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COMP/M.5665 - CD&R / CMH / JDHI

SECTION 1.2

Description of the concentration

1. Clayton, Dubilier & Rice Fund VIII, L.P. ("*CD&R Fund VIII*", Cayman Islands) and Commercial Markets Holdco., Inc. ("*CMH*", Delaware, U.S.A.) propose to acquire joint control of JohnsonDiversey Holdings, Inc. ("*JDHI*", Delaware, U.S.A.) which holds essentially all of the shares of JohnsonDiversey, Inc. ("*JDI*").
2. CD&R Fund VIII, is a private equity fund managed by Clayton, Dubilier & Rice, Inc., an entity affiliated with Clayton, Dubilier & Rice ("*CD&R*"). CD&R is a private equity investment group based in the U.S. which originates, structures and frequently acts as lead equity investor in management buyouts, strategic minority equity investments and other strategic investments. It makes such investments through a number of different funds (the "*CD&R Funds*"). The CD&R Fund portfolio companies are active in a variety of different economic sectors.
3. CMH is a family controlled holding company.
4. JDHI is the owner of essentially all of the shares of the operating company JDI.
5. JDI is a worldwide supplier of cleaning, hygiene and sanitizing products, equipment and related services to the institutional and industrial cleaning and sanitation market in five industry segments: food service, beverage and food processing, floor care, restroom/other housekeeping, and laundry.