



Bringing Chemistry to Life

Tessenderlo Group exits commodities and transforms into a global specialty group

Conference call for investors and analysts
June 14th, 2011



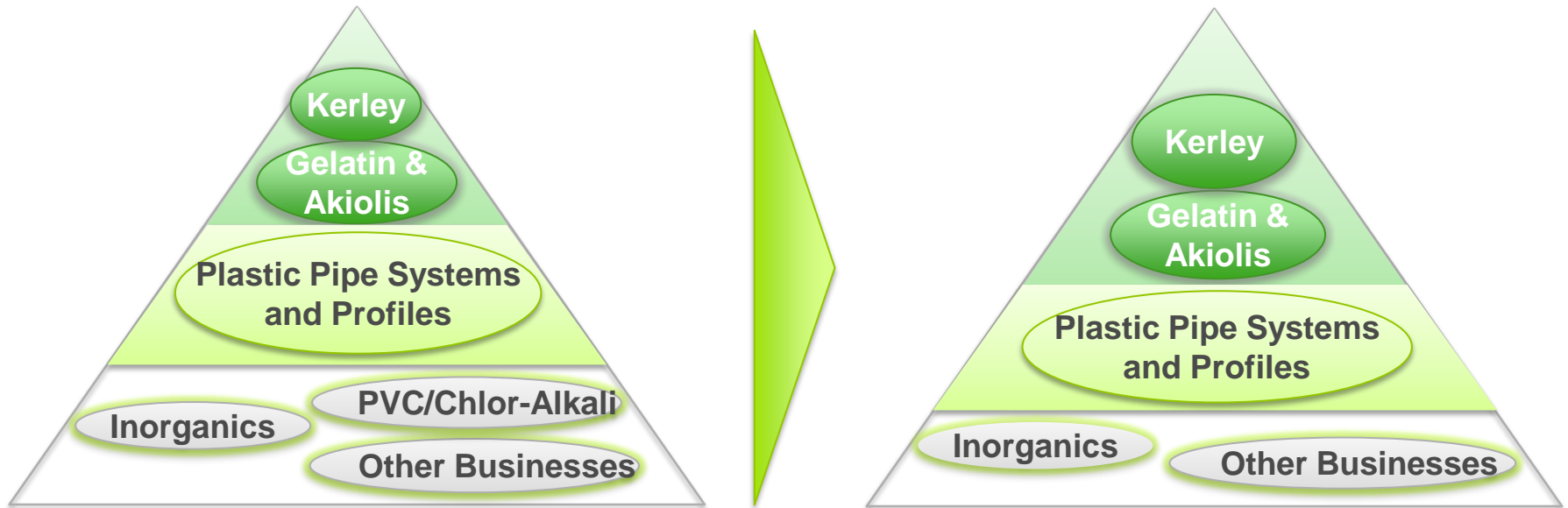
This document may contain forward-looking statements and information. Tessenderlo Group neither intends to, nor assumes any obligation to, update or revise these forward-looking statements in light of developments which differ from those anticipated.

Tessenderlo Group does not accept any liability for the correctness or completeness or the use of such possible forward-looking statements, nor any obligation to keep the information in this presentation or on the website up to date. Any such information may not be considered as an advice or a recommendation and cannot be relied upon as the basis for any decision or action.

Tessenderlo Group exits commodities and transforms itself into a global specialty group

- Agreement to sell to Kerling (Ineos ChlorVinyls) the group's PVC, Chlor-Alkali and part of Organic Chlorine Derivatives businesses confirms exit from commodities, totally in line with group strategy
- Right transaction for the businesses and the group frees up cash and improves margins and returns
- Tessenderlo Group transforms itself into a specialty company

Tessenderlo Group exits commodities



Fulfilling strategic objective to become a more focused specialty group

Transaction highlights

Summary

- ✓ Sale of Tessenderlo Group's PVC, Chlor-Alkali and part of Organic Chlorine Derivatives activities to the European leader Kerling (through Ineos ChlorVinyls)
- ✓ Tessenderlo Group transforms into a global specialty group

Terms

- ✓ All cash share deal for 110 million EUR on cash-free, debt-free basis
- ✓ Purchase price represents REBITDA multiple of 7.9x (2010) and 5.3x (LTM March 2011)
- ✓ No financing condition
- ✓ Transaction subject to merger control approval and requires consultation with relevant works councils

Financial impact

- ✓ Non-cash charge of 158 million EUR
- ✓ Strengthened balance sheet with lower gearing and leverage
- ✓ Improved group margins and returns

Transaction scope

| Tessenderlo (Belgium) | |
|------------------------------|-----|
| Chlorine | VCM |
| Caustic Soda | OCD |
| Caustic Potash | |

| Mazingarbe (France) | |
|----------------------------|--|
| PVC | |

| Beek (Netherlands) | |
|---------------------------|--|
| PVC | |

| Maastricht (Netherlands) | |
|---------------------------------|--|
| OCD | |

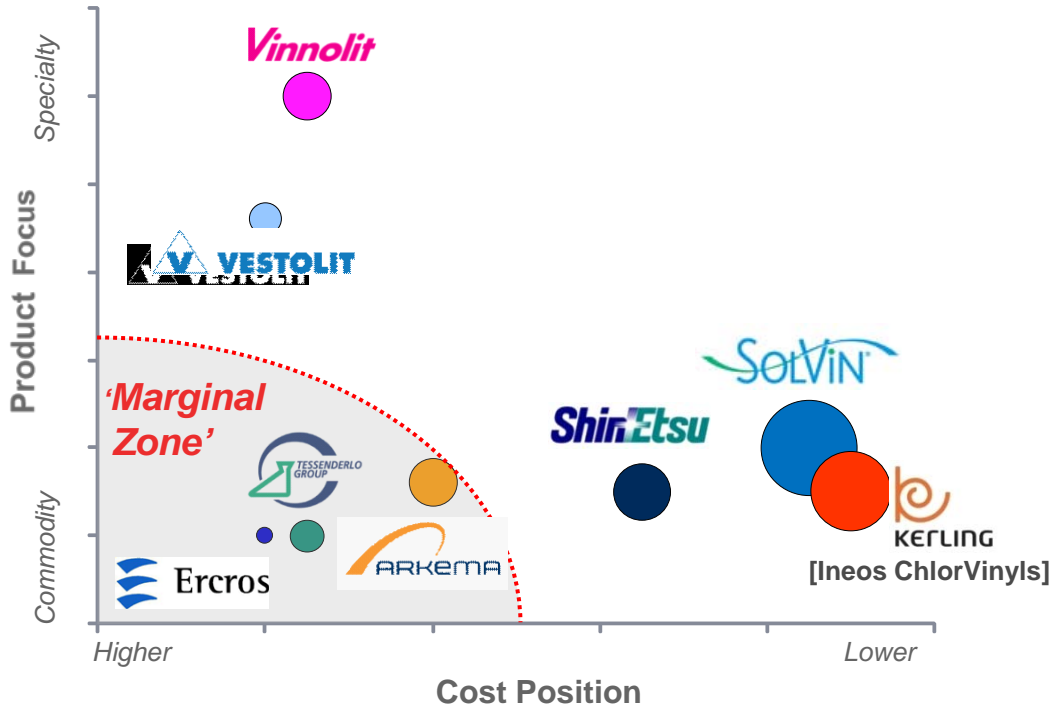
Businesses employ about 850 people



Transaction criteria met

Western European PVC Competitive Positioning

Right home for these businesses



- ✓ Clear leader with lowest cost position
- ✓ Well invested assets with room to grow
- ✓ Excellent geographic complementarity

Right deal for the group

- ✓ Clean exit from group's commodity businesses
- ✓ Increased financial flexibility
- ✓ Management time freed up to focus on growing specialty portfolio

Source: Tessenderlo Group management estimates

Commodity businesses diluted group returns

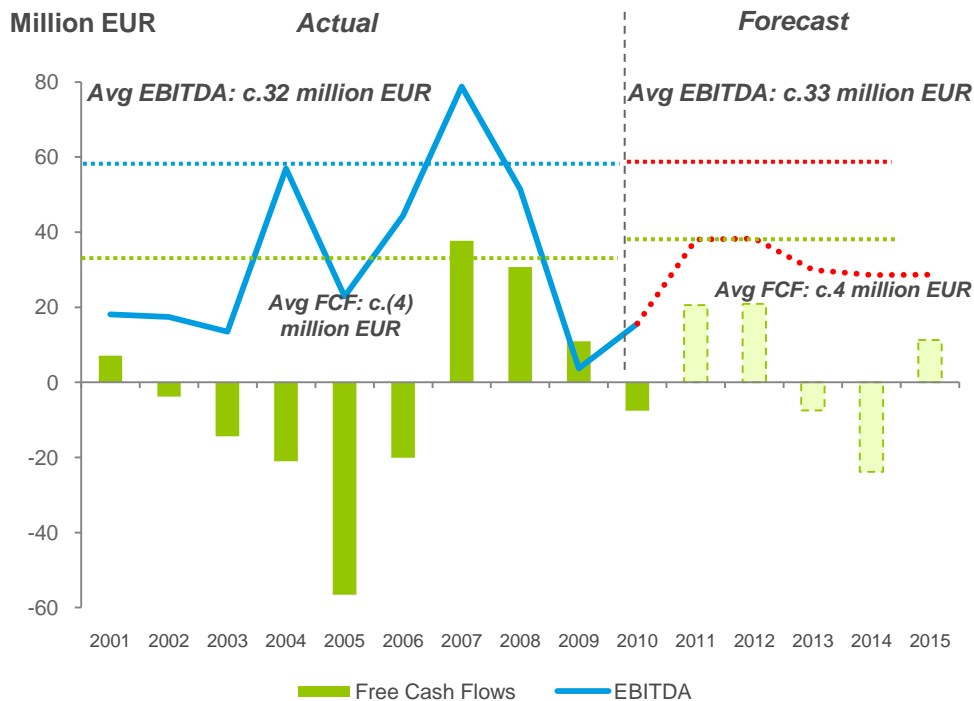
Financial highlights based on average 2007-2010 results

| | Revenue (million EUR) | REBITDA margin | Capex (% of Total) | Return on Capital Employed |
|---|--------------------------|-------------------|-----------------------|----------------------------------|
| Inorganics | 428 | 9% | 7% | ++ |
| PVC / Chlor-Alkali | 502 | 7% | 20% | 4% |
| Gelatin and Akiolis | 357 | 17% | 28% | ++ |
| Tessenderlo Kerley | 185 | 18% | 7% | +++ |
| Plastic Pipe Systems and Profiles | 601 | 10% | 23% | + |
| Other Businesses (Pharma/OCD/Compounds) | 350 | 1% | 14% | - |
| Total | 2,423 | 9% | 100% | 8% |

Capital intensity requires significant cash

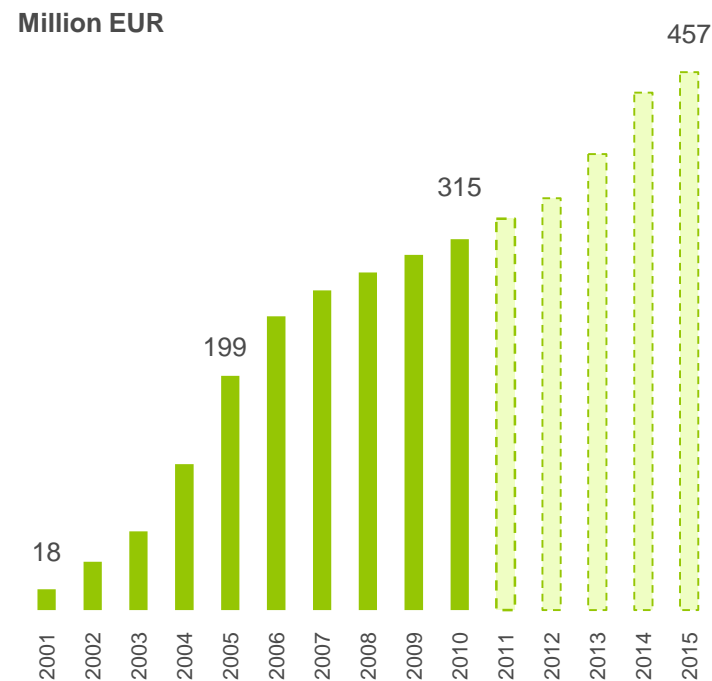
Normalised Free Cash Flows ⁽¹⁾ of businesses in scope

10-year Cumulative Free Cash Flows: c.(37 million EUR)
5-year Forecast Free Cash Flows: c.21 million EUR



Cumulative Capex

10-year Cumulative Capex: c.315 million EUR
10-year Forecast Capex: c.280 million EUR



(1) Free Cash Flow: Normalised EBITDA – Capex +/- Increase in working capital (15% of revenue) – Tax on EBIT net of deferred tax assets

Group financial profile immediately enhanced

Pro Forma 2010 Group Financials¹

| Million EUR | Reported 2010 | Transaction Impact | Pro forma 2010 |
|--|---------------|--------------------|----------------|
| Revenue | 2,427.3 | (460.5) | 1,966.9 |
| REBITDA | 175.6 | (13.9) | 161.7 |
| REBITDA margin | 7.2% | 1.0% | 8.2% |
| REBIT | 58.9 | 14.1 | 73.0 |
| REBIT margin | 2.4% | 1.3% | 3.7% |
| Notional Net Debt ² | 283.2 | (110.0) | 173.2 |
| Net Debt | 162.0 | (50.0) | 112.0 |
| <u>Ratios</u> | | | |
| ROCE | 6.0% | 3.8% | 9.8% |
| Leverage based on Notional Net Debt ² | 1.6x | (0.5x) | 1.1x |
| Leverage | 0.9x | (0.2x) | 0.7x |
| Gearing based on Notional Net Debt ² | 28.1% | (4.7%) | 23.4% |
| Gearing | 18.3% | (1.8%) | 16.5% |

¹Pro-forma 2010 data based on management estimates

² Notional net debt is net debt taking into account non-recourse factoring

Tessenderlo Tomorrow

A focused portfolio of specialty businesses providing solutions for global megatrends

Food & Agriculture



Valorising Bio-Residuals

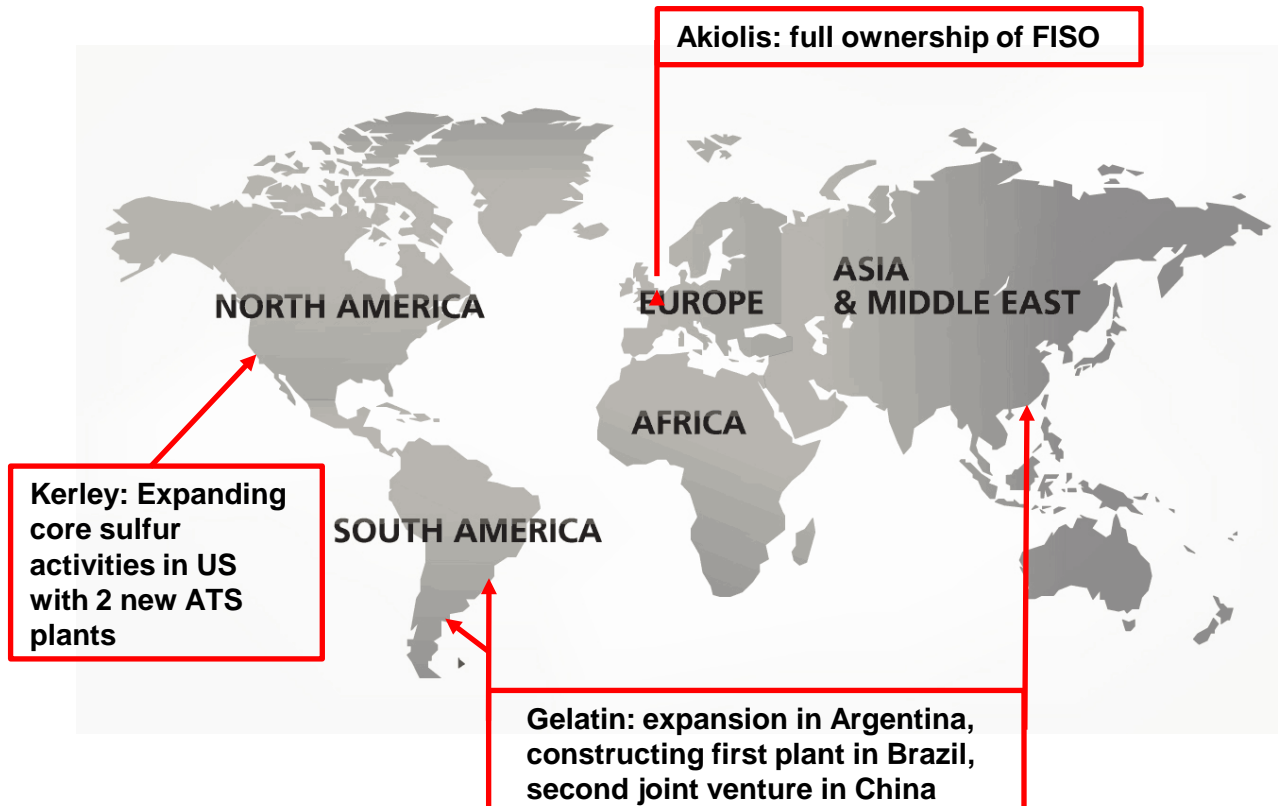


Water Management



- ▶ More service oriented
- ▶ Stronger emphasis on innovation
- ▶ Fully aligned with global megatrends
- ▶ Stronger link with sustainability
- ▶ Diversified geographic exposure

Efficient capital reallocation to higher growth, higher margin specialty businesses



A specialty company platform ready to grow

Strategy Execution


- ✓ Exited commodities
- ✓ Investing in Kerley, Gelatin and Akiolis and Water Management
- ✓ Expanding presence in Brazil, China & USA

Operating Results

- ✓ Faster growth of revenue and REBITDA
- ✓ Higher margins and return on capital employed

Financial Position

- ✓ Strong balance sheet with firepower to grow
- ✓ Diversified funding and maturities

A large green arrow pointing from the left side of the slide towards the text on the right.

A global specialty group



Bringing Chemistry to Life

Q & A





Bringing Chemistry to Life

For more information about
Tessenderlo Group go to
www.tessenderlo.com/investors/

June 14th, 2011