

Notes

Information on how to participate in the Annual General Meeting and on the use of proxies

Dear Shareholder,

In order to participate in the Annual General Meeting (available to holders of ordinary and of preferred shares) and to exercise your voting rights (ordinary shares only) we kindly ask to order an admission card which you can obtain from your depositary bank. In so doing, you must also ensure compliance with the registration deadline as described in the conditions of participation in/attendance of the Annual General Meeting. In order to ensure that you receive your admission card(s) promptly, please ensure that you place your order as early as possible with your depositary bank.

With this admission card, you can

- participate either personally or by proxy in the Annual General Meeting,
- if you are a holder of ordinary shares, you can assign a proxy and issue instructions
 - in writing (by post or fax), or
 - electronically via our internet-supported Proxy Appointment and Instruction system to the proxyholders nominated by the Company, authorizing them to exercise your voting rights in accordance with your wishes at the Annual General Meeting.

To ensure a smooth running of the Annual General Meeting and the regularity of the voting, please note the following information:

I. Personal participation/attendance in the Annual General Meeting (holders of both ordinary and preferred shares)

If you wish to participate either personally or through a proxy appointed by you (e.g. a shareholders' association) in the Annual General Meeting, please ensure

that you or your proxyholder presents the top section of the admission card form or of all admission card forms to the "Shareholders' Registration Office" for registration. If you intend to use a proxy, please first fill in the Power of Representation printed on the back of the top section (first/last name of the proxy preferably in block letters), sign it and hand the section over to your proxy (representative).

At the "Shareholders' Registration Office", you or your proxy will be handed a corresponding voting card form (ordinary shares) or an attendance card (preferred shares) in exchange for the admission card form. In order to complete the registration procedure we also request that you or your proxy present all the admission card forms in your/their possession at the same time.

The meeting rooms open at 8.30. In view of the participants' safety we will – as in the previous years – take safety precautions. Any dangerous objects such as penknives, scissors or aerosol cans found when checking persons or luggage will be collected and stored for the time of the respective meeting. In order to avoid unnecessary delays for the shareholders, please do not bring any dangerous objects or preferable any bags at all.

II. Assigning proxies and issuing voting instructions to the proxyholders nominated by the Company (applicable to holders of ordinary shares only)

If you do not wish, or are unable, to attend the Annual General Meeting yourself, and do not wish to nominate a third party as your proxy to attend personally at the Annual General Meeting, we can offer you the facility of having your voting rights exercised by employees of the Company. You can appoint these proxyholders before the meeting or even during the meeting. The Company has appointed Messrs. Heinz Nicolas and Dr. Michael Schmitt as proxyholders authorized to act in sole representation. Both these gentlemen are employees of Henkel AG & Co. KGaA. The proxyholders would be authorized by your proxy to exercise your voting rights only inasmuch as you have issued express instructions relating to the individual items on the agenda. The proxyholders are obliged to vote in accordance

with your instructions on the individual agenda items; they cannot exercise the voting rights at their own discretion. If an individual vote is required for a specific agenda item, the instruction issued for this agenda item will apply accordingly to each sub-item.

1. Written assignment of proxy and voting instructions transmitted by post or fax

To assign a written proxy and written voting instructions to the proxyholders nominated by the Company, please use the bottom section of the admission card form. Complete the form by inserting your instructions, and please do not forget to sign it before sending it off (if sending by fax, please sign the front and back sides of the page). Send the completed and signed form by post or fax (if faxing, send the front and back sides separately), so as to reach us at the following address by **April 16, 2009 at the latest**:

Henkel AG & Co. KGaA
c/o Computershare HV-Services AG
Hansastr. 15
80686 München
Germany
Fax No.: +49 (0) 89 / 30903 – 74675

Any proxies and voting instructions reaching us after the date stated above cannot be considered. Please note that we do not have any influence on mailing time.

2. Electronic Proxy Assignment and Voting Instruction system using the internet

Your proxy and instructions to the proxyholders nominated by the Company can also be issued via the internet. The proxy and instructions should be issued as early as possible, must, however, arrive **at the latest on the day of the Annual General Meeting by the end of the address given by the Chairman of the Management Board.**

a) Technical requirements

In order to be able to use the internet-supported Proxy Assignment and Voting Instruction system, your browser must support 128-bit SSL encryption. If your browser does not support this, please install a current version of Netscape Navigator (www.netscape.com) or of Microsoft Internet Explorer (www.microsoft.com) on your PC.

b) Registering with the system for the first time/ Electronic assignment of proxy and voting instructions

You can use our internet-supported Proxy Assignment and Voting Instruction system in order to issue your proxy and instructions by electronic means insofar as the shares you hold have voting right in the Annual General Meeting (ordinary shares only). You can access the system via the Company's website at www.henkel.de/hv (German version) or www.henkel.com/agm (English version).

First enter the number of your admission card and the single-digit check number next to it.

Admission card number/
Check number

Click on the CONTINUE button. To register, you will need to enter in the screen form that then follows your personal data such as first name, last name, domicile and number of shares

Please enter the data requested in the fields provided in exactly the same way they are shown on the admission card. This also applies even if your name or domicile has been incorrectly spelt on the card. Please also ensure that titles, additional names, etc. are not entered in the "First name" or "Last name" fields unless they are specifically shown on the admission card. After checking your data, click on REGISTER. You will now be assigned a personal eight-character access code which you should note or print out immediately. You will require this access code together with the admission card number and the check number each time you log onto the system. Click on CONTINUE and confirm agreement with the legal advisory and liability exclusion clause.

The next screen can be used for issuing your proxy and instructions. Here you have a choice of either voting in favor of the Management's proposals or of issuing a separate instruction for each of the individually listed agenda items (where you should click on YES, NO, or ABSTENTION as appropriate). Once you have issued all your instructions, click on CONFIRM INSTRUCTIONS.

You are then provided with a summary view to enable you to check that all your entries are correct. If your

instructions have been correctly assigned, click on SUBMIT INSTRUCTIONS, and if not, click on CHANGE INSTRUCTIONS. The confirmation of instructions that follows completion of the procedure can then be printed out for filing.

c) Revocation/modification of electronically issued proxy and instructions

You can revoke your proxy and change your instructions even after you have issued them. You can again access the Proxy Assignment and Voting Instruction system by entering the number of your admission card, the check number and the personal access code assigned to you when you first registered with the system. Any revocation and changes must likewise have been implemented by the end of the address made by the Chairman of the Management Board on the day of the Annual General Meeting.

3. Counter motions and proposals of candidates by shareholders in accordance with §§ 126, 127 German Stock Companies Act

Where notifiable motions by shareholders (counter motions) pertaining to the agenda of the Annual General Meeting or proposals of candidates have been received, you will be able to read their wording in the internet under www.henkel.de/hv. If you would like to second the announced counter motions or proposals of candidates, please enter NO against the original items on the agenda to which the motions relate. If there is a further vote on the agenda items concerned, however, you will not be able to participate in this even if you have assigned a proxy to the proxyholders nominated by the Company.

4. Legal advisory/Liability exclusion clause

a) Proxies assigned to the proxyholders nominated by the Company

(1) The admission card still entitles shareholders to attend the Annual General Meeting personally even after they have assigned a proxy to the proxyholders nominated by the Company (be it in writing or electronically via the internet). Personal registration by the shareholder or a third party in possession of a written proxy at the admission desks of the

Annual General Meeting automatically revokes the proxy and instructions issued to the proxyholders nominated by the Company (likewise irrespective of whether these have been issued in writing or electronically via the internet).

- (2) If you should have issued the proxyholders nominated by the Company your proxy and instructions both in writing and electronically via the internet, irrespective of the date of receipt we shall only regard instructions received with the written proxy as binding.
- (3) If you have assigned your proxy to the proxyholders nominated by the Company but have issued no instructions, the proxyholders will not be able to represent you in the Annual General Meeting.
- (4) In the event of a proxy being assigned to the proxyholders nominated by the Company, the name of the proxyholders shall appear in the list of people attending the Annual General Meeting or the Extraordinary Meeting for Holders of Preferred Shares. Your name will not be disclosed.
- (5) You will not be able to participate via the proxyholders nominated by the Company in votes concerning motions relating to the Annual General Meeting procedure, in votes relating to counter motions submitted during the meeting, or in votes relating to any other motions that have not been notified in advance of the Annual General Meeting. Similarly, the proxyholders can neither be instructed in writing nor electronically via the internet to ask questions or file motions in the Annual General Meeting.
- (6) The proxyholders' actions in terms of exercising voting rights are governed solely by the instructions received from the shareholders they represent, and they shall vote exclusively in accordance with the instructions issued to them. The Management Board of Henkel AG & Co. KGaA has no authority to issue instructions in relation to the voting behavior of the proxyholders.
- (7) The proxyholders have no influence on the resolution contents voted upon and are neither authorized nor able to intervene in the technical procedures. They have no access to the proxies or

instructions issued and are also unable to manipulate the instructions issued.

- (8) The proxyholders are authorized to issue subproxies. In order to ensure that exercising the voting rights of the shareholders remains beyond jeopardy, the proxyholders issue subproxies internally to further employees of the Company as a precaution so that, on the day of the Annual General Meeting and the Extraordinary Meeting for Holders of Preferred Shares, shareholder representation is reliably assured. The same principles as detailed above also apply to employees in receipt of such subproxies.

b) Using the internet service

When you receive your admission card, please ensure that the envelope has not been tampered with and carefully safeguard the personal access code assigned to you when first registering on the Proxy Assignment and Voting Instruction system. If you should suspect any abuse of the online service, you can have your personal access code blocked by phoning the hotline at +49 (0) 89 – 30903 – 6321. You will then be assigned a new personal access code.

The availability, functional efficiency, stability or reliability of the internet-supported Proxy Assignment and Voting Instruction system relating to the Annual General Meeting of Henkel AG & Co. KGaA can – like the internet transmission (“webcast”) of the Annual General Meeting – be affected by technical fluctuations and malfunctions as is still common within the current state of the art. Neither Henkel AG & Co. KGaA nor the proxyholders that you may have authorized are able to exert any influence on the availability, functional efficiency, stability or reliability of the telecommunications network and internet services of third parties utilized. If, despite all the security arrangements put in place, we should discover that third parties have

succeeded in exerting unauthorized influence on the data stored via the internet for exercising shareholders’ voting rights, which data having been treated in accordance with Federal Data Protection law, we reserve the right to interrupt or prematurely discontinue utilization of the system without prior notice. In this case, only those proxies and instructions issued by internet will be considered in respect of which manipulation can be ruled out.

c) Liability exclusion clause

We cannot issue any guarantee, nor accept any liability, for the functional efficiency, availability, stability and reliability of the internet-supported Proxy Assignment and Voting Instruction system, nor for access to the system including the internet services and the network elements of third parties utilized. Moreover, we cannot accept any responsibility for errors and deficiencies in the hard- and software utilized for exercising shareholders’ voting rights via the internet, including that of the utilized service providers, other than in cases of willful or gross negligence. We recommend to use our internet supported system early enough in order to be able to deliver – in case of system failure – the proxy and voting instruction by way of writing.

d) Data protection advisory

Your data are registered, stored, processed and used exclusively for the purpose of issuing by electronic means your proxy and voting instructions. In order to satisfy the duty of proof required under German corporation law, this data will be retained by us for a period of three years.

Yours sincerely

Henkel AG & Co. KGaA

