away from the Company or any Group Company; or
 - 16.4.3 employ or engage any Key Personnel.
- 16.5 You acknowledge that because of the nature of your duties and the particular responsibilities arising as a result of such duties you have or will have knowledge of Confidential Information and have/will have developed relationships with and have knowledge of and influence over the Group's customers and staff and are therefore in a position to harm the goodwill and interests of the Company and any Group Companies (the " **Interests** ") if you were to make use of such Confidential Information or knowledge or influence for your own purposes or the purposes of another. Accordingly, having regard to the above, you acknowledge that the provisions of this Clause are fair, reasonable and necessary to protect the Interests. Whilst the provisions of this Clause 16 have been framed with a view to ensuring that the Interests are adequately protected taking account of the Group's legitimate expectations of the future development of the business, you acknowledge that the business may change over time and as a result it may become necessary to amend the provisions of this Clause in order to ensure that the Interests remain adequately protected. You, therefore, agree that the Company shall be entitled to amend the provisions of this Clause in accordance with Clause 16.6 below in order to protect the Interests.
- 16.6 In order to amend the provisions of this Clause, the Company shall notify you in writing of why it believes it is necessary to amend this Clause and the amendments which it proposes. You shall then have a period of 14 calendar days in which to put forward any objections which you might have to the proposed amendments. In the event of that you do not put forward any such objections, this Clause shall take effect with the proposed amendments on the expiry of the 14 day period. In the event
- that you do put forward any objections, the Company shall endeavour to accommodate them, insofar as they are reasonable and where reasonably possible, given that the Company's overriding objective must be to ensure adequate protection of the Interests, to agree the amendments with you. The Company shall then, having considered your objections, serve a further written notice on you informing you of the final amendments to this Clause which will thereafter take immediate effect.
- 16.7 You acknowledge that the provisions of this Clause 16 shall constitute severable undertakings given to the Company for itself and for the benefit of and as trustee for each of the other Group Companies and the said undertakings may be

enforced by the Company on its own behalf and on behalf of any of the Group Companies. Each of the obligations in this Clause 16 is an entire separate and independent restriction on

you. If any part is found to be invalid or unenforceable the remainder will remain valid and enforceable. If any of the restrictions or obligations contained in this Clause is held not to be valid on the basis that it exceeds what is reasonable for the protection of the goodwill and interests of the Company or any Group Company but would be valid if part of the wording were deleted then such restrictions or obligations shall apply with such deletions as may be necessary to make it enforceable.

- 16.8 You acknowledge and agree that you shall be obliged to draw the provisions of this Clause to the attention of any third party who may at any time before or after the termination of your employment offer to employ or engage you and for whom or with whom you intend to work during the Relevant Period.
- 16.9 You shall, at the request and cost of the Company, enter into a direct agreement or undertaking with any Group Company to which you provide services whereby you will accept restrictions corresponding to the restrictions in this Clause (or such of them as may be appropriate in the circumstances) as the Company may require in the circumstances.
- 16.10 You agree that if the Company transfers all or any part of its business to a third party (the " Transferee "), the restrictions contained in this Clause 16 shall, with effect from the date that you become an employee of the Transferee, apply to you as if references to the Company include the Transferee and references to any Group Company include any Group Company of the Transferee.

17. **Company Property**

- 17.1 Any property and any original or copy documents (however recorded and whether retained electronically or on paper or otherwise) in your possession belonging or relating to the business of the Company shall be returned to your line manager at any time on request and in any event on the termination of the employment. You must not keep any copies in any form of those documents or any notes or extracts from them.
- 17.2 You must also retrieve from any storage system of whatever nature (including any computer or database) all information or documents relating to the Group or its business and record them in a permanent and portable form accessible to the Company. Those record(s) must then be delivered to the Company immediately. Having retrieved that information and documents, all such information and documents still in your storage system must then be erased or removed and destroyed as the Company directs.

18. **Company Policies**

- 18.1 A copy of the Company Policies is available on the intranet site. You shall observe and be subject to the provisions insofar as they apply to your employment. For the avoidance of doubt the Company Policies does not constitute part of your contract of employment by reference and can be changed at any time.
- 18.2 When driving a company vehicle you will be subject to the conditions in the Driver's Handbook. For the avoidance of doubt the Drivers handbook does not constitute part of your contract of employment by reference and can be changed at any time.

19. **Disciplinary and Grievance Procedures**

- 19.1 The disciplinary rules that currently apply to your employment are set out in the Company's Disciplinary Procedure, a copy of which is available on the Company's intranet. For the avoidance of doubt the Company Discipline and Grievance procedure does not constitute part of your contract of employment by reference and can be changed at any time.
- 19.2 You are also expected to comply with the obligations set out in the Code of Conduct, a copy of which is also available on the Company's intranet.
- 19.3 The Company reserves the right to suspend you at any time, with pay, whilst investigating any disciplinary matter or for a health and safety reason.
- 19.4 The Company's grievance procedure is to enable you to resolve any problems you may have about any aspect of your employment. You should first discuss the matter with your manager and only if you are unable to resolve the matter should you then take the steps set out in the grievance procedure

20.1 The health and safety of all employees whilst at work is a matter of prime importance. It is the duty and responsibility of each employee to familiarise themselves with, and comply with, the Company's health and safety policies and procedures.

20.2 As a commitment to health and safety, the Company has a robust stance regarding illegal drugs and with regards to being intoxicated through alcohol or drugs in the workplace. The Company reserves the right to require you to undertake testing for illegal substances and the presence of alcohol at any time.

21. **Data Protection**

21.1 You are required at all times during your employment to comply with the provisions of the Data Protection Act 1998 and with any policy introduced by the Company to comply with the Act.

21.2 You consent to the processing by the Company of personal data, including sensitive personal data, relating to you as necessary for the performance of your contract and/or the conduct of the Company's business.

22. **Miscellaneous**

22.1 There are no collective agreements relevant to your employment

22.2 You will not be required to work outside the United Kingdom for a continuous period of more than 1 month.

22.3 Without prejudice to any specific powers of variation contained in this Agreement, the Company reserves the general right to make reasonable changes to this Agreement and any other agreed terms and conditions of employment on giving you reasonable notice in writing of any such change.

22.4 This Agreement sets out the whole agreement between the parties with regard to its subject matter and supersedes any previous agreement (whether verbal or written) made between the parties at any time.

22.5 The Company may at its sole discretion transfer this Agreement to any company in the Company's group at any time.

22.6 This Agreement shall be governed by and construed in accordance with English law and the parties hereby submit to the exclusive jurisdiction of the English courts.

23. **Definitions**

" Associated Company "	means a company or undertaking (which is not a Subsidiary or Holding Company of the Company or of a Group Company) of which more than 20 per cent of the Equity Share Capital is for the time being owned by the Company or a Group Company or which for the time being owns more than 20 per cent of the Equity Share Capital of the Company or a Group Company
" Board "	means the Leadership Team of the Company from time to time
"Company"	means Univar Europe Limited
" Group "	means
	(i) the Company
	(ii) any Holding Company for the time being of the Company

- (iii) any Subsidiary for the time being of the Company or of the Company's Holding Company
- (iv) any Associated Company and
- (v) any other company or body corporate or other form of business entity the name of which is notified in writing to you by the Company as being a member of the Group

" Group Company " means any member of the Group, other than the Company, from time to time

" Minority Holder " means a person who, whether solely or jointly, holds or is beneficially interested in the shares or securities of any company quoted on any Recognised Investment Exchange provided that such holding or interest does not exceed 3 per cent of any single class of such shares or securities. In calculating whether a person is a Minority Holder there shall be aggregated with any shares or securities held by him or to which he is beneficially entitled any shares or securities of the same class which his spouse or Civil Partner or any dependent child holds or is beneficially entitled to

" Holding Company " and " Subsidiary " have the meanings given to them respectively in section 736 of the Companies Act 1985

24. Withdrawal of Offer

24.1 The offer will remain valid for 7 days. Please note that should the contract not be returned fully signed and without amendment within 7 days the Company may exercise the right to withdraw the offer.

SIGNED by Nick Powell

/s/ Nick Powell

SIGNED by Steve Newlin
CEO of Univar Group

/s/ Steve Newlin

SIGNED by Sabine Duyfjes
Chief Compliance Officer, General Counsel & VP HR
for and on behalf of the Company

/s/ Sabine Duyfjes

Exhibit 21.1

UNIVAR INC. SUBSIDIARIES

<u>Entity Name</u>	<u>State or Other Jurisdiction of Incorporation</u>
Agchem Expert Ltd.	Canada
Basic Chemical Solutions (Proprietary) Limited	South Africa
BDI Distribution West Inc.	Canada
Bluestar Distribution Inc.	Canada
Bodine Environmental Services, Inc.	Illinois
Bodine Services of Clinton, LLC	Illinois
Bodine Services of Decatur, Inc.	Delaware
Bodine Services of Evansville, LLC	Illinois
Bodine Services of Peoria LLC	Illinois
Brownsville Holdings Inc.	Canada
ChemCare Acquisition LLC	Delaware
ChemPoint.com Inc.	Nevada
ChemPoint.com-EMEA B.V.	Netherlands
Cravenhurst Properties Limited	United Kingdom
Distrupol B.V.	Netherlands
Distrupol Ireland Limited	Ireland
Distrupol Limited	United Kingdom
Distrupol Nordic AB	Sweden
Ellis & Everard (Overseas) Ltd	United Kingdom
Ellis & Everard (UK Holdings) Ltd.	United Kingdom
Ellis & Everard Distribution Limited	United Kingdom
Fiske Food Limited	United Kingdom
Future Transfer Co. Inc.	Canada
JHL Holdings Inc.	Canada
Juffali-Univar Saudi Arabia Chemicals Company, LLC	Saudi Arabia
Marnic Limited	United Kingdom
Olympic Chemical Corporation	Washington
Polymer Technologies Ltd.	United Kingdom
SCI Fonjac	France
SCI Jacquot	France
Sistemas Ecologicos Para el control de Plagas SA de CV	Mexico
Tagma Brasil Ltda.	Brazil
Ulixes Limited	United Kingdom
Ulixes UKCOII Limited	United Kingdom
Univar (Hong Kong) Limited	Hong Kong
Univar A/S	Denmark
Univar AB	Sweden
Univar AG	Switzerland
Univar AS	Norway

<u>Entity Name</u>	<u>State or Other Jurisdiction of Incorporation</u>
Univar Australia Pty Ltd	Australia
Univar Belgium NV	Belgium
Univar Brasil Ltda.	Brazil
Univar BV	Netherlands
Univar Canada Ltd.	Canada
Univar China B.V.	Netherlands
Univar China Ltd	China
Univar Corporativo SA de CV	Mexico
Univar Czech sro	Czech Republic
Univar de Mexico, S.A. de C.V.	Mexico
Univar Delaware, Inc.	Delaware
Univar Distribution (Malaysia) Sdn Bhd	Malaysia
Univar Egypt LLC	Egypt
Univar Europe Limited	United Kingdom
Univar Foundation	Washington
Univar France SNC	France
Univar GmbH	Germany
Univar Hellas EPE	Greece
Univar Holdco III LLC	Delaware
Univar Holdco LLC	Delaware
Univar Hungary Sales Limited Liability Co	Hungary
Univar Iberia SA	Portugal
Univar Iberia SA (Spain)	Spain
Univar Ireland Ltd.	Ireland
Univar Kimya Sanayi ve Dis Ticaret Limited Sirketi	Turkey
Univar Limited	United Kingdom
Univar LLC	Russian Federation
Univar Middle East-Africa FZE	Dubai
Univar Netherlands Holding B.V.	Netherlands
Univar Oy	Finland
Univar Poland Sp.zo.o	Poland
Univar SAS	France
Univar Services (PTY) Ltd.	South Africa
Univar Singapore PTE LTD	Singapore
Univar South-East Europe S.r.l.	Romania
Univar SpA	Italy
Univar Specialty Consumables Limited	United Kingdom
Univar Tunisia SARL	Tunisia
Univar UK Holdings Limited	United Kingdom
Univar UK Limited	United Kingdom
Univar USA Delaware, Inc.	Delaware
Univar USA Inc.	Washington
Univar Zwijndrecht N.V.	Netherlands
UnivarMEA SARL	Morocco

Entity Name

UVX Scandinavia AB

Van Eyck Chemie NV

Weaver Town Oil Services, Inc.

Weavertown Transport Leasing, Inc.

State or Other Jurisdiction of Incorporation

Sweden

Belgium

Pennsylvania

Pennsylvania

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Forms S-3 No. 333-215046 and 333-212780) of Univar Inc. and in the related Prospectus, Registration Statement (Form S-8 No. 333-205176) pertaining to the Univar Inc. 2015 Omnibus Equity Incentive Plan, the Univar Inc. 2011 Stock Incentive Plan, and the Univar Inc. Employee Stock Purchase Plan and Registration Statement (Form S-8 No. 333-217757) pertaining to the Univar Inc. 2017 Omnibus Equity Incentive Plan of our reports dated February 28, 2018, with respect to the consolidated financial statements of Univar Inc., and the effectiveness of internal control over financial reporting of Univar Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2017.

/s/ Ernst & Young LLP

Chicago, Illinois
February 28, 2018

UNIVAR INC.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) OF THE EXCHANGE ACT, AS AMENDED,
AS ADOPTED PURSUANT TO**

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen D. Newlin, certify that:

1. I have reviewed this Annual Report on Form 10-K of Univar Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 28, 2018

By: /s/ Stephen D. Newlin

Stephen D. Newlin

Chairman and Chief Executive Officer

UNIVAR INC.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) OF THE EXCHANGE ACT, AS AMENDED,
AS ADOPTED PURSUANT TO**

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Carl J. Lukach, certify that:

1. I have reviewed this Annual Report on Form 10-K of Univar Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 28, 2018

By: /s/ J. Carl J. Lukach

Carl J. Lukach

Executive Vice President and Chief Financial Officer

**UNIVAR INC.
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350 and in connection with the Annual Report on Form 10-K (the "Report") for the fiscal year ended December 31, 2017, I, Stephen D. Newlin, President, Chief Executive Officer of Univar Inc. (the "Company"), certify that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ STEPHEN D. NEWLIN

Stephen D. Newlin
Chairman and Chief Executive Officer
February 28, 2018

This certification accompanies the Report and shall not, except to the extent required by the Exchange Act, be deemed filed by the Company. A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**UNIVAR INC.
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. Section 1350 and in connection with the Annual Report on Form 10-K (the "Report") for the fiscal year ended December 31, 2017, I, Carl J. Lukach, Executive Vice President, Chief Financial Officer of Univar Inc. (the "Company"), certify that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"); and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ CARL J. LUKACH

Carl J. Lukach

Executive Vice President and Chief Financial Officer

February 28, 2018

This certification accompanies the Report and shall not, except to the extent required by the Exchange Act, be deemed filed by the Company. A signed original of this certification has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.