

Franz Haniel & Cie. GmbH, 47118 Duisburg

Deutsche Bank Aktiengesellschaft  
Taunusanlage 12  
60325 Frankfurt am Main  
Attn: Fiscal Agent (TAS -Client Services)

**Christian Rube**

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12.08.2020

**Franz Haniel & Cie. GmbH (Issuer and Guarantor)**  
**Haniel Finance B.V. (Issuer)**  
**Euro 500,000,000 Commercial Paper Programme**

Dear Ladies and Gentlemen,

We refer to the Amended and Restated Fiscal Agency Agreement dated November 15, 2011 (the Agency Agreement) entered into in respect to the above mentioned Commercial Paper Programme between Franz Haniel & Cie. GmbH as Issuer and Guarantor, Haniel Finance B.V. as Issuer and Deutsche Bank Aktiengesellschaft as Fiscal Agent.

We hereby terminate the role of Haniel Finance B.V. as Issuer and this termination will become effective with the expiration of 18 September 2020.

As of 18 September 2020 the guarantee from Franz Haniel & Cie. GmbH for any notes issued by Haniel Finance B.V. will be terminated. Please return the guarantee to discharge the guarantor from any legal obligations regarding the Agency Agreement dated November 15, 2011.

The role and duties of Franz Haniel & Cie. GmbH as Issuer will not be effected.

This termination letter in relation to the termination of Haniel Finance B.V. as Issuer shall be governed by, and construed in accordance with, German law.

Kind regards,

Haniel Finance B.V.

By: 

Name: WIRTZ

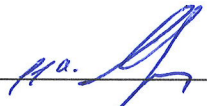
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Franz Haniel & Cie. GmbH

By: 

Name: Gros

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Name: Pless

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