

Ecolab Director Independence Standards

A director is not independent if:

(i) The director is, or has been within the last three years, an employee of the Corporation, or an immediate family member is, or has been within the last three years, an executive officer, of the Corporation.

(ii) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Corporation, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

(iii) (A) The director is a current partner or employee of a firm that is the Corporation's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the Corporation's audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Corporation's audit within that time.

(iv) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Corporation's present executive officers at the same time serves or served on that company's compensation committee.

(v) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

In addition, the following relationships will not be considered to be relationships that would impair, or appear to impair, a director's ability to make independent judgments:

(i) *Immaterial Relationships with Other Business Entities.* The director, or an immediate family member of a director, is an executive officer of an entity that engages in transactions with the Corporation and the transactions in the most recent fiscal year between the Corporation and that entity do not exceed \$500,000 or one percent of that entity's consolidated gross revenues for that year, whichever is greater; and

(ii) *Immaterial Nonprofit Relationships.* The director, or an immediate family member of a director, serves as an employee, executive officer or director of a non-profit entity if the Corporation's discretionary charitable contributions or other payments in the most recent fiscal year to that entity do not exceed \$500,000 or one percent of that entity's consolidated gross revenues for that year, whichever is greater, and if the charitable contributions are consistent with the Corporation's philanthropic practices.