

Edgar Filing: MACDERMID INC - Form SC 13D/A

MACDERMID INC  
Form SC 13D/A  
July 12, 2002

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OMB APPROVAL

OMS Number; 3235-0145  
Expires: October 31, 2002  
Estimated average burden  
hours per response.... 14.9

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 2)

MACDERMID, INCORPORATED

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

554273 10 2

-----  
(CUSIP Number)

Joshua N. Korff, Esq.  
KIRKLAND & ELLIS  
153 East 53rd Street  
New York, NY 10022  
(212) 446-4800

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 8, 2002

-----  
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

SCHEDULE 13D

-----  
CUSIP No. 5542773 10 2  
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Page 2 of 16 Pages  
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-----  
1 NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)  
CITICORP VENTURE CAPITAL LTD.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
None

8 SHARED VOTING POWER  
3,103,252\*\*

9 SOLE DISPOSITIVE POWER  
None

10 SHARED DISPOSITIVE POWER  
3,103,252\*\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

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3,103,252\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
9.6%

14 TYPE OF REPORTING PERSON\*

\* SEE INSTRUCTIONS.

\*\* Represents 3,103,252 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC").

SCHEDULE 13D

CUSIP No. 5542773 10 2

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1 NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)  
CITIBANK, N.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
National Banking Association

SOLE VOTING POWER  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

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7  
None

---

8  
SHARED VOTING POWER  
3,103,252\*\*

---

9  
SOLE DISPOSITIVE POWER  
None

---

10  
SHARED DISPOSITIVE POWER  
3,103,252\*\*

---

11  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,103,252\*\*

---

12  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* [ ]

---

13  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
9.6%

---

14  
TYPE OF REPORTING PERSON\*  
BK

---

\* SEE INSTRUCTIONS.

\*\* Represents 3,103,252 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC").

SCHEDULE 13D

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1  
NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)  
CITICORP

---

2  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
(b) [ ]

---

3  
SEC USE ONLY

---

4  
SOURCE OF FUNDS\*  
Not applicable.

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---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

|  |                   |
|--|-------------------|
|  | SOLE VOTING POWER |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7<br>None         |

---

|   |                     |
|---|---------------------|
|   | SHARED VOTING POWER |
| 8 | 4,104,545**         |

---

|   |                        |
|---|------------------------|
|   | SOLE DISPOSITIVE POWER |
| 9 | None                   |

---

|    |                          |
|----|--------------------------|
|    | SHARED DISPOSITIVE POWER |
| 10 | 4,104,545**              |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
4,104,545\*\*

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
12.7%

---

14 TYPE OF REPORTING PERSON\*  
HC

---

\* SEE INSTRUCTIONS.

\*\* Represents (i) 3,103,252 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), and (ii) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, for which shares CVC disclaims beneficial ownership.

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1 NAMES OF REPORTING PERSONS/  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
 (ENTITIES ONLY)  
 CITIGROUP HOLDINGS COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
 (b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
 Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

-----  
 NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

7 SOLE VOTING POWER  
 None

8 SHARED VOTING POWER  
 4,104,545\*\*

9 SOLE DISPOSITIVE POWER  
 None

10 SHARED DISPOSITIVE POWER  
 4,104,545\*\*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
 PERSON  
 4,104,545\*\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*  [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 12.7%

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-----  
TYPE OF REPORTING PERSON\*  
14 HC  
-----

\* SEE INSTRUCTIONS.

\*\* Represents (i) 3,103,252 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), and (ii) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, for which shares CVC disclaims beneficial ownership.

SCHEDULE 13D

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CUSIP No. 5542773 10 2  
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-----  
1 NAMES OF REPORTING PERSONS/  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)  
CITIGROUP INC.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
Not applicable.

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
SOLE VOTING POWER  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7  
None

-----  
SHARED VOTING POWER

8

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|    |  |     |
|----|--|-----|
|    | 4,134,225**  |     |
|    | -----  |     |
|    | SOLE DISPOSITIVE POWER   |     |
| 9  | None   |     |
|    | -----  |     |
|    | SHARED DISPOSITIVE POWER   |     |
| 10 | 4,134,225**  |     |
|    | -----  |     |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON           |     |
|    | 4,134,225**  |     |
|    | -----  |     |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | [ ] |
|    | -----  |     |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11                       |     |
|    | 12.8%  |     |
|    | -----  |     |
| 14 | TYPE OF REPORTING PERSON*  |     |
|    | HC   |     |
|    | -----  |     |

\* SEE INSTRUCTIONS.

\*\* Represents (i) 3,103,252 shares directly beneficially owned by Citicorp Venture Capital Ltd. ("CVC"), and (ii) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp, for which shares CVC disclaims beneficial ownership, and (iii) 29,680 shares that may be deemed to be beneficially owned by other subsidiaries of Citigroup Inc., for which shares CVC disclaims beneficial ownership.

ITEM 1. SECURITIES AND ISSUER.

This Amendment No. 2 ("Amendment") to the Schedule 13D dated December 29, 1999, as amended by Amendment No. 1 filed on March 5, 2002, relates to the common stock, no par value, (the "Common Stock") of MacDermid, Incorporated, a Connecticut corporation (the "Issuer"). This Amendment is being filed with the Securities and Exchange Commission pursuant to Rule 13d-2(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

ITEM 2. IDENTITY AND BACKGROUND.

This Statement is being filed by (i) Citicorp Venture Capital Ltd. ("CVC"), (ii) Citibank, N.A. ("Citibank"), (iii) Citicorp, (iv) Citigroup Holdings Company ("Citigroup Holdings"), and (v) Citigroup Inc. ("Citigroup"), (collectively, the "Reporting Persons", and each a "Reporting Person").

Attached as Schedules A and B is information concerning each executive officer and director of CVC and Citigroup. Schedules A and B are incorporated into and made a part of this Amendment.

(a) - (c) CVC is a New York corporation. The address of its principal business office is 399 Park Avenue, New York, New York 10043. CVC is principally engaged in the business of venture capital investment.



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Citibank is a national banking association and is the sole stockholder of CVC. The address of its principal business office is 399 Park Avenue, New York, New York 10043. Citibank is a member of the Federal Reserve System and the Federal Deposit Insurance Corp.

Citicorp is a Delaware corporation and is the sole stockholder of Citibank. Citicorp is a U.S. bank holding company. The address of its principal business office is 399 Park Avenue, New York, New York 10043. Citicorp is principally engaged, through its subsidiaries, in the general financial services business.

Citigroup Holdings is a Delaware corporation and is the sole stockholder of Citicorp. The address of its principal business office is One Rodney Square, Wilmington, Delaware 19899. Citigroup Holdings is principally engaged, through its subsidiaries, in the general financial services business.

Citigroup is a Delaware corporation and is the sole stockholder of Citigroup Holdings. The address of its principal business office is 399 Park Avenue, New York, New York 10043. Citigroup is a diversified holding company providing, through its subsidiaries, a broad range of financial services to consumer and corporate customers worldwide.

(d) - (f) During the last five years, none of the Reporting Persons or, to the best of the knowledge of the Reporting Persons, any of the persons listed on Schedules A and B hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws. Each of the individuals identified pursuant to paragraphs (a) through (c), on Schedule A and B hereto, is a citizen of the United States, unless otherwise indicated.

A joint filing agreement of the Reporting Persons is attached hereto as Exhibit 1.

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### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not applicable.

### ITEM 4. PURPOSE OF TRANSACTION.

(a), (b) From February 26, 2002 to July 8, 2002, CVC disposed of 308,544 shares of Common Stock in open market transactions in the ordinary course of business under Rule 144, as promulgated under the Securities Act of 1933, as amended. Such dispositions of Common Stock were carried out pursuant to the filings of Form 144 dated (1) February 7, 2002 for the sale of 387,255 shares of Common Stock; (2) dated February 27, 2002 for the sale of 89,119 shares of Common Stock; and (3) June 7, 2002 for the sale of 321,213 shares of Common Stock.

(c) Not applicable.

(d) Not applicable.

(e) - (j) Not applicable.

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### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b) CVC directly beneficially owns 3,103,252 shares of Common Stock. The aggregate number of shares held by CVC represents approximately 9.6% of the outstanding shares of Common Stock. CVC has the shared power to vote and the shared power to dispose of the entire number of beneficially owned shares.

Citibank, exclusively through its holding company structure, indirectly beneficially owns 3,103,252 shares of Common Stock. The aggregate number of shares held through the holding company structure by Citibank represents approximately 9.6% of the outstanding shares of Common Stock. Citibank has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC.

Citicorp, exclusively through its holding company structure, indirectly beneficially owns 4,104,545 shares of Common Stock representing (1) 3,103,252 shares directly beneficially owned by CVC and (2) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp. CVC disclaims beneficial ownership with respect to the 1,001,293 shares directly beneficially owned by the limited partnership. Citicorp may be deemed to be a beneficial owner of the 1,001,293 shares held by the limited partnership. The aggregate number of shares held through the holding company structure by Citicorp represents approximately 12.7% of the outstanding shares of Common Stock. Citicorp has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC and the limited partnership, respectively.

Citigroup Holdings, exclusively through its holding company structure, indirectly beneficially owns 4,104,545 shares of Common Stock representing (1) 3,103,252 shares directly beneficially owned by CVC and (2) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp. CVC disclaims beneficial ownership with respect to the 1,001,293 shares directly beneficially owned by the limited partnership. Citigroup Holdings may be deemed to be a beneficial owner of the 1,001,293 shares held by the limited partnership because Citicorp is a wholly-owned subsidiary of Citigroup Holdings. The aggregate number of shares held through the holding company structure by Citigroup Holdings represents approximately 12.7% of the outstanding

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shares of Common Stock. Citigroup Holdings has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC and the limited partnership, respectively.

Citigroup, exclusively through its holding company structure, indirectly beneficially owns 4,134,225 shares of Common Stock representing (1) 3,103,252 shares directly beneficially owned by CVC, (2) 1,001,293 shares directly beneficially owned by a limited partnership, whose general partner is a wholly-owned subsidiary of Citicorp and (3) 29,680 shares directly beneficially owned by other subsidiaries of Citigroup. CVC disclaims beneficial ownership with respect to the 1,001,293 shares directly beneficially owned by the limited partnership. Citigroup may be deemed to be a beneficial owner of the 1,001,293 shares held by the limited partnership and of the 29,680 shares held by its direct and indirect subsidiaries. The aggregate number of shares held through Citigroup's holding company structure represents approximately 12.8% of the

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outstanding shares of Common Stock. Citigroup has shared power to vote and shared power to dispose of the entire number of shares directly beneficially owned by CVC, the limited partnership, and the other subsidiaries of Citigroup, respectively.

Except as stated above, none of the Reporting Persons beneficially owns any of the shares of capital stock of the Issuer.

(c) From February 26, 2002 to July 8, 2002, CVC disposed of 308,544 shares of Common Stock in open market transactions in the ordinary course of business under Rule 144, as promulgated under the Securities Act of 1933, as amended. Such dispositions of Common Stock were carried out pursuant to the filings of Form 144 dated (1) February 7, 2002 for the sale of 387,255 shares of Common Stock; (2) February 27, 2002 for the sale of 89,119 shares of Common Stock; and (3) June 7, 2002 for the sale of 321,213 shares of Common Stock. The dates, share amounts, and prices for such dispositions since February 25, 2002 are as follows:

| Date      | Shares<br>Sold | Average Price per<br>Share |
|-----------|----------------|----------------------------|
| 2/26/2002 | 4,925          | \$20.73                    |
| 2/27/2002 | 14,000         | \$20.31                    |
| 2/28/2002 | 6,200          | \$20.91                    |
| 3/11/2002 | 12,800         | \$20.78                    |
| 3/04/2002 | 14,000         | \$20.94                    |
| 3/05/2002 | 8,100          | \$20.76                    |
| 3/06/2002 | 15,000         | \$21.19                    |
| 3/07/2002 | 7,000          | \$21.43                    |
| 3/08/2002 | 12,019         | \$21.34                    |
| 6/17/2002 | 12,100         | \$22.07                    |
| 6/18/2002 | 11,000         | \$22.21                    |
| 6/19/2002 | 3,500          | \$22.01                    |
| 6/20/2002 | 36,000         | \$21.15                    |
| 6/21/2002 | 12,600         | \$21.03                    |
| 6/25/2002 | 23,500         | \$21.01                    |
| 6/26/2002 | 1,800          | \$21.01                    |
| 6/27/2002 | 37,000         | \$21.16                    |
| 6/28/2002 | 38,000         | \$21.66                    |
| 7/01/2002 | 11,600         | \$21.18                    |
| 7/02/2002 | 5,700          | \$21.04                    |
| 7/05/2002 | 6,500          | \$21.02                    |
| 7/08/2002 | 15,200         | \$21.28                    |

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(d), (e) Not applicable

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

The information set forth in Item 4 above is incorporated herein by reference.

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Except as set forth herein or in the Schedules or Exhibits hereto, to the best of the knowledge of the Reporting Persons, none of the persons listed on Schedules A and B has any other contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, division of profits or loss or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Joint Filing Agreement, dated as of July 12, 2002 by and among CVC, Citibank, Citicorp, Citigroup Holdings and Citigroup.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2002

CITICORP VENTURE CAPITAL LTD.

By: /s/ Anthony P. Mirra  
-----  
Name: Anthony P. Mirra  
Its: Vice President & Assistant Secretary

CITIBANK, N.A.

By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

CITICORP

By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

CITIGROUP HOLDINGS COMPANY

By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

CITIGROUP, INC.

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By: /s/ Joseph B. Wollard  
-----  
Name: Joseph B. Wollard  
Its: Assistant Secretary

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SCHEDULE A

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITICORP VENTURE CAPITAL LTD.

| NAME, POSITION, CITIZENSHIP<br>(UNITED STATES, UNLESS OTHERWISE INDICATED) | TITLE                                   |
|--|---|
| William T. Comfort<br>Director   | Director and Senior Vice<br>President   |
| Ann M. Goodbody<br>Director  | Director                                |
| David F. Thomas<br>Executive Officer                                       | Director and Vice President             |
| Michael T. Bradley<br>Executive Officer                                    | Vice President                          |
| Lauren M. Connelly<br>Executive Officer                                    | Vice President and<br>Secretary         |
| Charles E. Corpening<br>Executive Officer                                  | Vice President                          |
| Michael A. Delaney<br>Executive Officer                                    | Vice President and<br>Managing Director |
| Michael S. Gollner<br>Executive Officer                                    | Vice President                          |
| Ian D. Highet<br>Executive Officer   | Vice President                          |
| David Y. Howe<br>Executive Officer   | Vice President                          |
| Darryl A. Johnson<br>Executive Officer                                     | Assistant Vice President                |
| Byron L. Knief<br>Executive Officer  | Vice President                          |
| Richard E. Mayberry<br>Executive Officer                                   | Vice President                          |
| Thomas F. McWilliams<br>Executive Officer                                  | Vice President                          |

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| NAME, POSITION, CITIZENSHIP<br>(UNITED STATES, UNLESS OTHERWISE INDICATED) | TITLE                                   |
|--|---|
| Anthony P. Mirra<br>Executive Officer                                      | Vice President & Assistant<br>Secretary |
| Paul C. Schorr<br>Executive Officer  | Vice President and<br>Managing Director |
| Joseph M. Silvestri<br>Executive Officer                                   | Vice President                          |
| James A. Urry<br>Executive Officer   | Vice President                          |
| John D. Weber<br>Executive Officer   | Vice President                          |

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SCHEDULE B

EXECUTIVE OFFICERS AND DIRECTORS OF  
CITIGROUP INC.

| NAME, POSITION, CITIZENSHIP<br>(UNITED STATES, UNLESS OTHERWISE<br>INDICATED) | TITLE   |
|---|---|
| C. Michael Armstrong<br>Director  | Chairman & Chief Executive Officer<br>AT&T Corporation                |
| Alain J. P. Belda<br>Director<br>Brazil                                       | President & Chief Executive<br>Officer<br>Alcoa Inc.                  |
| George Davis<br>Director  | Chairman & Chief Executive Officer<br>United Technologies Corporation |
| Kenneth T. Derr<br>Director   | Chairman, Retired<br>Chevron Corporation                              |
| John M. Deutch<br>Director  | Institute Professor<br>Massachusetts Institute of<br>Technology       |
| The Honorable Gerald R. Ford<br>Honorary Director                             | Former President of the United<br>States                              |
| Alfredo Harp-Helu<br>Director<br>Mexico                                       | Chairman<br>Grupo Financiero Banamex.                                 |
| Ann Dibble Jordan<br>Director   | Consultant  |

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|  |  |
|--|--|
| Reuben Mark<br>Director                              | Chairman and Chief Executive<br>Officer<br>Colgate-Palmolive Company |
| Michael T. Masin<br>Director                         | Vice Chairman and President<br>Verizon Communications, Inc.          |
| Dudley C. Mecum<br>Director                          | Managing Director<br>Capricorn Holdings                              |
| Richard D. Parsons<br>Director                       | President<br>AOL - Time Warner Inc.                                  |
| Andrall E. Pearson<br>Director                       | Founding Chairman<br>Yum! Brands, Inc.                               |
| Robert E. Rubin<br>Director and<br>Executive Officer | Member of the Office of the<br>Chairman<br>Citigroup Inc.            |

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| NAME, POSITION, CITIZENSHIP<br>(UNITED STATES, UNLESS OTHERWISE<br>INDICATED) | TITLE   |
|---|---|
| Franklin A. Thomas<br>Director  | Former President<br>The Ford Foundation   |
| Sanford I. Weill<br>Director and<br>Executive Officer                         | Chairman and Chief Executive<br>Officer<br>Citigroup Inc.                                       |
| Arthur Zankel<br>Director   | Managing Partner<br>Zankel Capital Advisors, LLC  |
| Winfred F. W. Bischoff<br>Executive Officer<br>United Kingdom and Germany     | Chairman<br>Citigroup Europe  |
| Michael A. Carpenter<br>Executive Officer                                     | Chief Executive Officer<br>Corporate and Investment Bank<br>Citigroup Inc.                      |
| Stanley Fischer<br>Executive Officer  | Vice Chairman<br>Citigroup Inc.   |
| Thomas Wade Jones<br>Executive Officer  | Chairman & Chief Executive Officer<br>Global Investment Management and<br>Private Banking Group |
| Deryck C. Maughan<br>Executive Officer<br>United Kingdom                      | Vice Chairman<br>Citigroup Inc.   |
| Victor J. Menezes<br>Executive Officer  | Chairman and Chief Executive<br>Officer   |

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|   |  |
|---|--|
| Charles O. Prince, III<br>Executive Officer | Citibank, N.A.<br><br>Chief Operating Officer &<br>Corporate Secretary<br>Citigroup Inc.           |
| William R. Rhodes<br>Executive Officer      | Senior Vice President<br>Citigroup Inc.  |
| Todd S. Thomson<br>Executive Officer        | Executive Vice President, Finance<br>& Investment and Chief Financial<br>Officer<br>Citigroup Inc. |
| Robert B. Willumstad<br>Executive Officer   | President<br>Citigroup Inc.  |

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EXHIBIT INDEX

1. Joint Filing Agreement, dated as of July 12, 2002 by and among CVC, Citibank, Citicorp, Citigroup Holdings and Citigroup.

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