

**First Supplement to the Prospectus dated 29 September 2011
Dated 23 January 2012**

*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**") and (ii) of Haniel Finance B.V. in respect of Non-Equity Securities (together, the "**Base Prospectus**" or the "**Prospectus**").*

This Supplement is supplemental to, and should be read in conjunction with the Prospectus. Therefore, with respect to future issues of Notes under the Programme of Franz Haniel & Cie. GmbH and Haniel Finance B.V., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Supplement.

HANIEL

Franz Haniel & Cie. GmbH
(Duisburg, Federal Republic of Germany)
as Issuer and, in respect of Notes issued by
Haniel Finance B.V., as Guarantor

Haniel Finance B.V.
(Amsterdam, the Netherlands)
as Issuer

EUR 5,000,000,000
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 (each a "**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) and on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Franz Haniel & Cie. GmbH ("**Franz Haniel & Cie. GmbH**", the "**Issuer**" or the "**Guarantor**" together with its consolidated group companies, the "**Haniel Group**") with its seat in Duisburg, Federal Republic of Germany and Haniel Finance B.V. ("**Haniel Finance B.V.**") with its corporate seat in Amsterdam, the Netherlands (the "**Issuer**" and together with Franz Haniel & Cie. GmbH, 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 the Summary

The third paragraph under the heading "Summary – Summary of Risk Factors – Risk Factors regarding the Haniel Group, the Franz Haniel Subgroup and Franz Haniel & Cie. GmbH – Financial Risks" on page 15 of the Prospectus shall be replaced by the following:

"Franz Haniel & Cie. GmbH is currently rated BB+ (stable outlook) by Standard & Poor's Credit Market Services Europe Ltd. ("**Standard & Poor's**")^{1,3} and Ba1 (negative outlook) by Moody's Deutschland GmbH ("**Moody's**")^{2,3}. A decrease in its external credit ratings will lead to a substantial increase of funding cost, more demanding conditions and will reduce access to debt funding for the Haniel Group."

The third paragraph under the heading "Zusammenfassung – Zusammenfassung der Risikofaktoren – Risikofaktoren in Bezug auf die Haniel Gruppe, Franz Haniel Teilkonzern und Franz Haniel & Cie. GmbH – Finanzielle Risiken" on page 27 of the Prospectus shall be replaced by the following:

"Franz Haniel & Cie. GmbH hat zur Zeit ein externes Rating von BB+ (stable outlook) von Standard & Poor's Credit Market Services Europe Ltd. ("**Standard & Poor's**")^{4,6} und Ba1 (negative outlook) von Moody's Deutschland GmbH ("**Moody's**")^{5,6}. Eine Ratingherabstufung wird die Finanzierungskosten wesentlich erhöhen und zu höheren Forderungen der Kreditgeber an die Kreditdokumentation führen sowie den Zugang zu Fremdkapital erschweren."

Supplemental information pertaining to the Risk Factors

The section "Risk Factors – Risk Factors regarding the Issuers – Risk Factors regarding the Haniel Group, the Franz Haniel Subgroup and Franz Haniel & Cie. GmbH – Operational Risks" on page 33 of the Prospectus shall be supplemented by the following:

"Financial liabilities resulting from the sale of faulty calcium silicate bricks by the former affiliate Xella

At the sale of its former affiliate Xella in 2008 Franz Haniel & Cie. GmbH agreed on an indemnification for claims concerning costs resulting from the sale of faulty calcium silicate bricks which have been produced in three plants of Xella between 1987 and 1996.

Even though pursuant to Franz Haniel & Cie. GmbH's legal assessment the aggrieved third parties do not have a cause of action, Xella and Franz Haniel & Cie. GmbH have renovated damaged buildings since 1991 without prejudice on an amicable basis. Costs for the amicable regulation of damages have to date resulted in a low

¹ Standard & Poor's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No 513/2011 of the European Parliament and of the Council of 11 March 2011 (the "**CRA Regulation**").

² Moody's Investors Service is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No 513/2011 of the European Parliament and of the Council of 11 March 2011 (the "**CRA Regulation**").

³ The European Securities and Markets Authority publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

⁴ Standard & Poor's hat seinen Sitz in der Europäischen Gemeinschaft und ist gemäß der Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009 über Ratingagenturen geändert durch Verordnung (EU) Nr. 513/2011 des Europäischen Parlaments und des Rates vom 11. März 2011, (die "**Ratingagentur-Verordnung**") registriert.

⁵ Moody's hat seinen Sitz in der Europäischen Gemeinschaft und ist gemäß der Verordnung (EG) Nr. 1060/2009 des Europäischen Parlaments und des Rates vom 16. September 2009 über Ratingagenturen geändert durch Verordnung (EU) Nr. 513/2011 des Europäischen Parlaments und des Rates vom 11. März 2011, (die "**Ratingagentur-Verordnung**") registriert.

⁶ Die Europäische Wertpapier und Marktaufsichtsbehörde ("**ESMA**") veröffentlicht auf ihrer Webseite (www.esma.europa.eu) ein Verzeichnis der nach der Ratingagentur-Verordnung registrierten Ratingagenturen. Dieses Verzeichnis wird innerhalb von fünf Werktagen nach Annahme eines Beschlusses gemäß Artikel 16, 17 oder 20 der Ratingagentur-Verordnung aktualisiert. Die Europäische Kommission veröffentlicht das aktualisierte Verzeichnis im Amtsblatt der Europäischen Union innerhalb von 30 Tagen nach der Aktualisierung.

one digit million Euro amount per annum on an average. With respect to the costs for regulating said damages appropriate provisions are being made on the balance sheet.

Due to increased media coverage at the end of last year the amount of notified damages has risen. A continuation of renovating on an amicable basis without prejudice could lead to an increase of the built provisions by a medium two digit million Euro amount. As far as effective expenditures for renovating costs will correspond to these increased provisions negative results on the cash flow could occur accordingly during the course of the next years. However, based on our documents, audit reports, advisory opinions and the process of damages we do not see a liability of Xella or Franz Haniel & Cie. GmbH for said damages."

The third paragraph under the heading "*Risk Factors – Risk Factors regarding the Issuers – Risk Factors regarding the Haniel Group, the Franz Haniel Subgroup and Franz Haniel & Cie. GmbH – Financial Risks – A credit rating decrease may increase borrowing costs and limits access to capital on the financial markets significantly*" on page 34 of the Prospectus shall be replaced by the following:

"Franz Haniel & Cie. GmbH is currently rated BB+ (stable outlook) by Standard & Poor's^{7,3} and Ba1 (negative outlook) by Moody's^{8,9}. A further decrease in Franz Haniel & Cie. GmbH's external credit ratings will lead to a substantial increase of funding cost, more demanding conditions and would reduce access to debt funding."

Supplemental information pertaining to Franz Haniel & Cie. GmbH

The text under the heading "*The Haniel Group, the Franz Haniel Subgroup and Franz Haniel & Cie GmbH – Franz Haniel & Cie. GmbH – Supervisory Board and Management*" on page 52 of the Prospectus shall be replaced by the following:

"Supervisory Board

Franz M. Haniel, Chairman, Engineer
 Gerd Herzberg, Vice-Chairman, Trade union secretary
 Jürgen Libbert, Vice-Chairman, Lawyer
 Dr. Georg F. Baur, Businessman
 Christoph Böniger, Graduate Designer
 Wolf Baron v. Buchholtz, Businessman
 Heide Detmar, Commercial employee
 Christian v. Dürkheim, Businessman (until end of April 2012)
 Harald Färber, Human resources director
 Bernd Hergenröther, Electrician
 Kay Landwers, Banker
 Herbert Narr, Pharmaceuticals manager
 Irina Pankewitz, Textiles cleaner
 Dr. Michael Schädlich, Managing Director

⁷ Standard & Poor's is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No 513/2011 of the European Parliament and of the Council of 11 March 2011 (the "**CRA Regulation**").

⁸ Moody's Investors Service is established in the European Community and is registered under Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No 513/2011 of the European Parliament and of the Council of 11 March 2011 (the "**CRA Regulation**").

⁹ The European Securities and Markets Authority publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

Uwe Schmahl, Technician
Hans Wettengl, Trade union secretary

Managing Board

The members of the Managing Board of Franz Haniel & Cie. GmbH are at present as follows:

Prof. Dr. Jürgen Kluge, Chairman (until end of 2012)
Dr. Florian Funck
Prof. Dr. Klaus Trützschler (until end of April 2012)

Executive Officers

Executive Officers of Franz Haniel & Cie. GmbH are at present as follows:

Dr. Marcus Blome
Dr. Axel Gros
Dr. Gabriele Hühn
Peter Knapp
Manfred Kukuk
Sven Raderschatt
Peter Sticksel
Jutta Stolle
Dr. Klaus Wiegel

The business address of the members of the Supervisory Board, the Managing Board and the Executive Officers is that of the head office of Franz Haniel & Cie. GmbH.

The members of the Managing Board/Supervisory Board accept membership on the Supervisory Boards of other corporations within the limits prescribed by law:

On 18 November 2011, Franz M. Haniel, Chairman of Supervisory Board of Franz Haniel & Cie. GmbH assumed the chairmanship of the METRO AG's Supervisory Board.

Professor Dr. Jürgen Kluge is also Chairman of the Supervisory Board of Celesio AG, a member of which is furthermore Professor Dr. Klaus Trützschler.

Professor Dr. Klaus Trützschler is also Chairman of the Supervisory Board of TAKKT AG, members of which are furthermore Professor Dr. Jürgen Kluge and Dr. Florian Funck.

Save as disclosed in the Base Prospectus, there are no potential conflicts of interest of the members of the Managing Board and the members of the Supervisory Board of Franz Haniel & Cie. GmbH between their respective duties to Franz Haniel & Cie. GmbH and their private interests or other duties."

Names and Addresses

The Issuers

Franz Haniel & Cie. GmbH
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47119 Duisburg
Federal Republic of Germany
Telephone: +49 (0) 203 806 0

Haniel Finance B.V.
Hakkesstraat 23 a
5916 PX Venlo
The Netherlands
Telephone: +31 (0) 77 3 97 00 17

Fiscal Agent

Deutsche Bank Aktiengesellschaft
Große Gallusstraße 10–14
60272 Frankfurt am Main
Federal Republic of Germany

Luxembourg Paying and Listing Agent

Deutsche Bank Luxembourg S.A.
2 Boulevard Konrad Adenauer
1115 Luxembourg
Grand Duchy of Luxembourg