

**Henkel AG & Co. KGaA, Düsseldorf**

**Virtual Annual General Meeting on April 16, 2021**

Explanations of the rights of shareholders  
pursuant to Section 121 (3) sentence 3 no. 3  
of the German Stock Corporation Act [AktG]



Section IV. of the Notice of Convocation of the Annual General Meeting already contains information within the meaning of Section 121 (3) sentence 3 no. 3 AktG, i.e. explanations on the rights pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) and Section 245 AktG in conjunction with Section 1 of the Act to Mitigate the Consequences of COVID-19 dated March 27, 2020 (Federal Law Gazette/BGBl. I No. 14 2020, p. 569), last amended by Article 11 of the Act on the Further Shortening of the Residual Debt Exemption Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law dated December 22, 2020 (Federal Law Gazette/BGBl. I No. 67, 2020, p. 3328 („**Act to Mitigate the Consequences of COVID-19**“)).

### **Holding of the Annual General Meeting (AGM) as a virtual general meeting**

Against the background of the COVID-19 pandemic, the Personally Liable Partner, with the approval of the Supervisory Board and the Shareholders' Committee, resolved to utilize the relief provided by the Act to Mitigate the Consequences of COVID-19 for the convocation of general meetings and to hold this year's Annual General Meeting without the physical presence of the shareholders or their proxyholders (with the exception of the voting proxies nominated by the Corporation) as a virtual AGM.

This year's Annual General Meeting will therefore be held in accordance with the provisions of Article 2 Section 1 (2) in conjunction with Section 8 sentence 1 of the Act to Mitigate the Consequences of COVID-19, which will also affect the rights of the shareholders:

#### **1. Additional agenda item proposals requested by a minority (Section 122 (2) AktG)**

Shareholders, i.e. ordinary and/or preferred shareholders, whose shareholdings together equate to one twentieth of the capital stock or a proportional share of the capital stock equivalent to 500,000.00 euros – corresponding to 500,000 shares (ordinary and/or preferred shares) – can request that items be included on the agenda of the AGM and announced accordingly (Section 122 (2) AktG). In addition, pursuant to Section 87 (4) AktG the AGM may, upon application pursuant to Section 122 (2) sentence 1 AktG, reduce the maximum compensation for the Management Board determined in accordance with Section 87a (1) sentence 2 number 1 AktG.

Applicants are required to prove that they have owned the shares for at least 90 days prior to the date on which the request is received, and that they retain ownership of the shares until the decision on the request by the Management Board. For the calculation of the time of ownership of shares, Section 70 AktG provides: If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a bank, a financial services institution or an enterprise operating under Section 53 (1), sentence 1, or Section 53b (1), sentence 1, or Section 53b (7) of the German Banking Act [Gesetz über das Kreditwesen; KWG] shall be deemed equivalent to owner-

ship. The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he/she has acquired the share without consideration, from his/her trustee, as full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act [Versicherungsaufsichtsgesetz] or Section 14 of the Building Loan Associations Act [Gesetz über Bausparkassen]. A corresponding confirmation from the custodian/depository bank is sufficient validation of compliance with such prerequisites. Section 121 (7) AktG also applies as appropriate. According to said provisions, the date of receipt of the request is not to be included in the count. Shifting the date from a Sunday, a Saturday or a public holiday to a work day before or after cannot be considered. Thus, Sections 187 to 193 of the German Civil Code [BGB] are not applicable.

Each new item must be accompanied by a justification or a formulated resolution. Such supplementary motions together with the justification or a formulated resolution and validation of shareholdings and periods of possession must be addressed and sent to the Management Board and must be received by the Corporation at least 30 days prior to the AGM. The date of the relevant meeting and the date of receipt are not included in count, which means that the item must arrive **by the end of March 16, 2021 (midnight/24:00 hours CEST)**. Shareholders are asked to send corresponding motions exclusively to the following address:

**Henkel AG & Co. KGaA**  
**Management Board of Henkel Management AG**  
**Henkelstrasse 67**  
**40589 Düsseldorf, Germany**

Where the supplementary motions received in good time require publication, they will – unless already announced in the Notice of Convocation – be announced immediately on receipt of the request in the same way as in the case of the Notice of Convocation, i.e. they will be published in the Federal Gazette and sent to those media likely and able to broadcast and disseminate the information on a Europe-wide basis. They will also be made available on the Corporation's website and notified to shareholders together with the Notice of Convocation in accordance with Section 125 (1) sentence 3 AktG.

#### **2. Counter-motions and election nominations submitted by shareholders (Section 126 (1) and Section 127 AktG)**

Shareholders, i.e. holders of ordinary and/or preferred shares, can submit countermotions in relation to proposals submitted by the Personally Liable Partner and/or Supervisory Board or Shareholders' Committee on individual agenda items of the AGM, and may also submit nominations for the elections on the agenda (Section 126 and Section 127 AktG).

Any countermotions (with justification/grounds) or election nominations by shareholders per Sections 126 (1) and 127 AktG should be exclusively submitted to the address immediately below by conventional mail, fax or e-mail; countermotions or election nominations submitted in some other way cannot be considered.

**Henkel AG & Co. KGaA**  
**– Annual General Meeting 2021 –**  
**Investor Relations**  
**Henkelstrasse 67**  
**40589 Düsseldorf, Germany**

**or by fax: +49 (0) 211 798-2863**  
**or by e-mail: info@ir.henkel.com**

Counter motions (including justification) and nominations for election – where applicable with the complementary content required according to Section 127 sentence 4 AktG – that must be made available by the Corporation will be published together with the name of the shareholder on the internet (<https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German)). To qualify for consideration, they must arrive with Henkel AG & Co. KGaA at the aforementioned address by the end of **April 1, 2021 (midnight/24:00 hours CEST)**. Counter motions and nominations for election that have been differently addressed will not be published. Possible statements of the Personally Liable Partner will also be published on the same internet site.

Counter motions to be made available must be provided with a justification. Election nominations to be made available do not need to be justified.

According to Section 126 (2) AktG counter motions by shareholders and their respective justifications do not need to be made available

1. where publication would make the Management Board criminally liable,
2. where the counter motion would lead to a resolution by the AGM which would be contrary to law or infringe the Articles of Association,
3. where the justification is obviously materially incorrect or contains misleading information or defamations/insults,
4. where a counter motion of the shareholder based on the same content and relating to the same issue has already been announced and made available on the occasion of an earlier AGM of the Corporation in accordance with Section 125 AktG,
5. where the same counter motion of the shareholder, with essentially the same justification, has been announced and made available in the last five years on the occasion of at least two AGMs of the Corporation according to Section 125 AktG, and, in the AGM, less than a twentieth portion of the capital stock represented voted in favor of said motion,
6. where the shareholder indicates that he or she does not intend to participate in or be represented at the AGM, or
7. where, in the last two years, the shareholder has not proposed himself or herself, or by proxy, a motion notified by him or her in two AGMs.

Pursuant to Section 127 AktG the above restrictions also apply analogously to the announcement of election nominations. Moreover, nominations for the election of Supervisory Board members and auditors do not need to be made available if

they do not contain the name, profession and domicile of the proposed candidates, or the company and domicile of legal persons, and, in the case of nominations for the election of Supervisory Board members, details relating to memberships of other statutory supervisory boards and oversight committees. Details of their memberships in comparable oversight bodies of commercial enterprises in Germany and abroad should also be included.

The reasoning/justification behind counter motions and election nominations does not need to be made available if it contains more than a total of 5,000 characters. If several shareholders submit counter motions on the same item for resolution, or if they nominate the same candidate for election, the Management Board may unify the counter motions and election nominations together with their justifications.

The Management Board must make proposals available to shareholders for the election of Supervisory Board members – where the above-mentioned requirements for making them available are met – together with the following information:

- Notification of the requirements of Section 96 (2) AktG;
- Notification as to whether an objection has been filed against the overall minimum proportionality requirement per Section 96 (2) sentence 3 AktG; and
- Notification of the minimum number of seats on the Supervisory Board that must be taken by women and by men respectively in order to meet the minimum proportionality requirement per Section 96 (2) AktG.

***Due to the special provisions of the Act to Mitigate the Consequences of COVID-19, the following applies to shareholder motions and election nominations this year:***

According to Section 1 (2) of the Act to Mitigate the Consequences of COVID-19 counter motions or election nominations to be made available in accordance with Sections 126 and 127 AktG will be treated in the virtual Annual General Meeting as if they had been made in the Annual General Meeting, provided that the shareholder making the request has properly registered and provided evidence of his or her shareholding (see detailed explanations under Section IV. Note 3 of the Notice of Convocation of the Annual General Meeting). This does not affect the right of the Chair of the Meeting to have the Administration's proposals voted on first during the voting process. Should the Administration's proposals be accepted with the necessary majority, the counter motions or (alternative) election nominations will be disregarded.

**3. Submission of video statements**

With this concept of a virtual Annual General Meeting without physical participation of the shareholders, the shareholders do not have the opportunity to comment on the Agenda at the Annual General Meeting.

The Personally Liable Partner has therefore decided, with the approval of the Supervisory Board and the Shareholders' Committee, to grant shareholders or their proxies – going beyond the requirements of the Act to Mitigate the Consequences of

COVID-19 – the opportunity to submit statements prior to the Annual General Meeting in the form of video messages relating to the Agenda.

Shareholders who register in due manner and who provide proof of their shareholding in good time, or their proxies, therefore have the opportunity **to submit** statements relating to the Agenda as video messages electronically via the internet-based Henkel InvestorPortal **by no later than the end of April 12, 2021 (24:00 hours/midnight CEST)**.

Such video messages must be limited to a maximum of 3 minutes in length. A neutral background should be used. Only video messages in which shareholders or their proxies appear in person to make the statement are permitted.

Further details of the technical and legal requirements for submitting video messages are available on the Henkel InvestorPortal at <https://www.henkel.com/agm>; <https://www.henkel.de/hv>.

It is intended that the submitted video messages will be published prior to the Annual General Meeting on the Henkel InvestorPortal and that they will be accessible only to duly registered shareholders; where appropriate, they will also be played in the virtual Annual General Meeting, which shareholders and their proxies can follow live in sound and vision via the Henkel InvestorPortal. By submitting a video message, the shareholder or proxy concerned agrees that the video message may be published on the Henkel InvestorPortal and played during the broadcast of the virtual Annual General Meeting.

It should be noted that no legal claim to the publication of a video message shall exist. In particular, the Corporation reserves the right not to publish video messages with offensive or criminally relevant content, obviously false or misleading content or without sufficient reference to the Agenda of the Annual General Meeting, as well as video messages whose duration exceeds three minutes, which have not been submitted by the deadline as specified above or that have been prepared in a language other than German. Only one video message will be published per shareholder. In order to ensure the efficient running of the virtual Annual General Meeting, the Corporation reserves the right to select video messages to be played at the virtual AGM. The Personally Liable Partner will make the selection at its due discretion, taking into account in particular the relevance of the content to the agenda Items, the extent to which the contribution contains new aspects or assessments compared to other contributions recorded, the number of shareholders or shares represented by the submitter, and the duration and sound and image quality of the video message.

It should be noted that questions are to be submitted exclusively by the means described under Note 4 below. If any video statement submitted pursuant to this section contains questions that are not also submitted by the means described in Note 4, such questions shall be disregarded. The same applies to objections or motions and election proposals pursuant to Sections 126 (1), 127 of the German Stock Corporation Act [AktG]; in this respect, only the procedure described under Note 4 or in the Convocation of the Annual General Meeting shall apply.

#### **4. Information rights pursuant to Section 131 (1) AktG and submission of questions pursuant to the Act to Mitigate the Consequences of COVID-19; submission of follow-up questions in the virtual general meeting**

According to Section 131 (1) AktG, each shareholder, i.e. whether a holder of ordinary or preferred shares, may in the AGM verbally request and require of the Personally Liable Partner that it provide information on Corporation matters, the legal and business relations of the Corporation with affiliated entities, and the position of the Group and of companies included in the consolidated financial statements, where such information is necessary to objectively appraise an item on the agenda and there is no valid right of refusal to provide such information.

##### ***Due to the special provisions of the Act to Mitigate the Consequences of COVID-19, the following applies to shareholder information rights this year:***

The shareholders' right to information in the case of a virtual general meeting is significantly restricted by the provisions of Section 1 (2) of the Act to Mitigate the Consequences of COVID-19. Ordinary and preferred shareholders or their proxyholders have the right to submit questions via the internet-based Henkel InvestorPortal. In order to avail themselves of their rights to ask questions, ordinary and preferred shareholders must register properly and provide evidence of their shareholding.

On the basis of Section 1 (2) sentence 2 of the Act to Mitigate the Consequences of COVID-19, the Personally Liable Partner, with the approval of the Supervisory Board and the Shareholders' Committee, has decided that questions from shareholders must be submitted at the latest one day before the Annual General Meeting. The Henkel InvestorPortal will therefore be available for the submission of questions from the **beginning of March 26, 2021 until 24:00 hours/midnight (CEST) on April 14, 2020 at the latest**.

The presentation of the Chairman of the Management Board of the Personally Liable Partner will be available on the internet no later than April 8, 2021 (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>).

The Personally Liable Partner decides at its own dutiful discretion how questions are answered at the virtual Annual General Meeting.

In addition to the above right to ask questions, the Corporation voluntarily grants shareholders or their proxies who meet the requirements for participation in the virtual Annual General Meeting the opportunity, to ask questions at the virtual AGM **on April 16, 2021** by means of electronic communication in accordance with the following provisions:

Shareholders or their proxies may only submit follow-up questions to answers given at the Annual General Meeting to questions that they themselves have previously submitted in due form via the Henkel InvestorPortal by midnight (CEST) on April 14, 2021 at the latest. During the Annual General Meeting, the Chair of the meeting shall determine one or more periods for follow-up questions on the answers given up to that point. The questions must be submitted via the Henkel InvestorPor-

tal only, and must be in German. A maximum of one question per eligible shareholder or proxy is possible for each question previously submitted by him/her in due time via the Henkel InvestorPortal. The Management Board of the Personally Liable Partner shall decide at its own dutiful discretion whether and how to answer such follow-up questions submitted during the Annual General Meeting. In particular, in the interests of the shareholders attending and of the efficient conduct of the Annual General Meeting, it may further limit the number of questions to be answered, combine questions and their answers, and make a suitable selection from among the questions submitted for answering. The Meeting Chair may reasonably limit the time allowed for answering the follow-up questions as a whole or individual follow-up questions.

This voluntary opportunity to ask additional questions during the Annual General Meeting does not constitute a right to ask questions or obtain information. In particular, no information rights pursuant to Section 131 (1) of the German Stock Corporation Act [AktG] arise from this facility. It also does not form part of the right to ask questions granted under Section 1 (2) sentence 1 No. 3 and sentence 2 of the Act to Mitigate the Consequences of COVID-19, which only applies to questions received by the Corporation no later than midnight (CEST) on April 14, 2021 prior to the Annual General Meeting, as explained above.

#### 5. Filing of objections

In derogation from Section 245 No. 1 AktG and waiving the requirement to appear at the Annual General Meeting, ordinary and preferred shareholders or their proxyholders are afforded the opportunity to object to one or more resolutions of the Annual General Meeting by way of electronic communication.

An objection to a resolution of the Annual General Meeting can be filed electronically by ordinary and preferred shareholders or their proxyholders via the **Henkel InvestorPortal** from the **beginning of the Annual General Meeting until its closure** by the Meeting Chair. The notary public has authorized the Corporation to receive objections via the Henkel InvestorPortal and likewise receives the objections via the Henkel InvestorPortal.

#### Information on total number of shares and voting rights according to Section 124a (1) no. 4 AktG

As of the date of this Notice of Convocation of the Annual General Meeting, the capital stock of the Corporation amounted to 437,958,750.00 euros. This is divided into a total of 437,958,750 bearer shares of no par value with a proportional nominal value of 1.00 euro each, of which 259,795,875 are ordinary shares, and 178,162,875 are preferred shares with no voting rights. In the Annual General Meeting ordinary shareholders have one vote per ordinary share whereas holders of preferred shares do not have voting rights; Section 140 (2) sentence 1 AktG likewise does not apply.

The full wording of the relevant regulations of the German Stock Corporation Act and of the Act to Mitigate the Consequences of COVID-19 can be found on the internet under

<http://www.gesetze-im-internet.de/aktg/>

and

[http://www.bmjv.de/SharedDocs/Gesetzgebungsverfahren/Dokumente/Bgbl\\_Corona-Pandemie.](http://www.bmjv.de/SharedDocs/Gesetzgebungsverfahren/Dokumente/Bgbl_Corona-Pandemie.)

Düsseldorf, March 2021

**Henkel AG & Co. KGaA**

