

Honeywell Acquires Shares of Sperian Protection Held by Essilor International and Mrs. Ginette Dalloz

Honeywell International

MORRIS TOWNSHIP, N.J., Aug. 10 /PRNewswire-FirstCall/ -- Honeywell (**NYSE: HON**) announces it has acquired all of the shares of Sperian Protection held by Essilor International, Mrs. Ginette Dalloz and Société Civile Familiale Dalloz, at a price of 117 Euros per share (dividend attached), in accordance with the previously announced Share Purchase Agreement. As a result of this acquisition, Honeywell now holds 28.28% of the share capital and 27.53% of the voting rights of Sperian Protection.

The selling shareholders received the same price as is to be paid to Sperian shareholders tendering their shares in the pending all cash tender offer filed by Honeywell Holding France, which opened on July 12, 2010 and will close on September 2, 2010 with settlement for tendered shares to be made on September 15, 2010.

The completion of this offer has been cleared by the U.S. and European antitrust authorities and remains subject only to the successful tender by Sperian's shareholders of shares representing no less than 57% of the fully diluted number of shares (including the stakes that have just been acquired from Essilor, Société Civile Familiale Dalloz and Mrs. Ginette Dalloz).

Pursuant to the provisions of 232-4 of the General Regulations of the AMF, the offer will be automatically reopened on the trading day following publication of the final results if there is a positive outcome. If the offer is reopened, the terms of the reopened offer will be identical to the terms of the offer. In such case, the AMF will publish the timetable for the reopening of the offer, which will last in principle ten trading days.

Sperian Protection is a leader in personal protection equipment (PPE) design and manufacturing and will be combined within Honeywell's Automation and Control Solutions' Life Safety business.

The tender offer prospectus (note d'information) cleared by the AMF is available for consultation on the website of the AMF (www.amf-france.org [1]) and of Honeywell (www.honeywell.com/sites/fr [2]) and may be obtained free of charge from:

Deutsche Bank AG

Succursale de Paris

3, avenue de Friedland

75008 Paris

Honeywell Holding France

2, rue de l'Avenir
Zone Industrielle Inova 3000
88150 Thaon-les-Vosges

Lazard Frères Banque

121 boulevard Haussmann
75008 Paris

Honeywell (www.honeywell.com [3]) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, and Chicago Stock Exchanges. For more news and information on Honeywell, please visit www.honeywellnow.com [4].

This release contains certain statements that may be deemed "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements.

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