

*This document constitutes a supplement within the meaning of Article 16 of Directive 2003/71/EC (the "**Supplement**") to the base prospectus (i) of Franz Haniel & Cie. GmbH in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 ("**Non-Equity Securities**"), (ii) of Haniel Finance B.V. in respect of Non-Equity Securities and (iii) of Haniel Finance Deutschland GmbH in respect of Non-Equity Securities (together, the "**Prospectus**").*

First Supplement to the Prospectus dated 18 September 2009  
Dated 12 October 2009

# HANIEL

**Franz Haniel & Cie. GmbH**  
(Duisburg, Federal Republic of Germany)

as Issuer and, in respect of Notes issued by  
Haniel Finance B.V. and Haniel Finance Deutschland GmbH, as Guarantor

**Haniel Finance B.V.**  
(Amsterdam, the Netherlands)

**Haniel Finance Deutschland GmbH**  
(Duisburg, Federal Republic of Germany)

as Issuers

**EUR 2,000,000,000**  
**Debt Issuance Programme**  
(the "**Programme**")

The Issuers have requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Luxembourg Law relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Law**"), which implements Directive 2003/71/EC (the "**Prospectus Directive**") of the European Parliament and the Council of 4 November 2003, to approve this Supplement and to provide the competent authorities in the Federal Republic of Germany and the Netherlands with a certificate of approval attesting that the Supplement has been drawn up in accordance with the Luxembourg Law relating to prospectuses for securities ("**Notification**"). The Issuers may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of Franz Haniel & Cie. GmbH ([www.haniel.de](http://www.haniel.de)) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

Franz Haniel & Cie. GmbH ("**Franz Haniel & Cie. GmbH**", or the "**Guarantor**" together with its consolidated group companies, the "**Haniel Group**") with its seat in Duisburg, Federal Republic of Germany, Haniel Finance B.V. ("**Haniel Finance B.V.**") with its statutory seat in Amsterdam, the Netherlands and Haniel Finance Deutschland GmbH ("**Haniel Finance Deutschland GmbH**") with its seat in Duisburg, Federal Republic of Germany (each an "**Issuer**" and together the "**Issuers**") are solely responsible for the information given in this Supplement.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning in this Supplement.

This Supplement shall only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The Issuers have confirmed to the Dealers that the Prospectus as supplemented by this Supplement contains all information with regard to the Issuers and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuers and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuers and the Notes are honestly held, there are no other facts with respect to the Issuers or the Notes the omission of which would make the Prospectus misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this Supplement or any other document entered into in relation to the Programme or any information supplied by any Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuers, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arrangers nor any Dealer nor any other person mentioned in the Prospectus or this Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

**In accordance with Article 13 paragraph 2 of the law implementing the Prospectus Directive into Luxembourg Law (*Loi relative aux prospectus pour valeurs mobilières*), investors who have already agreed to purchase or subscribe for Notes before this Supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this Supplement, to withdraw their acceptances.**

**Supplemental information pertaining to Franz Haniel & Cie. GmbH**

**The fifth subparagraph of "*Trend Information, Significant Change in the Financial or Trading Position*" in section "*Franz Haniel & Cie. GmbH – Issuer and Guarantor* –" on page 42 of the Prospectus will be replaced by the following:**

"As a result of its annual goodwill impairment test, Celesio reduces the carrying amount of goodwill of its retail pharmacies business area in The Netherlands by EUR 87 million, in Ireland by EUR 85 million and in Italy by EUR 31 million. In the *Apotheke DocMorris* brand partner business, which resembles franchise like brand partnerships, the carrying amount of goodwill is reduced by EUR 71 million, amounting to a total impairment of EUR 274 million.

In the two pharmacy markets United Kingdom and Norway, on the other hand, where Celesio has a nationwide presence, the business performance was satisfactory. More than 80% of revenues in *Patient and Consumer Solutions* are generated by the more than 1,850 British and Norwegian pharmacies.

Save as otherwise disclosed in this Prospectus (including any document incorporated by reference herein), there has been no significant change in the financial or trading position of the Haniel Group since 30 June 2009 and no material adverse change in the prospects of the Haniel Group since the date of the last published consolidated audited financial statements as of 31 December 2008."

## **Names and Addresses**

### **The Issuers**

**Franz Haniel & Cie GmbH**  
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### **Fiscal Agent**

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### **Luxembourg Paying and Listing Agent**

#### **Deutsche Bank Luxembourg S.A.**

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