



**Henkel AG & Co. KGaA  
Düsseldorf/Germany**

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**Announcement pursuant to Article 5 (1a) of Regulation (EU) No. 596/2014 and Article 2 (1) of Commission Delegated Regulation (EU) 2016/1052**

**Acquisition of treasury shares for Long-Term Incentive Plan 2020+/Announcement**

In accordance with the Long-Term Incentive Plan 2020+ ("LTI Plan 2020+") adopted by resolution of the Management Board of Henkel AG & Co. KGaA on January 26, 2017, the executives of Henkel AG & Co. KGaA and the executives of the companies affiliated to Henkel AG & Co. KGaA ("Henkel") shall be granted for each performance cycle entitlement to Henkel preferred shares, ISIN DE 0006048432 ("preferred shares"), subject to the fulfillment of their respective plan conditions.

The preferred shares required for this purpose are firstly to be acquired by Henkel through the stock exchange in accordance with Section 71 (1) No. 2 of the German Stock Corporation Act [AktG]. This share buyback shall be solely for the purpose of allocating preferred shares to Henkel executives who are entitled to participate in the Performance Cycle 2017-2020 in accordance with the respective conditions of the LTI Plan 2020+, thus fulfilling obligations arising from an employee share purchase program or other forms of allocation of shares to employees or members of the administrative, management or supervisory bodies (share buyback pursuant to Section 71 (1) No. 2 AktG, Art. 5 (2c) Regulation (EU) No. 596/2014).

Therefore, preferred shares with a value, excluding incidental acquisition costs, of up to EUR 33,376,417.92 ("investment amount") are to be bought back in the period from March 6, 2018 to March 23, 2018. At a market price of currently approx. EUR 106.80 per preferred share (XETRA closing price of March 2, 2018), this corresponds to a total of around 312,514 preferred shares. Should the buyback be transacted at prices different from these prices, the number of preferred shares purchased will change accordingly (with the investment amount remaining unchanged). However, the number of preferred shares purchased in the course of the buyback program must not exceed 375,016 (approx. 0.21% of preferred shares issued). Once the buyback program is completed, the shares will be duly allotted, i.e. the preferred shares purchased will be transferred to the executives eligible to participate; consequently, there will be no impact on the number of preferred shares attracting a dividend.

Postanschrift:  
Henkel AG & Co. KGaA  
40191 Düsseldorf, Deutschland  
Firmensitz:  
Henkelstraße 67  
40589 Düsseldorf, Deutschland  
Telefon: +49 211 797-0  
Telefax: +49 211 798-40 08  
www.henkel.com

Bankverbindungen:  
Deutsche Bank AG, Düsseldorf  
Konto 2 272 409, BLZ 300 700 10  
BIC/SWIFT DEUTDEDD, IBAN  
DE32 3007 0010 0227 2409 00  
Citigroup Deutschland, Frankfurt  
Konto 400 228 116, BLZ 502 109 00  
BIC/SWIFT CITIDEFF, IBAN  
DE03 5021 0900 0400 2281 16

Henkel AG & Co. KGaA  
Sitz: Düsseldorf  
Handelsregister: Amtsgericht  
Düsseldorf, HRB 4724  
Aufsichtsratsvorsitzende:  
Dr. Simone Bagel-Trah  
USt-IdNr. DE 119 429 301

Persönlich haftende Gesellschafterin:  
Henkel Management AG, Sitz: Düsseldorf  
Handelsregister: Amtsgericht  
Düsseldorf, HRB 58139  
Vorstand: Hans Van Bylen (Vorsitzender),  
Jan-Dirk Auris, Carsten Knobel,  
Kathrin Menges, Bruno Piacenza,  
Jens-Martin Schwärzler  
Aufsichtsratsvorsitzende:  
Dr. Simone Bagel-Trah



A bank will be commissioned to carry out the buyback transactions; acting independently, this will make its own decisions on the time of the acquisition of the shares within the aforementioned period, irrespective of and uninfluenced by the Corporation. The right of Henkel AG & Co. KGaA to prematurely terminate the bank's mandate in compliance with the relevant legal requirements, and to commission another bank, remains unaffected. The share buyback process may be stopped, interrupted and resumed at any time in accordance with the relevant legal requirements.

The buyback is to be carried out at the best price and in the best interest of the Corporation and exclusively by means of electronic trading on the Frankfurt Stock Exchange (XETRA). The transactions shall be executed in accordance with the Market Abuse Regulation and Articles 2 to 4 of Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 regarding supplementation of Regulation (EU) No. 596/2014 of the European Parliament and of the Council by technical regulatory standards governing the conditions applicable to buyback programs and stabilization measures. In accordance with these regulations, the purchase price (excluding incidental acquisition costs) for the buyback of shares may not, among other things, exceed the price of the last independently concluded transaction or, if this is higher, that of the highest independent offer currently being made on the stock exchange on which the respective purchase takes place. Orders are not placed during an auction phase and orders placed prior to the start of an auction phase are not changed during this phase. In addition, the bank may not in total acquire more than 25% of the average daily trading volume of shares on the stock exchange on a single day on which the respective purchase takes place. The average daily trading volume is calculated as the average taken over the 20 trading days prior to the actual purchase date.

The transactions shall be disclosed in a manner consistent with the applicable legal requirements no later than at the end of the seventh trading day following their execution.

In addition, Henkel AG & Co. KGaA shall report regularly on the progress of the share buyback program with posts to [www.henkel.de/ir](http://www.henkel.de/ir) or [www.henkel.com/ir](http://www.henkel.com/ir).

Düsseldorf, March 5, 2018

Henkel AG & Co. KGaA

Management Board