

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name <u>Univar Inc.</u>		<b>2</b> Issuer's employer identification number (EIN) <u>26-1251958</u>	
<b>3</b> Name of contact for additional information <u>David Lim</u>	<b>4</b> Telephone No. of contact <u>(844) 632-1060</u>	<b>5</b> Email address of contact <u>IR@univar.com</u>	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact <u>3075 Highland Parkway, Suite 200</u>		<b>7</b> City, town, or post office, state, and ZIP code of contact <u>Downers Grove, IL 60515</u>	
<b>8</b> Date of action <u>February 28, 2019</u>	<b>9</b> Classification and description <u>Acquisition of Nexeo Solutions, Inc. in exchange for cash and Univar common stock</u>		
<b>10</b> CUSIP number <u>91336L 10 7</u>	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol <u>UNVR</u>	<b>13</b> Account number(s)

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ [See attachment.](#)

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ [See attachment.](#)

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ [See attachment.](#)

**Part II** **Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment.](#)

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**18** Can any resulting loss be recognized? ▶ [See attachment.](#)

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment.](#)

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ M. J. McClure

Date ▶ April 3, 2019

Print your name ▶ **Marshall McClure**

Title ▶ **Senior Tax Advisor**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

UNIVAR INC.  
EIN: 26-1251958  
ATTACHMENT TO FORM 8937

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The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger Transactions (as defined below). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Nexeo shareholders are encouraged to consult their independent tax advisors regarding the particular consequences of the Merger Transactions to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should carefully read the joint proxy and consent solicitation statement/prospectus, dated January 29, 2019, and filed with the Securities and Exchange Commission, noting especially the discussion under the heading “Material U.S. Federal Income Tax Consequences of the Merger Transactions.” The information provided herein is subject to such discussion in all respects. The Proxy Statement may be accessed at [www.sec.gov](http://www.sec.gov).

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**Part II, Box 14**

On February 28, 2019, pursuant to the terms and conditions of the Agreement and Plan of Merger dated as of September 17, 2018, (the “Agreement”), by and among Univar Inc. (“Univar”), a Delaware corporation, Nexeo Solutions, Inc. (“Nexeo”), a Delaware corporation, Pilates Merger Sub I Corp (“Merger Sub I”), a Delaware corporation and direct wholly owned subsidiary of Univar, and Pilates Merger Sub II LLC (“Merger Sub II”), a Delaware limited liability company and a direct wholly owned subsidiary of Univar, Merger Sub I merged (the “Initial Merger”) with and into Nexeo, with Nexeo surviving the Initial Merger and subsequently merging with and into Merger Sub II, with Merger Sub II continuing as the surviving company in the subsequent merger (the “Subsequent Merger” and, together with the Initial Merger, the “Merger Transactions”).

As a result of the Initial Merger, each share of Nexeo common stock was converted into the right to receive \$3.02 in cash, plus 0.305 of a share of Univar common stock, par value \$0.01 per share, with cash issued in lieu of fractional shares pursuant to the terms of the Agreement.

**Part II, Box 15**

The Merger Transactions, taken together, are intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code. Assuming the Merger Transactions, taken together, qualify as a “reorganization” within the meaning of Section 368(a) of the Code, the aggregate tax basis of the shares of Univar common stock received pursuant to the Initial Merger (including any fractional shares of Univar common stock deemed received and exchanged for cash) will be

the same as the aggregate tax basis of the shares of Nexeo common stock surrendered in exchange therefor, decreased by the amount of cash received (excluding any cash received in lieu of a fractional share of Univar common stock), and increased by the amount of gain recognized on the exchange (regardless of whether such gain is classified as capital gain or dividend income, but excluding any gain recognized with respect to any fractional share of Univar common stock deemed received and exchanged for cash).

The holding period of the Univar common stock received pursuant to the Initial Merger (including any fractional share of Univar common stock deemed received and exchanged for cash) will include the holding period of the shares of Nexeo common stock surrendered in exchange therefor.

### **Part II, Box 16**

Please see Part II, Box 15 above for a general description of a shareholder's change in basis calculation.

For purposes of the calculation described in Part II, Box 15, above, the amount of gain recognized by a Nexeo shareholder on the receipt of cash and Univar common stock pursuant to the Initial Merger is equal to the lesser of (1) the amount of cash received (other than any cash received in lieu of a fractional share of Univar common stock) and (2) the excess of (i) the sum of the cash received (other than any cash received in lieu of a fractional share of Univar common stock) and the fair market value of the Univar common stock received (including any fractional share of Univar common stock deemed received and exchanged for cash) over (ii) such shareholder's tax basis in the shares of Nexeo common stock surrendered in exchange therefor.

U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of shares of Univar common stock received in the Initial Merger for purposes of calculating your tax basis in the Univar common stock received. One possible method of determining the fair market value of Univar common stock received in the Initial Merger is to use the average of the high and low trading prices of Univar common stock on February, 28 2019, which was \$22.89 per share on the New York Stock Exchange. Other reasonable methods for determining the fair market value of Univar common stock received in the Initial Merger may exist. You should consult your independent tax advisor to determine the appropriate method of determining the fair market value of Univar common stock received in the Initial Merger.

**Part II, Box 17**

Tax consequences to surrendering shareholders of Nexeo common stock are determined under Sections 354, 356, 358 and 1001 of the Code.

**Part II, Box 18**

If the Merger Transactions, taken together, qualify as a “reorganization” within the meaning of Section 368(a) of the Code, Nexeo shareholders generally will not recognize any loss as a result of having received Univar common stock and cash in exchange for shares of Nexeo common stock pursuant to the Initial Merger.

However, Nexeo shareholders who receive cash in lieu of a fractional share of Univar common stock will be treated as having received such fractional share pursuant to the Initial Merger and then as having exchanged such fractional share for cash. Any such shareholder generally will recognize loss with respect to the deemed sale of the fractional share of Univar common stock if the amount of cash received in lieu of such fractional share is less than the tax basis allocated to such fractional share.

**Part II, Box 18**

Any adjustment to the tax basis of securities resulting from the Merger Transactions is reportable in the tax year that includes February 28, 2019. For calendar year taxpayers, the reportable tax year is 2019.