



Excellence is our Passion

**Annual General Meeting 2015 /  
Extraordinary Meeting of Preferred Shareholders 2015**

**Henkel AG & Co. KGaA**

**- Presence and Voting Results -**

## Annual General Meeting 2015

### Presence:

<b>Capital Stock</b>	<b>437,958,750 Euro (= 100%)</b>
out of which are	
<b>Ordinary shares</b>	<b>259,795,875 Euro (= 59.32%)</b>
<b>Preferred shares</b>	<b>178,162,875 Euro (= 40.68%)</b>
<b>Number of shares issued</b>	<b>437,958,750</b>
out of which are	
<b>Ordinary shares</b>	<b>259,795,875</b>
<b>Preferred shares</b>	<b>178,162,875</b>
<b>Number of shares present</b>	<b>330,909,733 (= 75.56 % of the total capital stock)</b>
out of which are	
<b>Ordinary shares</b>	<b>232,197,526 (= 89.37% of ordinary shares issued)</b>
<b>Preferred shares</b>	<b>98,712,207 (= 55.41% of preferred shares issued)</b>
<b>Number of postal voting (Ordinary shares)</b>	<b>3,454 (= 0.001% of ordinary shares issued)</b>
<b>Number of shares represented in total</b>	<b>330,913,187 (= 75.56% of the total capital stock)</b>
out of which are	
<b>Ordinary shares</b>	<b>232,200,980 (= 89.38% of ordinary shares issued)</b>
<b>Preferred shares</b>	<b>98,712,207 (= 55.41% of preferred shares issued)</b>

**Voting Results:**  
(only ordinary shares, including postal voting)

	Valid votes cast = number of shares	Share of total capital stock	Share of capital stock related to ordinary shares	Yes Votes	No Votes	Abstentions	Proposal
Item 1: Approval of annual financial statements	231,860,127	52.94%	89.25%	231,856,007 (99.99%)	4,120 (0.01%)	120,885	✓
Item 2: Appropriation of profit	231,860,760	52.94%	89.25%	231,647,808 (99.91%)	212,952 (0.09%)	120,252	✓
Item 3: Approval and ratification of the actions of the Personally Liable Partner	231,857,202	52.94%	89.25%	231,779,610 (99.97%)	77,592 (0.03%)	123,810	✓
Item 4: Approval and ratification of the actions of the Supervisory Board	221,531,928	50.58%	85.21%	221,454,327 (99.96%)	77,601 (0.04%)	1,620,668	✓
Item 5: Approval and ratification of the actions of the Shareholders' Committee	213,746,959	48.81%	82.27%	213,669,370 (99.96%)	77,589 (0.04%)	1,620,903	✓
Item 6: Appointment of auditors for fiscal 2015	230,363,727	52.60%	88.67%	229,745,192 (99.73%)	618,535 (0.27%)	1,617,285	✓
Item 7: Approval of control and profit and loss transfer agreements	231,861,834	52.94%	89.25%	231,860,360 (99.99%)	1,474 (0.01%)	119,178	✓

	<b>Valid votes cast = number of shares</b>	<b>Share of total capital stock</b>	<b>Share of capital stock related to ordinary shares</b>	<b>Yes Votes</b>	<b>No Votes</b>	<b>Abstentions</b>	<b>Proposal</b>
	<b>Valid votes cast = number of shares</b>	<b>Share of total capital stock</b>	<b>Share of capital stock related to ordinary shares</b>	<b>Yes Votes</b>	<b>No Votes</b>	<b>Abstentions</b>	<b>Proposal</b>
<b>Item 8: Authorization to purchase and appropriate Corporation's own shares</b>	<b>229,249,047</b>	<b>52.34%</b>	<b>88.24%</b>	<b>228,727,179 (99.77%)</b>	<b>521,868 (0.23%)</b>	<b>2,731,965</b>	<b>✓</b>
<b>Item 9: Authorized Capital 2015</b>	<b>230,364,759</b>	<b>52.60%</b>	<b>88.67%</b>	<b>227,049,457 (98.56%)</b>	<b>3,315,302 (1.44%)</b>	<b>1,616,253</b>	<b>✓</b>
<b>Item 10: Approval of remuneration system for members of the Management Board</b>	<b>231,792,204</b>	<b>52.93%</b>	<b>89.22%</b>	<b>230,548,845 (99.46%)</b>	<b>1,243,359 (0.54%)</b>	<b>188,808</b>	<b>✓</b>

## Extraordinary Meeting of Preferred Shareholders 2015

(Preferred shareholders only)

Presence:

<b>Capital stock</b>	<b>437,958,750 Euro (= 100%)</b>
out of which are	
ordinary shares	<b>259,795,875 Euro (= 59.3 %)</b>
preferred shares	<b>178,162,875 Euro (= 40.7 %)</b>
<b>Number of preferred shares issued</b>	<b>178,172,875</b>
<b>Number of preferred shares present</b>	<b>98,658,417 (= 55.38% of preferred shares issued)</b>
<b>Number of postal voting (Preferred shares)</b>	<b>7,882 (= 0.004% of preferred shares issued)</b>
<b>Number of preferred shares represented in total</b>	<b>98,666.299 (= 22,53% of the total capital stock, 55.38% of preferred shares issued)</b>

Voting results:

(Preferred shareholders only)

	Valid votes cast = number of shares	Share of total capital stock	Share of capital stock related to preferred shares	Yes Votes	No Votes	Abstentions	Proposal
Item 2: Special Resolution with re- spect to Authorized Capital 2015	96,511,545	22.04%	54.17%	85,386,559 (88.47%)	11,124,986 (11.53%)	2,152,652	✓