

# Public tender offer by Honeywell on Sperian Protection



- **Honeywell announces its intention to acquire 100% of Sperian's share capital at a price of €117 per share (dividend attached),** through a binding agreement with Essilor and Madame Dalloz and through the launch of a voluntary public tender offer on all outstanding shares.
- This offer represents:
  - 93% premium on spot price as at March 30<sup>th</sup>,2010<sup>1</sup>
  - 107% premium on the 1-month weighted average price as at March 30<sup>th</sup>,2010<sup>1</sup> and
  - 67% premium on Cinven's offer announced on March 31<sup>st</sup>, 2010
  - Enterprise Value multiple is 13.5x EBITDA 2009
- **Honeywell has signed an agreement with Essilor and Mrs Dalloz, together representing 28.2% of Sperian share capital, to acquire their shares at the same price of €117 per share, subject to certain conditions**
  - Antitrust clearance (US, Europe)
  - Authorisation of French "Ministère de l'Economie, de l'Industrie et de l'Emploi" on foreign investments

Note

1

Last share price before Cinven's offer

- **Sperian’s Board of Directors has unanimously approved the Tender Offer Agreement**
  - The Board intends to recommend Honeywell’s offer upon receipt of a fairness opinion by the independent expert
  - Offer to be filed to the AMF within the next two business days. It will include information on the tender offer agreements
  - Opening of the offer following
    - final recommendation of Sperian’s Board of Directors
    - authorisation of French “Ministère de l’Economie, de l’Industrie et de l’Emploi” on foreign investments
- **Since the announcement by Cinven of its contemplated public tender on March, 31st, industrial players have expressed their strong interest for acquiring 100% of Sperian**
  - Following the end of the non-solicitation period with Cinven, our duty was to listen to their proposal and to put them in a situation to make the best offer in the best interest of Sperian, its shareholders and its employees

Note

1 Last share price before Cinven’s offer

# Context of the offer by Honeywell

- **Honeywell made the best offer, addressing Sperian's shareholders<sup>1</sup> employees and customers' interests**
  - Attractive price: €117 (dividend attached)
  - Strategic fit
    - Strengthens a global leader in PPE industry, with a full range of complementary head-to-toe product offering
    - Brings to end-customers incomparable product expertise
    - Increases geographic positions, especially in some emerging countries
    - Allows Sperian to be part of the consolidation in the industry
  - Allows employees to join a dynamic, global industrial company well-known for its expertise in safety and security as well as its technological capabilities, and to benefit from a wide set of personal and business opportunities

# Honeywell: an outstanding partner

## Industries served by Honeywell



### Aerospace

Aircraft engines and systems, avionics...



### Automation and Control Solutions

Control for heating, cooling, industrial...



### Specialty Materials

Fluorocarbon, films, advanced fibers and...



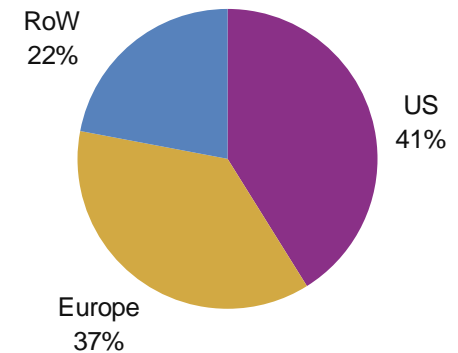
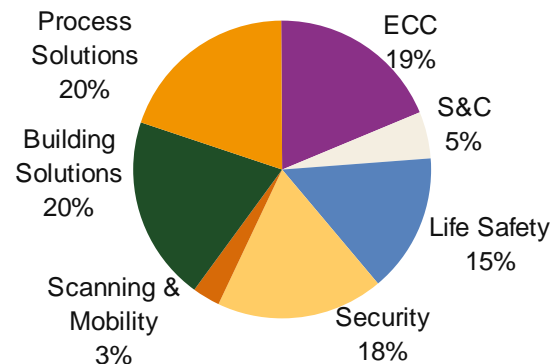
### Transportation Systems

Innovator of automotive turbochargers ...

## Focus on ACS division - Highlights

- Sales of \$12.6bn in 2009
- Strong position in safety and gas detection
- Technological and innovation leadership
- Acquisition of Norcross in April 2008
  - Strong position in head protection, electricity safety products and fire

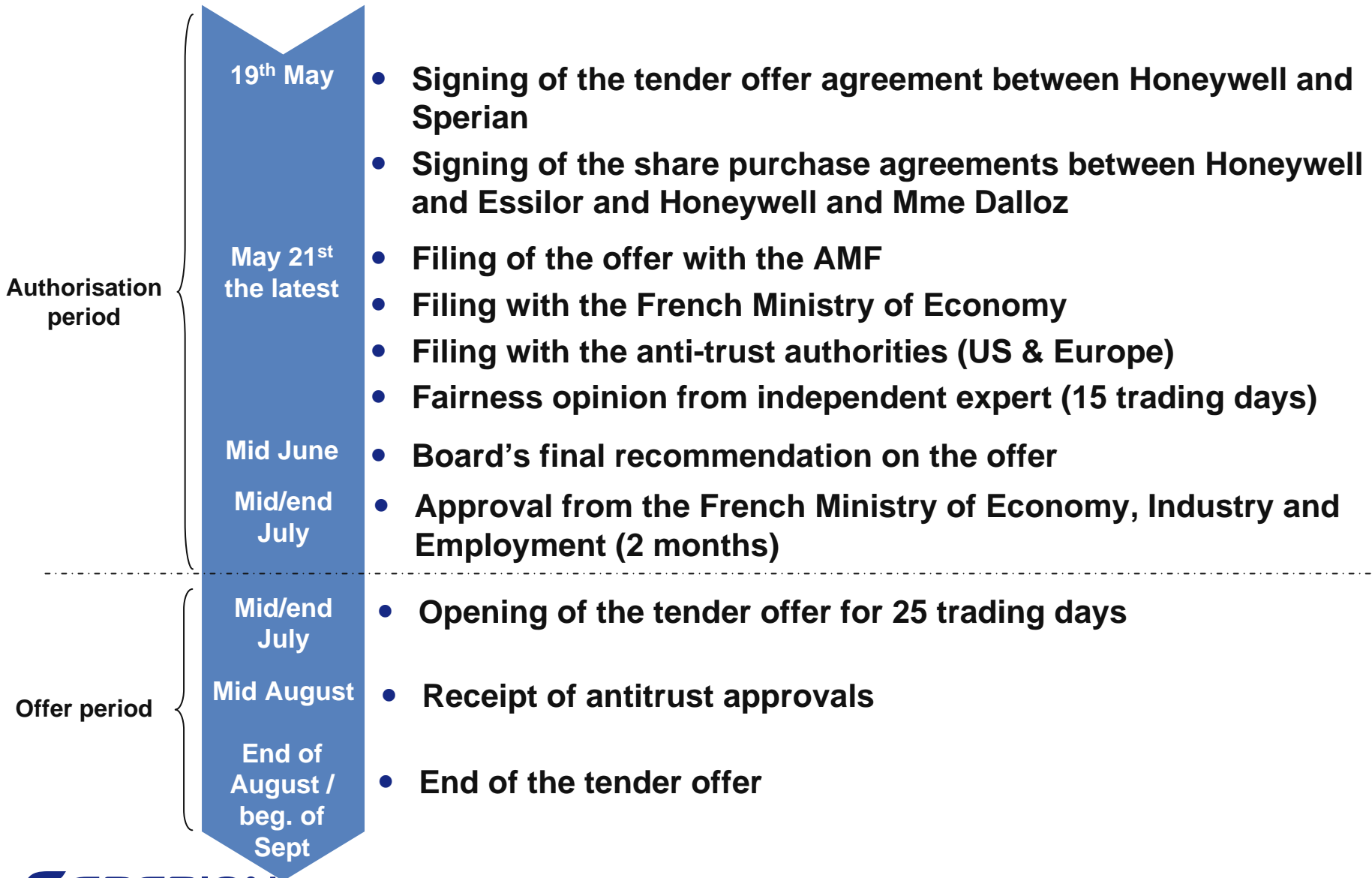
## Focus on ACS division - Business and geographic mix



# What does Sperian share with Honeywell?

- **Safety & Security: Honeywell, a global leader in this area**
- **Multicultural spirit**
  - Global coverage
  - Balanced sales among diverse geographies
- **Entrepreneurial spirit**
  - Builds through successful organic growth strategy
- **External growth strategy with successful team integration track record**
- **Common values**
  - Customer focus
  - People focus
  - Technical and functional excellence
  - Fosters teamwork and diversity

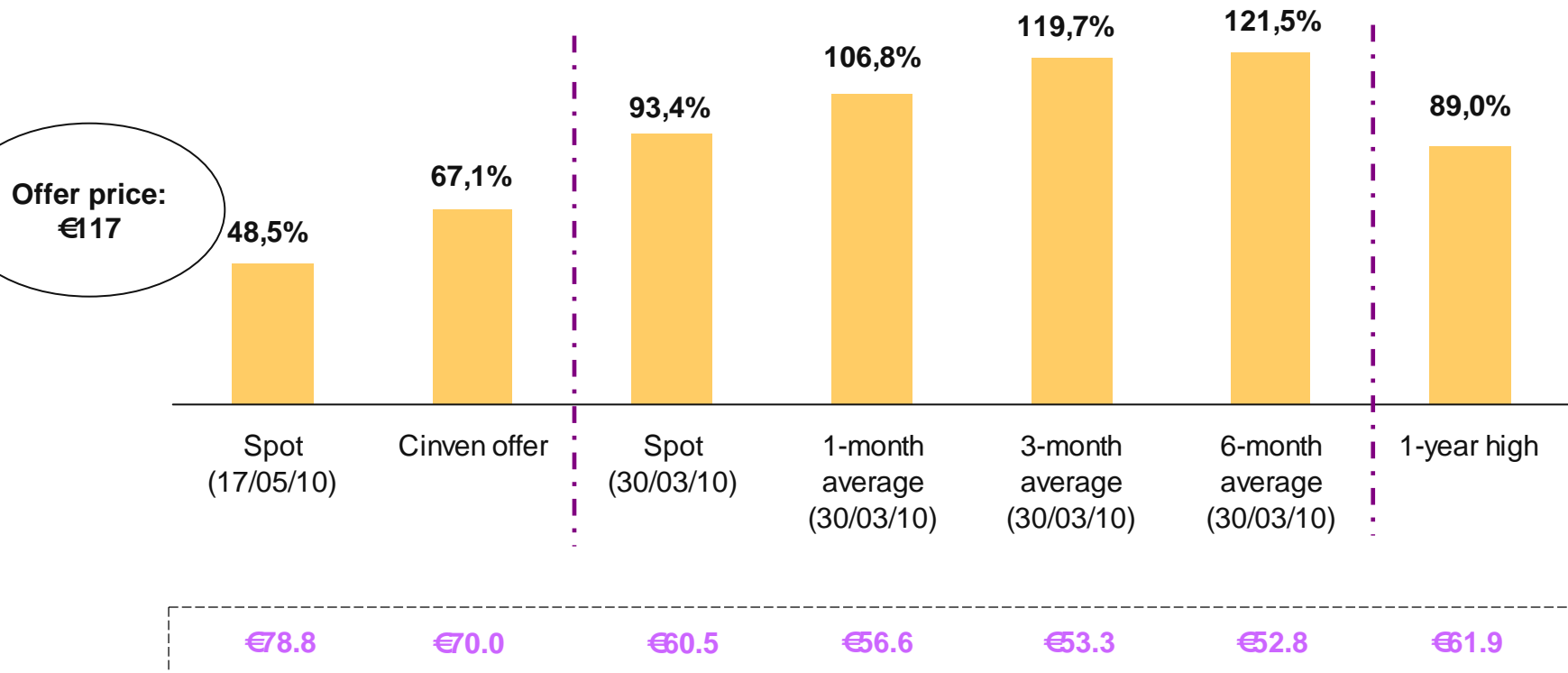
# Indicative timetable



# Appendices

# Proposed price offered to Sperian shareholders (1/2)

## Premiums on Sperian share prices



**93% to 121% premium on unaffected share prices**

# Proposed price offered to Sperian shareholders (2/2)

## Implied offer multiples

EBITDA 09: €35m

EBIT 09: €66m

Equity value (@€117): €908m<sup>1</sup>

Enterprise value (@€117): €1,143m<sup>2</sup>

13.5x

17.9x

EV / EBITDA 09

EV / EBIT 09

### Notes

1 On the basis of a total diluted number of shares (including stock-options and free shares) of 7.76 million

2 Including €216m of net debt and €18m of factoring as of 31/12/2009

# Terms of Honeywell offer

## Structure

- Honeywell announces its intention to acquire 100% of Sperian's share capital at a price of €117 per share (dividend attached), through a binding agreement with Essilor and Madame Dalloz and through the launch of a voluntary public tender offer on all outstanding shares
- Acquisition of Essilor and Madame Dalloz shares is subject to authorisation of French Ministry of Economy on foreign investments and to US and Europe anti-trust authorities

## Price & Other

- Offer price: €117, dividend 2009 (€1.0) attached

## Conditions precedent

- No condition precedent to Honeywell's filing to AMF
- After filing to AMF / before opening of offer
  - Fairness opinion on offer price by independent expert
  - Final recommendation of Sperian's board upon receipt of the fairness opinion
  - Approval from Ministère de l'Economie on foreign investments
- After opening of offer
  - Anti-trust approval (US and Europe)
  - Minimum threshold of 57%