

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Shares (as defined below). The Offer (as defined below) is made solely by the Offer Memorandum dated August 20, 2007 and the related acceptance forms and any amendments or supplements thereto and is being made to all holders of Shares. Offeror (as defined below) is not aware of any jurisdiction in the United States where the making of the Offer or the tender of Shares in connection therewith would not be in compliance with the laws of such jurisdiction. If Offeror becomes aware of any jurisdiction in which the making of the Offer or the tender of Shares in connection therewith would not be in compliance with applicable law, Offeror will make a good faith effort to comply with any such law. If, after such good faith effort, Offeror cannot comply with any such law, the Offer will not be made to, nor will tenders be accepted from or on behalf of, holders of shares in such jurisdiction.

## Notice of Offer to Purchase for Cash All Issued and Outstanding Ordinary Shares

of

**UNIVAR N.V.**

at

**€53.50 Net Per Share**

by

**ULIXES B.V.**

a company indirectly controlled via

**ULYSSES LUXEMBOURG S.A.R.L.**

by funds advised and managed by

**CVC CAPITAL PARTNERS**

Ulixes B.V., a private limited liability company incorporated under the laws of the Netherlands, having its seat at Amsterdam, the Netherlands ("Offeror"), a company indirectly controlled, via Ulysses Luxembourg S.a.r.l., a private limited liability company, duly incorporated and validly existing under the laws of Luxembourg, having its registered office at 5 Place du Theatre, L-2613, Luxembourg ("Ulysses"), by funds advised and managed by CVC Capital Partners ("CVC"), is offering to purchase all outstanding ordinary shares, each with a nominal value per share of €1.00 (the "Shares") of Univar N.V., a public limited liability company incorporated under the laws of the Netherlands, having its seat in Rotterdam, the Netherlands ("Univar"), cum dividend (i.e. Offeror will be entitled to any dividend payments) for a purchase price of €53.50 per Share, net to the seller in cash, without interest thereon (the "Offer"), upon the terms and subject to the conditions set forth in the Offer Memorandum dated August 20, 2007 (the "Offer Memorandum").

**THE OFFER EXPIRES AT 9.00 A.M., NEW YORK TIME, ON SEPTEMBER 19, 2007, UNLESS THE OFFER IS EXTENDED.**

The Offer is being made pursuant to the Offer Memorandum. Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Offer Memorandum.

**After careful consideration, each of the management board and the supervisory board of Univar has unanimously recommended the Offer to holders of Shares ("Shareholders") for their acceptance.** None of the members of the management board or the supervisory board of Univar own any Shares. The Offer Memorandum provides that the Offer will be explained and discussed by the management board and supervisory board of Univar during an extraordinary meeting of Shareholders in compliance with the provisions of Section 9q of the Dutch Securities Trade Supervision Decree 1995 (*Besluit toezicht effectenverkeer* 1995) ("Bte 1995"), that will be held in Amsterdam on September 4, 2007 at 10.00 hours, Amsterdam Decree.

The tender period of the Offer (the "Tender Period") begins on August 21, 2007 at 3.00 a.m., New York time and ends on September 19, 2007 at 9.00 a.m., New York time (the "Tender Offer Closing Date"), unless extended in accordance with Article 9o, paragraph 5 of the Bte 1995. If one or more of the Offer Conditions (as defined below) is not fulfilled by the Tender Offer Closing Date, Offeror may, from time to time, extend the Tender Period until all the Offer Conditions have been satisfied or waived, provided that this period shall not extend to later than November 15, 2007 (the "Postponed Tender Period"). During the Postponed Tender Period, any Shares previously tendered and not withdrawn will remain subject to the Offer, subject to the right of each Shareholder to withdraw the Shares he or she has already tendered in accordance with Article 9o, paragraph 5 of the Bte 1995. If all conditions to the Offer are satisfied or, where appropriate, waived, Offeror will accept all Shares that have been validly tendered (or defectively tendered provided that such defect has been waived by Offeror) and not previously withdrawn in accordance with the procedures set forth in the Offer Memorandum. Unless the Tender Period has been extended, Offeror will declare no later than the fifth Business Day after the Tender Offer Closing Date whether the Offer will be made unconditional. If the Tender Period is extended, so that the obligation to make such announcement is postponed, Offeror will make a public announcement no later than the next Business Day following the Tender Offer Closing Date. Offeror will determine by no later than 9.00 a.m., New York time, on the fifth Business Day following the expiry of the Tender Period (the "Acceptance Announcement Date"), whether the Offer Conditions have been fulfilled or are to be waived by Offeror and will announce whether (i) the Offer will be declared unconditional, (ii) there is still uncertainty as to the fulfillment of any of the Offer Conditions, or (iii) the Offer is terminated as a result of the Offer Conditions not having been fulfilled or waived by Offeror. The announcement, if any, by Offeror that there is still uncertainty as to the fulfillment of any of the Offer Conditions does not mean that any Shareholder will have the right to withdraw any tender of Shares or that any tendered Share shall be deemed to be automatically withdrawn. On the Acceptance Announcement Date, Offeror may announce a Subsequent Tender Period of up to fifteen (15) Business Days. A Subsequent Tender Period is an additional period of time, following the expiration of the Tender Period or the Postponed Tender Period, as the case may be, during which the Shareholders may tender their Shares not yet tendered during the Tender Period or the Postponed Tender Period, as the case may be. A Subsequent Tender Period is not an extension of the Offer, which already will have been completed.

**Shares tendered on or prior to the Tender Offer Closing Date may not be withdrawn, other than as permitted under the Bte 1995. Further, Offeror reserves the right to accept any tender for acceptance, even if the tender has not been effected as set forth in the Offer Memorandum.**

The Offer is conditioned upon, among other things (the "Offer Conditions"), (i) such number of Shares having been tendered for acceptance on the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be, that these, together with (a) the ordinary shares directly or indirectly held by Univar in its own share capital at the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be and (b) the Shares held, directly or indirectly, by Offeror for its own account at the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be, represent at least 95% of Univar's issued share capital as at the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be (the "Minimum Acceptance Condition"); (ii) no public announcement having been made on or prior to the Tender Offer Closing Date, or, as the case may be, the Postponed Tender Offer Closing Date, indicating for the first time that a third party is preparing or announces a bona fide public offer for all Shares which qualifies as a Competing Offer and no third party has obtained the right to acquire or subscribe for, or has agreed to acquire or subscribe for, shares or depository receipts of shares in the capital of Univar; (iii) no order, stay, judgment or decree having been issued by any court, arbitral tribunal, government, governmental authority or other regulatory or administrative authority on or prior to the Tender Offer Closing Date, or, as the case may be, the Postponed Tender Offer Closing Date, (and with the exception of any competition law authorizations, rulings or orders) and being in effect, or any statute, rule, regulation, governmental order or injunction having been proposed, enacted, enforced or deemed applicable to the Offer, any of which restrains, prohibits or delays or is reasonably likely to restrain, prohibit or delay consummation of the Offer in any material respect; (iv) Univar not having breached any provisions set out in the Merger Protocol on or prior to the Tender Offer Closing Date, or, as the case may be, the Postponed Tender Offer Closing Date, to the extent that such breach has or can reasonably be deemed to have material adverse repercussions on the Offer and, if such breach has occurred, has not been remedied by Univar within ten (10) days after receipt of a written notice by Offeror, provided that Univar shall not be entitled to such remedy period (a) if such breach is not capable of being remedied or (b) when Offeror has given Univar written notice that all other Offer Conditions have been fulfilled; (v) subject only to the Offer becoming unconditional, Stichting Univar having irrevocably and otherwise unconditionally renounced its rights under the cumulative preference share call option agreement between Stichting Univar and Univar on or prior to the Tender Offer Closing Date, or, as the case may be, the Postponed Tender Offer Closing Date; (vi) no notification having been received from the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) on or prior to the Tender Offer Closing Date, or, as the case may be, the Postponed Tender Offer Closing Date, that the Offer has been made in conflict with any of the stipulations of Chapter IIa of the Dutch Securities Market Supervision Act 1995 (*Wet toezicht effectenverkeer* 1995), within the meaning of article 32(a) of Bte 1995 in which case the securities institutions would not be permitted to co-operate with the consummation of the Offer and trading in the Shares on Euronext Amsterdam not having been permanently suspended as a result of a listing measure taken by Euronext Amsterdam in accordance with Article 2706/1 of Euronext Rulebook II; (vii) the occurrence of one of the following events three (3) Business Days prior to the Tender Offer Closing Date, or, as the case may be, the Postponed Tender Offer Closing Date: (a) the relevant anti-trust authorities issuing a decision in respect of the Offer constituting clearance of the proposed concentration and if that decision is given subject to conditions or obligations, then those conditions and obligations being satisfactory to Offeror acting reasonably, provided that Offeror shall be obliged to accept any condition or obligation which is not material; and (b) the expiry, lapsing or termination of all applicable waiting and other time periods (including extensions thereof) under any applicable legislation or regulation of any other applicable jurisdiction; (viii) no event or circumstance materially adversely affecting the business, cash flow, financial position or assets of the Univar Group taken as a whole having occurred between the date of the Offer Memorandum and the date on which all other Offer Conditions have been satisfied or waived, which is such that Offeror cannot reasonably be expected to continue with the Offer or declare the Offer unconditional. The fulfillment of each of the Offer Conditions does not depend on the will of the Offeror as prohibited by article 90(1) of the Bte 1995. The Offer Conditions are for the benefit of Offeror and may, to the extent permitted by law, be waived by Offeror (either in whole or in part) at any time by written notice to the Company. The Offer Condition set out in Section 5.7.6 of the Offer Memorandum cannot be waived. Furthermore, Offeror has agreed with Univar not to declare the Offer unconditional without the consent of the Supervisory Board in the event that the number of Shares tendered under the Offer together with (i) the ordinary shares directly or indirectly held by Univar in its own share capital at the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be and (ii) the Shares held by Offeror, directly or indirectly, at the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be, represents less than 80% of Univar's issued and outstanding share capital. In the event that the number of Shares tendered under the Offer together with (i) the ordinary shares directly or indirectly held by Univar in its own share capital at the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be and (ii) the Shares held by Offeror, directly or indirectly, at the Tender Offer Closing Date or the Postponed Tender Offer Closing Date, as the case may be, does not represent at least 95% of Univar's issued share capital but does represent more than 80% of Univar's issued share capital, Offeror must extend the Tender Period for a period of two (2) weeks and may thereafter extend it up to two (2) times by a maximum period of up to two (2) weeks per extension, if the Minimum Acceptance Condition is still not fulfilled at that time.

In the event that the Offer is declared unconditional, Shareholders that have validly tendered (or defectively tendered provided that such defect has been waived by Offeror) in accordance with the procedures set forth in the Offer Memorandum and delivered their Shares for acceptance pursuant to the Offer will receive the Offer Price on the Settlement Date, being no later than five (5) Business days after the Acceptance Announcement Date. Shareholders that have validly tendered (or defectively tendered provided that such defect has been waived by Offeror) and delivered their Shares during a Subsequent Tender Period will receive the Offer Price no later than five (5) Business Days after the end of the Subsequent Tender Period. **Under no circumstances will Offeror pay interest on the purchase price for Shares by reason of any extension of the Offer or any delay in payment for the Shares.** Admitted Institutions of Euronext Amsterdam ("**Admitted Institutions**") shall receive from ING Bank N.V., ING Wholesale Banking Securities Services, department Paying Agency Services (BV 06.01), Van Heenvlietlaan 220, 1083 CN Amsterdam, the Netherlands, fax: +31 (0) 20 7979 607 (the "**Settlement Agent**") on behalf of Offeror a commission in the amount of €0.043 in respect of each Share validly tendered (or defectively tendered provided that such defect has been waived by Offeror) and delivered, up to a maximum of €5,000 per Shareholder tender. The commission must be claimed from Offeror through the Settlement Agent within thirty (30) days of the Settlement Date. No costs will be charged to the Shareholders by Offeror or by Univar for the delivery and payment of the Shares. Costs may be charged by banks, stockbrokers or other nominees holding Shares on behalf of Shareholders if they are involved in the delivery and payment of Shares.

Shareholders who hold their Shares through a bank or a stockbroker are requested to make their acceptance known through their bank or stockbroker by no later than 9.00 a.m. New York time on September 19, 2007 to the Settlement Agent, unless the Tender Period is extended by Offeror. Admitted Institutions may tender Shares for acceptance only to the Settlement Agent and only in writing and by fax to +31 (0) 20 797 9607 followed by written confirmation. In submitting the acceptance, Admitted Institutions are required to declare that (i) they have the tendered Shares in their administration, (ii) each Shareholder who accepts the Offer irrevocably represents and warrants that the Shares tendered by him are being tendered in compliance with the restrictions set out in Sections 1 and 2 (Restrictions and Important Information) of the Offer Memorandum and (iii) they undertake to transfer these Shares to Offeror on the Settlement Date, provided that the Offer has been declared unconditional. Holders of Shares individually recorded in the shareholders' register wishing to accept the Offer in respect of such Shares must deliver a completed and signed acceptance form to the Settlement Agent, in accordance with the terms and conditions of the Offer, not later than 9.00 a.m., New York time, on September 19, 2007 unless the Tender Period is extended. The acceptance forms are available upon request from the Settlement Agent (telephone: +31 (0) 20 797 9397; email: iss.pas@mail.ing.nl), and the acceptance form will serve as a deed of transfer with respect to the Shares referenced therein. Each holder of Shares individually recorded in the shareholders' register tendering Shares pursuant to the Offer, by such tender, undertakes, represents and warrants to Offeror, on the date that such Shares are tendered through to and including the Settlement Date, that: (i) the tender of any Shares constitutes an acceptance by the Shareholder of the Offer, on and subject to the terms and conditions of the Offer; (ii) such Shareholder has full power and authority to tender, sell and deliver, and has not entered into any other agreement to tender, sell or deliver, the Shares stated to have been tendered to any party other than Offeror (together with all rights attaching thereto) and, when the same are purchased by Offeror under the Offer, Offeror will acquire such Shares, with full title guarantee and free and clear of all third party rights and restrictions of any kind; and (iii) such Shares are being tendered in compliance with the restrictions set out in Sections 1 and 2 of the Offer Memorandum and the securities and other applicable laws or regulations of the jurisdiction in which such Shareholder is located or of which it is a resident and no registration, approval or filing with any regulatory authority of such jurisdiction is required in connection with the tendering of such Shares.

HAL Holding N.V. ("**HAL**"), holding approximately 26.6% of the issued share capital of Univar, has committed to tender and deliver its Shares to Offeror under the terms and conditions of the Offer Memorandum. The irrevocable undertaking of HAL contains certain customary undertakings and conditions, including a covenant that HAL will not tender its Shares to any third party offeror at a price below €57.50 per Share, within a customary time frame.

The Offer Memorandum provides, among other things, that depending *inter alia* on the number of Shares held by Offeror upon completion of the Offer, Offeror will consider whether to initiate a squeeze-out procedure in accordance with article 2:92a of the Dutch Civil Code ("**Statutory Squeeze-Out**") or, subject to implementation of the relevant provisions into the laws of the Netherlands, employ the takeover buy-out procedures set forth in the proposed article 2:359c of the Dutch Civil Code ("**Takeover Squeeze-Out**") and together with the Statutory Squeeze-Out, the "**Squeeze-Out Procedure**", or effect a legal merger in accordance with article 2:309 of the Dutch Civil Code ("**Legal Merger**") between Univar and Offeror, with Univar being the disappearing entity or surviving entity and Offeror, or a subsidiary of Offeror, being the surviving entity or disappearing entity, respectively. If Offeror acquires 95% or more of the Shares, Offeror intends to initiate as soon as possible a Squeeze-Out Procedure in order to acquire the remaining Shares not tendered and not held by Offeror or Univar. If Offeror does not acquire 95% or more of the Shares, Offeror may instead, by simple majority at a general meeting of Shareholders, vote to effect a Legal Merger between Offeror and Univar. If a Legal Merger is effected in which Offeror is the surviving entity and Univar the disappearing entity, Shareholders that have not tendered their Shares under the Offer will become, by operation of law, shareholders in the surviving entity alongside Offeror's shareholder(s). The possible measures available to Offeror are more fully described in Section 5.13 of the Offer Memorandum.

The receipt of cash as payment for the Shares pursuant to the Offer will be a taxable transaction for U.S. federal income tax purposes and may also be a taxable transaction under applicable state, local or foreign tax laws. For a more detailed description of certain U.S. federal income tax consequences of the Offer, see Section 13.2 of the Offer Memorandum. **Each holder of Shares should consult its own tax advisor regarding the particular tax consequences to the holder of the Offer, including any tax consequences that may arise under the laws of any state, local, foreign or other non-United States taxing jurisdiction and the possible effects of changes in United States federal or other tax laws.**

The information contained in this advertisement is a summary only. **The Offer Memorandum contains important information and the holders of Shares should read the Offer Memorandum including all of the terms, conditions and restrictions of the Offer carefully and in their entirety before any decision is made with respect to the Offer.** Copies of the Offer Memorandum, Univar's Articles of Association and the financial information of Univar relating to the annual financial statements of Univar for the financial year 2006, the financial year 2005 and the financial year 2004 are available free of charge at the headquarters of Univar, Blaak 333, 11e verdieping, 3011 GB Rotterdam, The Netherlands (telephone: +31 (0) 10 275 7800; fax: +31 (0) 10 414 6863). The proposed amended Articles of Association of Univar are available free of charge at the headquarters of Univar. A copy of the Offer Memorandum has been filed with the securities regulatory authorities in the Netherlands. Copies are available free of charge through the Internet at [www.univarcorp.com](http://www.univarcorp.com) and upon request at [cfprospects@ingcf.com](mailto:cfprospects@ingcf.com). For further information about Univar and the Offer, reference is made to the website [www.univarcorp.com](http://www.univarcorp.com). The Univar website does not constitute a part of, and is not incorporated by reference into the Offer Memorandum.

Each of Offeror and Univar is incorporated under the laws of the Netherlands. Some of the directors and officers of each of Offeror and Univar are residents of countries other than the US and a portion of the assets of Offeror and Univar are located outside the US. As a result, it may not be possible for US Shareholders to effect service of process within the US upon Offeror or Univar or such persons or to enforce against any of them judgments of US courts predicated upon the civil liability provisions of the federal securities laws of the US.

All announcements contemplated by the Offer will be issued by press release or advertisement and published in *Het Financieel Dagblad* and in *De Telegraaf* and in the *Daily Official List of Euronext Amsterdam* and in *The Wall Street Journal*.

August 20, 2007