

**Agreement between
VWR International GmbH
and
The Employee Representatives of the VWR units in Europe
for
the provision of information and consultation of employees within the
European Operations of VWR**

On the basis of of the European Union Council Directive 94/45/EC dated 22nd September 1994, specifically with regard to article 6 of the Directive, the management of VWR International GmbH, together with VWR International BVBA and all its European Subsidiaries, "VWR", and the employee representatives of the VWR units in Europe have concluded the following agreement regarding the establishment of a VWR European Works Council and the information and consultation of VWR employees and their representatives within the European Union, Switzerland and Norway.

STATEMENT OF INTENT

The Management of VWR believes that the interests of the business and those employed by it are best served by there being a joint understanding of the objectives, competitiveness and performance of the business, of its operating environment and market places, and of other matters of genuine mutual concern.

VWR places significant emphasis on employee communications and wishes to ensure that employees are both well informed about business activities that directly relate to them.

Individual units already have in place communication and consultation systems that have been tailored to meet the specific needs of those businesses. However, the establishment of the VWR European Works Council is intended to provide an arena for the exchange of relevant and appropriate information and the establishment of constructive dialogue between management and employees on Transnational issues which affect them.

Section 1. Definitions

Information: involves the exchange of oral and written data and the provision of oral and written explanations on such data. Information will be delivered in good time. Parties will make an endeavour to deliver and exchange information before decisions are taken.

Consultation: involves oral or written exchanges of views and the creation of a dialogue of questions and answers between the members of the VWR European Works Council regarding all information provided.

Employees: are all regular full and part-time staff considered as "employees" and temporary workers according to the legislation/practice in each member state of employment.

Employee Representatives: legitimate employee representatives as provided for by national law and/or practice.

Central Management: are those Directors and Managers appointed to represent VWR in the European Works Council Information and Consultation.

Transnational: involving 2 or more countries within the EU, Switzerland and Norway.

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Section 2. Spirit of Participation

The Management and Employee Representatives in the VWR European Works Council shall participate therein in a spirit of co-operation, good faith and mutual trust. They shall have due regard to their reciprocal rights, obligations and duties as well as due consideration for the interests of the business as a whole, including employees and stakeholders.

Section 3. Competencies

The VWR European Works Council and the decentralized information and communication are additional instruments for information, discussion and exchange of views on matters of transnational nature without impacting on existing national employee representation rights, procedures and collective bargaining.

The VWR European Council shall be informed, exchange views and discuss on the following topics to the extent they affect employees on a transnational basis :

- VWR structure and its economic and financial situation
- Probable business, production and sales development
- Employment situation and its probable development
- Investments (investment programs)
- Fundamental changes to the organisation
- Implementation of new work and production processes
- Transfers of subsidiaries, establishments or major organisation components and transfers of production
- Mergers or demergers of subsidiaries and establishments
- Downsizing or closure of subsidiaries, establishments or major substantial organisational components
- Mass redundancies

The obligation to provide information on the topics as agreed above exists to the extent that the provision of such information would not jeopardize business secrets of VWR or its subsidiaries and would not, according to objective criteria, seriously harm or be prejudicial to the operations of the company or its subsidiaries.

Members of the European Works Council must not disclose information expressly declared to be confidential to any third party, until it has been officially cleared. This obligation shall continue to apply after expiry of a member's mandate. Third party does not include the national employee representation bodies of those countries which are represented in the European Works Council

Section 4. Scope

This Agreement covers the entire workforce of VWR in all its units whatever their size, in all E.U. countries where the Directive applies. This Agreement also covers all employees of VWR in Switzerland and Norway

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Future organisational change which would result in VWR taking over managerial responsibility for units which are not currently covered by this Agreement, would give those units the right to membership of the VWR European Council if the VWR Central management and the VWR European Council agree to it.

The list of all countries where the Company currently has employees in its units is attached as Annex A.

Section 5. Composition of the European Works Council and Eligibility of Employee Representatives

Central Management will be represented by the Senior Vice President and Managing Director of Europe, Lab Distribution and Services

The workers' delegation will be composed of 1 or 2 delegates for each country depending on the number-of employees in that country:

From 1 to 300 employees working in a country:	1 delegate
From 301 to 1000 employees working in a country:	2 delegates.

The number of employees per country is stated in the headcount figures in annex A. After a period of 4 years this headcount will be reviewed taking into account the changes that took place during this period of 4 years.

Candidates to stand for selection to the VWR European Works Council must be permanent employees of the Company.

Employees must fulfill all the national criteria for selection as an Employee Representative in place in the country from which they are elected in order to stand for election to the European Works Council. Substitute members shall be permissible in circumstances whereby an Employee Representative is unable to attend a particular meeting for similar reasons which would be deemed acceptable non-attendance at work.

Section 6. Designation of Employee Representatives

The employee members of the VWR European Works Council who shall be selected - by election or other agreed means - among the eligible employees are as follows:

Germany :	2 employee representatives	+2 substitutes
France :	2 employee representatives	+2 substitutes
UK :	2 employee representatives	+2 substitutes
Ireland :	1 employee representative	+1 substitute
Belgium :	2 employee representatives	+2 substitutes
Netherlands :	1 employee representative	+1 substitute
Denmark :	1 employee representative	+1 substitute
Finland :	1 employee representative	+1 substitute
Norway :	1 employee representative	+1 substitute
Sweden :	1 employee representative	+1 substitute
Austria :	1 employee representative	+1 substitute
Switzerland :	1 employee representative	+1 substitute
Italy :	1 employee representative	+1 substitute
Spain :	1 employee representative	+1 substitute
Portugal :	1 employee representative	+1 substitute

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Section 7. Selection of Employee Representatives and Substitutes

Where central or local Works Councils or similar local representative bodies exist within a unit, the employee bodies in that country shall select the Employee Representatives, using the established national practice. The Employee Representatives shall be selected according to national practice in the country where they are employed. Where no such bodies exist, representatives are nominated by the respective unions involved. The Management both at European and local level shall be informed of the names of Employee Representatives participating in the VWR European Works Council.

Section 8. Period of membership of Employee Representatives.

The Employee Representatives in the VWR European Works Council shall be appointed for a period of time which is similar to the practice under the national laws of the country from which they are elected/appointed.

Where no local/national legislation exists then the period of appointment will be for four years.

When a member of the VWR European Works Council ceases to be an employee of the Company or ceases to have the electoral support from the unit in which they are employed, then that member will no longer be deemed to be a member, and a new member will be appointed in accordance with national law and local practice in the relevant member state.

Section 9. Protection of Employee Representatives and Substitutes

The Employee Representatives and substitutes in the VWR European Works Council shall, in exercising their functions, enjoy the same protection and guarantees as provided for Employees Representatives by the national legislation and/or practice in force in their country of employment.

Section 10. Meetings

In this section parties mention the time necessary for practising the job as a representative of the employees in the European Works Council.

A. Chairperson

The VWR European Works Council will be chaired by the Central Management who will appoint its representative.

B. Frequency

The VWR European Works Council will have a plenary meeting one day every year. The first meeting will be held in June 2006. After 2006, the plenary meeting will be on a date and venue decided by the Chairperson and the Secretariat.

C. Secretariat

The Secretariat will be composed of 4 persons: one secretary, one vice secretary and 2 other delegates. The secretariat will be responsible for drawing up the minutes (cfr infra) and will also have the opportunity to have three meetings of one day every year starting the 1st of January 2006. These meetings will be held to exchange views on

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how to communicate information to the different countries and to prepare the annual meetings of the European Works Council (and only for these purposes). A better preparation of the annual meeting by this limited group of employee's representatives will lead to a more productive annual meeting . An extraordinary meeting of the secretariat may be organised in case of an extraordinary meeting of the European Works Council. Where very exceptional circumstances dictate, the secretary has the right to meet with all national delegates or employees at their workplace. Such circumstances would involve the employees on a transnational level and would be subject to agreement of the Central Management. The costs of any extraordinary meetings will be met by the the company.

D. Preparatory Meeting and 'After meeting'

All the Employee Representatives of the VWR European Works Council may have a preparatory meeting on the day before the plenary meeting, without Management being present and will have half a day meeting after the plenary meeting.

E. Extraordinary Meetings

In exceptional circumstances of transnational significance (circumstances that may have significant consequences for the employees in particular in case of moving or closure of the company or its subsidiaries or in case of mass redundancy)an extraordinary meeting will be held. Such meetings may involve all members of the Council or only Representatives of the relevant business units affected by exceptional circumstances of transnational significance but will include, on all occasions, the Secretariat.

An extraordinary meeting may also occur if the management or the majority of the workers' delegates ask for it.

F. Agenda

The Agenda will be prepared by the Secretary following discussions involving the Chairperson. The Agenda will be in English. Local HR will translate the Agenda into local language if requested by the Council members.

The agreed Agenda will be circulated to all Council members, by the Secretariat, at least six weeks in advance of the meeting. Preparatory documents must be sent 1 month before the annual meeting.

G. Minutes

The Secretariat will be responsible for preparing the minutes on the content and outcome of the meeting.

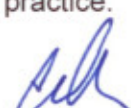
The Chairperson will review the minutes prior to circulation to all Council members. The Secretariat will strive to deliver the minutes 1 month ~~weeks~~ after the meeting

The minutes will be approved at the next plenary Council meeting.

H. Meeting Report

A Meeting Report excluding all confidential information will be prepared by the Secretariat and agreed by the Chairperson.

This Meeting Report will be communicated as soon as and as widely as possible to all employees and local management of the business units will undertake to achieve this bearing in mind current local and national practice.

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