

Henkel submits binding offer to acquire the Darex Packaging Technologies business from GCP Applied Technologies

Düsseldorf, March 2nd , 2017

| Disclaimer

This information contains forward-looking statements which are based on current estimates and assumptions made by the corporate management of Henkel AG & Co. KGaA. Statements with respect to the future are characterized by the use of words such as “expect”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, and similar terms. Such statements are not to be understood as in any way guaranteeing that those expectations will turn out to be accurate. Future performance and results actually achieved by Henkel AG & Co. KGaA and its affiliated companies depend on a number of risks and uncertainties and may therefore differ materially from the forward-looking statements. Many of these factors are outside Henkel’s control and cannot be accurately estimated in advance, such as the future economic environment and the actions of competitors and others involved in the marketplace. Henkel neither plans nor undertakes to update any forward-looking statements. This document has been issued for information purposes only and is not intended to constitute an investment advice or an offer to sell, or a solicitation of an offer to buy, any securities.

| Henkel submits binding offer to acquire the Darex Packaging Technologies business from GCP Applied Technologies

Sales

~ **300** million USD

Transaction Value

1,050 million USD

Scope

100% of capital

Employees

~ **700**

Production / Other Sites

18 / 2

Financing

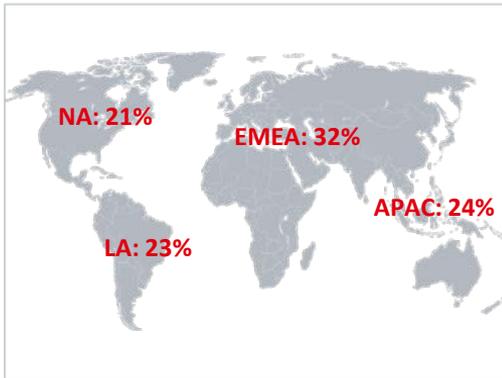
Cash/Debt

| Acquisition would strengthen Henkel's leading market position

- Metal packaging market is a highly attractive, non-cyclical and specification-driven market
- With the acquisition Henkel would reach a strong position in the global metal packaging market
- Attractive portfolio of high-performance sealants & coatings would complement Henkel's metal packaging business and extend Henkel's service offering to capture a bigger share of the value creation at can manufacturing customers
- Leading technologies in combination with industry-leading regulatory and application expertise
- Incremental scale and portfolio expansion would provide defensive & offensive synergy potential

Darex Packaging Technologies: Attractive portfolio with strong position in global market

Global Presence



Sales by Region, FY 2015

Strong position in the global metal packaging market

Attractive Portfolio



Can & closure sealants (~70%)
Coatings (~ 30%)

Global Customers



Manufacturers of beverage, food or aerosol cans

Darex Packaging Technologies: High-impact solutions to protect packaging and preserve content

Can & Closure Sealants



Hermetic seal between the lid and the body of the can

Can Coatings



Protect the interior and exterior of metal packaging and closures

| Strategic Rationale: The acquisition would further strengthen Henkel's Adhesive Technologies business

- Enhancing Henkel's position in attractive metal packaging market with high-impact solutions
- Complementing Adhesive Technologies portfolio with an asset of high strategic fit:
 - Leading technologies in combination with industry-leading regulatory and application expertise
 - Customer-specific solutions with expertise-driven sales and services
 - Strong position in highly attractive, non-cyclical and specification-driven market
- Fostering Henkel's position as partner of choice for process solutions in metal packaging

| Next Steps

- In connection with this binding offer, GCP will begin a consultation process with the relevant Works Councils and Labor Unions
- Upon completion of that process, it is intended to enter into a definitive purchase and sale agreement in respect of the proposed sale
- The proposed transaction will also be subject to customary closing conditions, including regulatory approvals

Thank you!