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HENKEL KGAA /NEW/
Form SC 13D/A
February 01, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 12)*

Ecolab Inc.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

278865100

(CUSIP Number)

William A. Groll, Esq.
Cleary, Gottlieb, Steen & Hamilton LLP
City Place House
55 Basinghall Street
London EC2V 5EH
44-207 614 2200

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

December 15, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 278865100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henkel KGaA

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER
72,629,552

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER
72,629,552

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
72,629,552

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.2%

14 TYPE OF REPORTING PERSON*

CO

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 278865100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henkel Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3

4 SOURCE OF FUNDS*

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER
29,333,328

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER
29,333,328

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,333,328

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.4%

14 TYPE OF REPORTING PERSON*

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CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 278865100

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henkel Chemie Verwaltungsgesellschaft mbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3

4 SOURCE OF FUNDS*

AF, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER
43,359,224

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER
43,359,224

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
43,359,224

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.8%

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14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 12 (this "Amendment") amends and supplements the Schedule 13D filed on December 20, 1989, as previously amended (the "Schedule 13D"), of Henkel KGaA ("KGaA" and, together with its affiliates, "The Henkel Group") and HC Investments, Inc. ("HCI"), with respect to the Common Stock, par value \$1.00 per share ("Common Stock"), of Ecolab Inc. ("Ecolab" or the "Company"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background.

The Schedule 13D is now filed also by Henkel Corporation, a Delaware corporation. The principal executive offices of Henkel Corporation are located at 2200 Renaissance Boulevard, The Triad, Suite 200, Gulph Mills, Pennsylvania 19406. Henkel Corporation is an operating company, the principal business of which is directly and indirectly conducting the home care products, personal care products and adhesives, sealants and surface treatments businesses of The Henkel Group in the United States. Henkel Corporation is also the successor by merger to HCI, one of the previous filing parties to the Schedule 13D and then a wholly-owned subsidiary of Henkel Corporation. HCI was merged with and into Henkel Corporation on December 15, 2004. All of the outstanding shares of capital stock of Henkel Corporation are owned by KGaA or its subsidiaries, the majority of which is held by Henkel of America, Inc.

Henkel of America, Inc. is a Delaware corporation and a direct, wholly-owned subsidiary of KGaA. The principal executive offices of Henkel of America, Inc. are located at 2200 Renaissance Boulevard, The Triad, Suite 200, Gulph Mills, Pennsylvania 19406. Henkel of America, Inc. is a holding company.

The names, addresses, occupations and citizenship of the executive officers and members of the board of directors, or equivalent body, of each of KGaA, Henkel Corporation and Chemie are set forth in Schedule I hereto. None of KGaA, Henkel U.S., Chemie or, to the best of their knowledge, Henkel of America, Inc. or any of the persons listed on Schedule I hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction.

As noted above, effective December 15, 2004, HCI was merged with and into Henkel Corporation, and the 29,333,328 shares of Common Stock previously held by HCI became direct assets held by Henkel Corporation. The merger was effected for internal organizational purposes of the The Henkel Group. There was no change to the plans or intentions of KGaA and its respective subsidiaries with respect to Ecolab, and no other change occurred in the

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relationship of any member of The Henkel Group with Ecolab.

In connection with the merger, Henkel Corporation executed an Agreement to be Bound, dated as of December 15, 2004, in which it agreed to be bound by the Amended Stockholder's Agreement.

KGaA intends to continue to review its investment in Common Stock from time to time and, depending upon certain factors, including without limitation the financial performance of Ecolab, the availability and price of shares of Common Stock on the open market, KGaA's overall relationship with Ecolab, and other general market and investment conditions, KGaA may determine either to acquire through open market purchases or otherwise additional shares of Common Stock, or, based upon such factors, to sell shares of Common Stock, from time to time, in each case to the extent permitted under the Amended Stockholder's Agreement and applicable law.

Except as set forth herein, KGaA, Chemie and Henkel Corporation have no current plans or proposals that relate to or would result in any of the actions or events enumerated in clauses (a) through (j) of Item 4 of Schedule 13D, as promulgated by the Securities and Exchange Commission.

Item 5. Interest in Securities of the Issuer.

(a)-(b) At the date hereof, in the aggregate, the 72,629,552 shares of Common Stock owned by KGaA, Henkel Corporation and Chemie represent approximately 28.2% of the 257,706,764 shares of Common Stock reported by Ecolab in its Quarterly Report on Form 10-Q to be outstanding as of October 31, 2004.

Of that total, Henkel Corporation directly beneficially owns 29,333,328 shares of Common Stock (approximately 11.4% of such total). Henkel Corporation and, by virtue of its indirect control of Henkel Corporation, KGaA share the power to vote and the power to dispose of these shares of Common Stock (subject to the provisions of the Amended Stockholder's Agreement).

Chemie directly beneficially owns the remaining 43,359,224 shares of Common Stock (approximately 16.8% of such total). Chemie and, by virtue of its direct control of Chemie, KGaA share the power to vote and the power to dispose of these shares of Common Stock (subject to the provisions of the Amended Stockholder's Agreement).

(c) Except for the merger of Henkel Corporation with HCI that resulted in Henkel Corporation's acquisition of direct ownership of Common Stock as described herein, no transactions in shares of Common Stock were effected during the past 60 days by Chemie, Henkel Corporation or KGaA, or, to the best of their knowledge, by Henkel of America, Inc. or any of the other persons listed on Schedule I.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

As noted above, Henkel Corporation executed an Agreement to be Bound in which it agreed to be bound by the Amended Stockholder's Agreement. A copy of the Agreement to be Bound is attached as Exhibit 23 to this Amendment and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit 23 Agreement to be Bound by Henkel Corporation dated as of December 15, 2004.

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Signature

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2005

Henkel KGaA

By: /s/ Thomas Gerd Kuehn

Thomas Gerd Kuehn
Associate General Counsel

By: /s/ Heinz Nicolas

Heinz Nicolas
Senior Corporate Counsel

Henkel Corporation

By: /s/ John E. Knudson

John E. Knudson
President and Chief Financial and
Administrative Officer

Henkel Chemie Verwaltungsgesellschaft mbH

By: /s/ Thomas Gerd Kuehn

Thomas Gerd Kuehn
General Manager

By: /s/ Michael J. Schmitt

Michael J. Schmitt
Proxy Holder

Exhibit Index

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| | | |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------|-------|
| Exhibit 1 | Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of December 11, 1989 | (i) |
| Exhibit 2 | Amendment No. 1 to Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of December 11, 1989 | (i) |
| Exhibit 3 | Confidentiality Agreement between Henkel KGaA and Ecolab Inc. dated November 13, 1989 | (i) |
| Exhibit 4 | Press Release issued by Ecolab Inc. and Henkel KGaA on December 11, 1989 | (i) |
| Exhibit 5 | Amendment No. 2 to Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of September 11, 1990 | (ii) |
| Exhibit 6 | Umbrella Agreement by and between Henkel KGaA and Ecolab Inc. dated as of September 11, 1990 | (ii) |
| Exhibit 7 | Joint Venture Agreement by and between Henkel KGaA and Ecolab Inc. dated as of September 11, 1990 | (ii) |
| Exhibit 8 | Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of September 11, 1990 | (ii) |
| Exhibit 9 | Amendment No. 3 to Stock Purchase Agreement by and among HC Investments, Inc., Henkel KGaA and Ecolab Inc. dated as of March 8, 1991 | (iii) |
| Exhibit 10 | First Amendment to the Umbrella Agreement by and between Henkel KGaA and Ecolab Inc. dated as of March 8, 1991 | (iii) |
| Exhibit 11 | First Amendment to the Joint Venture Agreement by and between Henkel KGaA and Ecolab Inc. dated as of March 8, 1991 | (iii) |
| Exhibit 12 | First Amendment to the Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of March 8, 1991 | (iii) |
| Exhibit 13 | Amended and Restated Umbrella Agreement by and between Henkel KGaA and Ecolab Inc. dated as of June 26, 1991 | (iv) |
| Exhibit 14 | Amended and Restated Joint Venture Agreement by and between Henkel KGaA and Ecolab Inc. dated as of June 26, 1991 | (iv) |
| Exhibit 15 | Amended and Restated Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of June 26, 1991 | (iv) |
| Exhibit 16 | Press Release issued by Ecolab Inc. and Henkel KGaA on July 11, 1991 | (iv) |
| Exhibit 17 | Amendment No. 1 to Amended and Restated Stockholder's Agreement between Henkel KGaA and Ecolab Inc. dated as of June 30, 2000 | (v) |
| Exhibit 18 | Master Agreement, dated as of December 7, 2000, between Ecolab Inc. and Henkel KGaA | (v) |
| Exhibit 19 | Form of Amended Stockholder's Agreement | (v) |
| Exhibit 20 | Purchases of Common Stock from December 14, 2000 through October 5, 2001 | (vi) |

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|------------|---------------------------------------------------------------------------|--------|
| Exhibit 21 | Purchases of Common Stock from October 9, 2001 through November 23, 2001 | (vii) |
| Exhibit 22 | Agreement to be Bound by Chemie dated as of December 31, 2002 | (viii) |
| Exhibit 23 | Agreement to be Bound by Henkel Corporation dated as of December 15, 2004 | 23 |

- (i) Previously filed as an Exhibit to the Schedule 13D on December 20, 1989.
- (ii) Previously filed as an Exhibit to Amendment No. 2 to the Schedule 13D on September 17, 1990.
- (iii) Previously filed as an Exhibit to Amendment No. 3 to the Schedule 13D on March 15, 1991.
- (iv) Previously filed as an Exhibit to Amendment No. 4 to the Schedule 13D on July 16, 1991.
- (v) Previously filed as an Exhibit to Amendment No. 5 to the Schedule 13D on December 15, 2000.
- (vi) Previously filed as an Exhibit to Amendment No. 6 to the Schedule 13D on October 9, 2001.
- (vii) Previously filed as an Exhibit to Amendment No. 7 to the Schedule 13D on November 26, 2001.
- (viii) Previously filed as an Exhibit to Amendment No. 9 to the Schedule 13D on January 8, 2003.

Schedule I

Officers and Directors of Henkel Corporation

The following table sets forth the name, business address, position with Henkel Corporation and present principal occupation of each director and executive officer of Henkel Corporation. Except as set out below, each individual listed below is a citizen of the United States.

| Name and Address | Position with Henkel Corporation and Present Principal Occupation or Employment |
|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Prof. Dr. Ulrich Lehner Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Germany | Chairman of the Board of Henkel Corporation; President and Chief Executive Officer and Chairman of the Board of Management of KGaA |
| Mr. Ramon Bacardit Cabado Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Spain | Director of Henkel Corporation; Corporate Vice President of KGaA (Operations/Research Technologies) |

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| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| Ms. Ursula Fairchild Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 Citizen of Germany | Director of Henkel Corporation; Photographer |
| Mr. Jean Fayolle Henkelstrasse 67 40191 Dusseldorf Germany Citizen of France | Director of Henkel Corporation; Corporate Vice President of KGaA (Industrial Division Technologies) |
| Mr. Heinrich Grun Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Germany | Director of Henkel Corporation; Corporate Vice President of KGaA (Transportation/Electronics Technologies) |
| Mr. Christoph Henkel Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Germany | Director of Henkel Corporation; Private Investor; Vice Chairman of the Shareholders' Committee of KGaA |
| Mr. John E. Knudson Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Director, President and Chief Financial and Administrative Officer of Henkel Corporation |
| Mr. Alois Linder Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Austria | Director of Henkel Corporation; Executive Vice President-Consumer and Craftsmen Adhesives of KGaA |
| Mr. Dirk-Stephan Koedijk Henkelstrasse 67 40191 Dusseldorf Germany Citizen of The Netherlands | Director of Henkel Corporation; Corporate Vice President of KGaA (Human Resources Management) |
| Dr. Lothar Steinebach Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Germany | Director of Henkel Corporation; Chief Financial Officer and General Counsel of KGaA |
| Prof. Dr. Uwe Specht Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Germany | Director of Henkel Corporation; Executive Vice President-Cosmetics/Toiletries of KGaA |
| Mr. Hans van Bylen Henkelstrasse 67 40191 Dusseldorf Germany Citizen of Belgium | Director of Henkel Corporation; Corporate Vice President of KGaA (Haircare/Cosmetics) |

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| | |
|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Mr. Kenneth R. Pina Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Senior Vice President, Chief Legal Officer and Secretary of Henkel Corporation |
| Mr. James E. Ripka Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Vice President, Tax and Treasurer of Henkel Corporation |
| Mr. William B. Read Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Senior Vice President, Human Resources of Henkel Corporation |
| Mr. Raymond Alfisi Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Vice President, Information Technology of Henkel Corporation |
| Mr. Jeffrey C. Piccolomini Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Vice President, Finance of Henkel Corporation |
| Mr. Daniel J. Corcoran Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Assistant Treasurer of Henkel Corporation |
| Mr. Gregory Gaglione Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Assistant Secretary of Henkel Corporation |
| Ms. Christel Emerson Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Assistant Secretary of Henkel Corporation |
| Mr. Stephen D. Harper Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | Assistant Secretary of Henkel Corporation |
| Mr. Thomas H. Parr Henkel Corporation The Triad, Suite 200 2200 Renaissance Boulevard Gulph Mills, PA 19406 | President, Schwarzkopf & Henkel Division of Henkel Corporation |
| Mr. Julian Colquitt Henkel Corporation | President, Henkel Structural and Packaging Adhesives Division of Henkel Corporation |

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1001 Trout Brook Crossing
Rocky Hill, CT 06067

Mr. John M. Kahl
32150 Just Imagine Drive
Avon, Ohio 44011-1355

Chief Executive Officer, Henkel Consumer
Adhesives, Inc.

Mr. Gerald E. Kohlsmith
Henkel Corporation
The Triad, Suite 200
2200 Renaissance Boulevard
Gulph Mills, PA 19406

President, Henkel Surface Technologies Division
of Henkel Corporation

Officers and Directors of Henkel KGaA

The following table sets forth the name, business address (except as noted), and position with KGaA and present principal occupation of each director, executive officer and controlling person of KGaA. Each individual listed below is a citizen of Germany, except Mr. Linder and Dr. Morwind, who are citizens of the Republic of Austria, and Mr. Vuursteen, who is a citizen of The Netherlands.

| Name and Address | Present Principal Occupation or Employment |
|------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| Supervisory Board: | |
| Mr. Albrecht Woeste Henkelstrasse 67 40191 Dusseldorf Germany | Owner of R. Woeste GmbH & Co. KG and Chairman of the Supervisory Board and Chairman of the Shareholders' Committee of KGaA |
| Mr. Winfried Zander Henkelstrasse 67 40191 Dusseldorf Germany | Vice Chairman of the Supervisory Board and Chairman of the Works Council of KGaA |
| Dr. Simone Bagel-Trah Rheinallee 103 40545 Dusseldorf Germany | Private Investor |
| Mr. Hans Dietrichs Ziegeleistrasse 56 39307 Genthin Germany | Chairman of the Works Council of Henkel Genthin GmbH |
| Mr. Benedikt-Joachim Freiherr von Herman Obere Dorfstrasse 1 88489 Wain Germany | Forester |
| Mr. Bernd Hinz Rheinstrasse 48 51371 Leverkusen Germany | Vice Chairman of the Works Council of KGaA |

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| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prof. Dr. Dr. h.c. Heribert Meffert Potstiege 56 48161 Munster Germany | Professor at the University of Munster and Former Director of the Institute for Marketing; Chairman of the Executive Board of the Bertelsmann Foundation |
| Mrs. Andrea Pichottka Konigsworther Platz 6 30167 Hannover Germany | Head of Organization/Marketing Department of IG Bergbau, Chemie, Energie (German Mining, Chemicals and Energy Trade Union) |
| Prof. Dr. Dr. h.c. Heinz Riesenhuber Bundesforschungsminister a.D. Deutscher Bundestag Platz der Republik 1 11011 Berlin Germany | Former Federal Minister for Research and Technology |
| Mr. Heinrich Thorbecke Wolfgangweg 17 CH-9014 St. Gallen Switzerland | Private Investor |
| Mr. Michael Vassiliadis Konigsworther Platz 6 30167 Hannover Germany | Member of the Executive Committee of IG Bergbau, Chemie, Energie (German Mining, Chemicals and Energy Trade Union) |
| Mr. Bernhard Walter 60301 Frankfurt Germany | Former Chairman of the Board of Managing Directors of Dresdner Bank AG |
| Mrs. Brigitte Weber Pestalozzistrasse 12 40764 Langenfeld Germany | Member of the Works Council of KGaA |
| Mr. Werner Wenning 51368 Leverkusen Germany | Chairman of the Executive Board of Bayer AG |
| Dr. Anneliese Wilsch-Irrgang Flotowstrasse 2a 40593 Dusseldorf Germany | Chairman of the Management Personnel Representatives of KGaA |
| Mr. Rolf Zimmermann Halbuschstrasse 122 40591 Dusseldorf Germany | Member of the Works Council of KGaA |
| Board of Management: | |
| Prof. Dr. Ulrich Lehner Henkelstrasse 67 40191 Dusseldorf Germany | President and Chief Executive Officer and Chairman of the Board of Management of KGaA |
| Dr. Jochen Krautter Henkelstrasse 67 40191 Dusseldorf | Executive Vice President-Technologies of KGaA |

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Germany

Mr. Alois Linder
Henkelstrasse 67
40191 Dusseldorf
Germany

Executive Vice President-Consumer and
Craftsmen Adhesives of KGaA

Dr. Klaus Morwind
Henkelstrasse 67
40191 Dusseldorf
Germany

Executive Vice President-Laundry &
Home Care of KGaA

Prof. Dr. Uwe Specht
Henkelstrasse 67
40191 Dusseldorf
Germany

Executive Vice President- Cosmetics/
Toiletries of KGaA

Dr. Lothar Steinebach
Henkelstrasse 67
40191 Dusseldorf
Germany

Chief Financial Officer and General
Counsel of KGaA

Mr. Knut Weinke
Henkelstrasse 67
40191 Dusseldorf
Germany

Executive Vice President-Human
Resources/Logistics of KGaA

Shareholders' Committee:

Mr. Albrecht Woeste
Henkelstrasse 67
40191 Dusseldorf
Germany

Owner of R. Woeste GmbH & Co. KG and
Chairman of the Supervisory Board and
Chairman of the Shareholders'
Committee of KGaA

Dr. Paul Achleitner
Königsstrasse 28
80802 München
Germany

Member of the Board of Allianz AG

Mr. Stefan Hamelmann
Hebbelstrasse 13
40237 Dusseldorf
Germany

Vice Chairman of the Shareholders'
Committee of KGaA; Private Investor

Dr. h.c. Ulrich Hartmann
Bennigsenplatz 1
40474 Dusseldorf
Germany

Former President and Chief Executive
Officer of E.ON AG

Christoph Henkel
Henkelstrasse 67
40191 Dusseldorf
Germany

Independent Entrepreneur and Business
Executive; Vice Chairman of the
Shareholders' Committee of KGaA

Mr. Burkhard Schmidt
Stubbenhuk 7
20459 Hamburg
Germany

Managing Director of Jahr Holding
GmbH & Co KG

Mr. Konstantin von Unger
45 Holland Park
London W11 3RP

Founding Partner, Blue Corporate
Finance

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England

Mr. Karel Vuursteen
Dijsselhofplantsoen 10
NL-1077 BL Amsterdam
The Netherlands

Former Chairman of the Board of
Management of Heineken Holding N.V.

Dr. Hans-Dietrich Winkhaus
Henkelstrasse 67
40191 Dusseldorf
Germany

Former President and Chief Executive
Officer of KGaA

Officers and Directors of Henkel Chemie Verwaltungsgesellschaft mbH

The following table sets forth the name, business address, and position with Chemie and present principal occupation of each director, executive officer and controlling person of Chemie. Each individual listed below is a citizen of Germany.

| Name and Address | Present Principal Occupation or Employment |
|---------------------------------------------------------------------------|------------------------------------------------------------------|
| Thomas Gerd Kuehn Henkelstrasse 67 40191 Dusseldorf Germany | Associate General Counsel of KGaA; General Manager of Chemie |
| Dr. Matthias Schmidt Henkelstrasse 67 40191 Dusseldorf Germany | Vice President, Accounting of KGaA; General Manager of Chemie |
| Dr. Michael J. Schmitt Henkelstrasse 67 40191 Dusseldorf Germany | Corporate Counsel of KGaA; Proxy Holder of Chemie |