

**Fourth Supplement dated 3 June 2020  
to the Prospectus dated 4 July 2019  
as supplemented by the First Supplement dated 18 September 2019,  
the Second Supplement dated 14 January 2020  
and the Third Supplement dated 14 April 2020**

*This document constitutes a supplement (the "**Fourth Supplement**") within the meaning of Article 46(3) of Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017 (the "**Prospectus Regulation**") in connection with Article 13 Luxembourg law relating to prospectuses for securities dated 10 July 2005, as amended, (Loi relative aux prospectus pour valeurs mobilières, the "**Luxembourg Law 2005**"), which implemented Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended or superseded (the "**Prospectus Directive**") to the base prospectus of Henkel AG & Co. KGaA in respect of non-equity securities within the meaning of Art. 22 No. 6(4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended, ("**Non-Equity Securities**") (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Fourth Supplement is supplemental to, and must be read in conjunction with the Debt Issuance Programme Prospectus dated 4 July 2019 as supplemented by the first supplement dated 18 September 2019 (the "**First Supplement**"), the second supplement dated 14 January 2020 (the "**Second Supplement**") and the third supplement dated 14 April 2020 (the "**Third Supplement**") and together with the Prospectus, the "**Supplemented Prospectus**").



## **Henkel AG & Co. KGaA**

*(Düsseldorf, Federal Republic of Germany)*

as Issuer

**EUR 6,000,000,000  
Debt Issuance Programme**

(the "**Programme**")

The Issuer has requested the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**Commission**") in its capacity as competent authority under the Luxembourg law relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*), which implements the Prospectus Regulation, to approve this Fourth Supplement and to provide the competent authorities in the Federal Republic of Germany, the Republic of Austria, the Republic of Ireland and the United Kingdom of Great Britain and Northern Ireland with a certificate of approval attesting that the Fourth Supplement has been drawn up in accordance with the Luxembourg Law 2005 (each a "**Notification**") pursuant to Article 46(3) Prospectus Regulation in connection with Article 19 Luxembourg Law 2005. The Issuer may request the Commission to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Fourth Supplement has been approved by the Commission, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of Henkel AG & Co. KGaA ([www.henkel.com/ir](http://www.henkel.com/ir)).

Henkel AG & Co. KGaA, with its registered office in Düsseldorf, Federal Republic of Germany ("Henkel", or the "Issuer") accepts responsibility for the information given in this Fourth Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Fourth Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning in this Fourth Supplement.

This Fourth Supplement shall only be distributed in connection with the Supplemented Prospectus. It should only be read in conjunction with the Supplemented Prospectus.

To the extent that there is any inconsistency between any statement in this Fourth Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus, the statements in this Fourth Supplement will prevail.

Save as disclosed in this Fourth Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Supplemented Prospectus.

The Issuer has confirmed to the Dealers that the Supplemented Prospectus as supplemented by this Fourth Supplement contains all information which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer and the rights attaching to the Notes which is material in the context of the Programme; that the information contained therein with respect to the Issuer and the Notes is accurate and complete in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts with respect to the Issuer or the Notes, the omission of which would make the Supplemented Prospectus as supplemented by this Fourth Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading; that the Issuer has made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with the Supplemented Prospectus or this Fourth Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or any other information in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Supplemented Prospectus or this Fourth Supplement, excluding the Issuer, is responsible for the information contained in the Supplemented Prospectus or this Fourth Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

**In accordance with Article 46(3) Prospectus Regulation in connection with Article 13(2) of the Luxembourg Law 2005, where the Supplemented Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes before this Fourth Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Fourth Supplement, until 5 June 2020, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 46(3) Prospectus Regulation in connection with Article 13(2) of the Luxembourg Law 2005 arose before the final closing of the offer to the public and the delivery of the Notes.**

## SUPPLEMENTAL INFORMATION

### **Supplemental information pertaining to DESCRIPTION OF THE ISSUER**

**The section "Selected Quarterly Information" on page 40 of the Supplemented Prospectus shall be supplemented by the following:**

"The following table presents additional and voluntary financial information of the Issuer, which was extracted from the unaudited quarterly statement of the Issuer for the periods from 1 January to 31 March 2020 and from 1 January to 31 March 2019:

	<b>1 January to 31 March</b>	
	<b>2020</b>	<b>2019</b>
	(unaudited)	
	(EUR in millions)	
Total sales	4,927	4,969"

**NAMES AND ADDRESSES**

**REGISTERED OFFICE OF THE ISSUER**

**Henkel AG & Co. KGaA**

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40589 Düsseldorf  
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**FISCAL AND PAYING AGENT**

**Deutsche Bank Aktiengesellschaft**

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**LUXEMBOURG LISTING AGENT**

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