

Henkel AG & Co. KGaA, Düsseldorf

Organizational arrangements for the
virtual Annual General Meeting 2020
to be held on June 17, 2020



Dear Shareholder,

Against the background of the COVID-19 pandemic, this year's Annual General Meeting will be held as a virtual event ("virtual Annual General Meeting") **without the physical presence of shareholders or their proxy-holders** (other than the voting proxies nominated by the Corporation).

The legal framework for this is provided by the Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Proceedings of March 27, 2020 ("**COVID-19 Mitigation Act**"), which entered into force on March 28, 2020 (Federal Gazette I page 569).

We would like – also on behalf of the Chair of the Meeting – to provide you with some information on the organizational process of the virtual Annual General Meeting.

1. Notice of Convocation and Agenda

The Notice of Convocation (invitation) to the virtual Annual General Meeting of Henkel AG & Co. KGaA was published in the Federal Gazette on May 6, 2020.

The complete Agenda is also available on the internet (www.henkel.com/agm (English); www.henkel.de/hv (German)).

2. Participation in the virtual Annual General Meeting and exercising your voting rights

Insofar as the Notice of Convocation of the virtual Annual General Meeting and these present explanations refer to "participation" in the Annual General Meeting, this relates to the exercise of shareholders' rights in accordance with Article 2 Section 1 (2) of the COVID-19 Mitigation Act. There shall be no participation in the Annual General Meeting in the sense of Section 118 (1) sentence 2 of the German Stock Corporation Act [AktG].

In order to participate in the virtual Annual General Meeting (shareholders with ordinary and/or preferred shares) – if necessary by proxy – and to exercise voting rights (ordinary shares only), we ask you to register properly and as early as possible, and to request an access card from your custodian/depository bank. Please ensure that, in so doing, you comply with the formalities and deadlines indicated in the section "**Conditions of participation in the virtual Annual General Meeting and of exercising voting rights**" of the Notice of Convocation of the Annual General Meeting. NOTE: Registrations for the canceled Annual General Meeting which was scheduled for April 20, 2020 are not valid for the virtual Annual General Meeting.

Normally, the depository/custodian banks or financial services institutions take care of the registration formalities and presentation of the validation of shareholdings on behalf of their clients. On receipt of the registration and validation of ownership of shares, the registration office will send the shareholders access cards with the necessary access data for participation in the virtual Annual General Meeting via the internet-based

Henkel InvestorPortal together with the corresponding proxy forms or forms for postal voting. In order to ensure the timely receipt of access cards, we ask shareholders wishing to participate in the virtual Annual General Meeting to ensure that their registration and validation are sent as early as possible or to request an access card from their depository/custodian bank.

With this access card and the information contained therein, you can

- follow the entire Annual General Meeting live in sound and vision via the internet-based Henkel InvestorPortal;
- exercise your voting rights (ordinary shares only) by using a form or the facility provided on the internet-based Henkel InvestorPortal
 - to issue to voting proxies nominated by the Corporation a power of representation (aka power of attorney, aka proxy) and instructions as to how to vote on the resolutions proposed by the Administration at the Annual General Meeting (ordinary shares only); or
 - to exercise your voting rights by way of a postal vote; or
 - to authorize a third party to exercise your voting rights in the manner described above;
- use the opportunity afforded to ordinary and preferred shareholders to ask questions or to file an objection to a resolution of the Annual General Meeting via the internet-based Henkel InvestorPortal.

3. Issuing powers of representation and instructions to the voting proxies nominated by the Corporation

We offer you the possibility of proxy voting by employees of our Corporation. The Corporation has nominated Mr. Heinz Nicolas and Dr. Michael Schmitt as voting proxies with individual powers of representation. Both gentlemen are employees of Henkel AG & Co. KGaA. The voting proxies are authorized to exercise voting rights by your powers of representation only to the extent that your shares embody voting rights (ordinary shares only) and you have issued express instructions on the individual items on the Agenda. The voting proxies are obliged to vote on the individual Agenda items according to your instructions; they may not exercise voting rights at their own discretion.

Powers of representation and instructions to the voting proxies nominated by the Corporation can be issued

- either by using a form submitted by post, by fax or by e-mail
- or via the internet-based Henkel InvestorPortal.

To issue powers of representation (proxies) and instructions by post, fax or e-mail, please use the form provided in the lower front section of the access card. Fill out the form with your instructions and please do not forget to sign it before sending it. Please send the completed and signed form by post, fax or

e-mail (front and back) to the address indicated on the form **by June 15, 2020 (24:00 hours/midnight CEST) at the latest.**

Proxies and instructions received later by post, fax or e-mail cannot be considered. Please note that we have no influence on postal delivery times.

You can also authorize and instruct your voting proxies via the internet-based Henkel InvestorPortal (see Note 8). With this method, proxies and instructions can be issued **until the day of the Annual General Meeting up to the start of voting.**

Please note that voting proxies cannot accept instructions or commissions to speak, or file objections against Annual General Meeting resolutions, nor can they accept instructions or commissions relating to procedural motions, ask questions or table motions.

4. Issuing powers of representation to third parties

Ordinary shareholders may exercise their votes through a proxy-holder (authorized representative). In this case, too, shareholders need to properly register and present validation of their share ownership as stipulated.

Powers of representation are assigned by completing the proxy form printed on the back of the access card and handing the access card with the access data for the Henkel InvestorPortal to the proxy-holder.

Alternatively, powers of representation can also be issued using the data on the access card via the internet-based Henkel InvestorPortal (see Note 8). If you use the internet-based Henkel InvestorPortal provided by us, please inform your proxy-holder that the power of representation has been issued by this means and give them your access card(s). The use of the access data by the proxy-holder is also regarded as proof of authorization.

Please draw the attention of your proxy-holder specifically to the statements on data protection and the disclosure of personal data.

In the event that intermediaries within the meaning of Section 135 of the German Stock Corporation Act [AktG] as amended by the Act Implementing the Second Shareholders' Rights Directive ("ARUG II"), or persons within the meaning of Section 135 (8) AktG, in particular shareholders' associations or voting rights advisors, are authorized as proxy-holders, there is no legal requirement for the text form, nor do the Corporation's Articles of Association contain any special provisions in this regard. For this group of proxy-holders, therefore, the assignment of powers of representation should be as required by the assignee (i.e. the prospective proxy-holder). According to the law in such cases, the power of representation must be granted to a specific authorized representative and be verifiably recorded by that person as the authorized assignee. The proxy form must also be complete and may only contain declarations relating to

the exercise of voting rights. However, a violation of this and certain other requirements specified in Section 135 AktG for the authorization of an intermediary, a shareholders' association, a voting rights advisor or an equivalent person per Section 135 (8) AktG does not affect the validity of voting in accordance with Section 135 (7) AktG.

Please note the following in connection with the assignment of powers of representation this year:

This year's Annual General Meeting of the Corporation will be held as a virtual general meeting without the physical presence of shareholders or their proxy-holders (other than voting proxies nominated by the Corporation). This means that even if a bank, shareholders' association or other third party is authorized to act as proxy-holder, the actual vote must ultimately be cast by the voting proxies nominated by the Corporation (see Note 3), or by the authorized proxy-holder by postal vote (see Note 5).

5. Exercising your voting rights by post

You can also cast your votes on the individual Agenda items at the Annual General Meeting (ordinary shares only) by postal vote.

Postal voting can be effected

- either by using a form submitted by post, by fax or by e-mail
- or via the internet-based Henkel InvestorPortal.

To vote by post, fax or e-mail, please use the form provided on the lower front section of the access card. Fill out the form with your votes and please do not forget to sign it before sending it. Please send the completed and signed form by post, fax or e-mail (front and back) to the address indicated on the form **by June 15, 2020 (24:00 hours/midnight CEST) at the latest.**

Postal votes received later by post, fax or e-mail cannot be considered. Please note that we have no influence on postal delivery times.

You can also exercise your voting rights (postal vote) via the internet-based Henkel InvestorPortal (see Note 8). With this method, postal votes can be submitted **until the day of the Annual General Meeting up to the start of voting.**

Please note, however, that when selecting the postal voting option, you will not be able to vote on countermotions submitted or on nominations for election newly submitted in the course of the Annual General Meeting. Similarly, the postal voting option means that you will not have an opportunity to speak, ask questions or table motions.

6. Procedure for the electronic submission of questions

This year, ordinary and preferred shareholders or their proxy-holders have the opportunity to submit questions via the internet-based Henkel InvestorPortal (see Note 8). 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 Article 2 Section 1 (2) sentence 2 of the COVID-19 Mitigation Act, 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 two days before the Annual General Meeting. The Henkel InvestorPortal will therefore be available for the submission of questions from the **beginning of May 27, 2020 until 24:00 hours/midnight (CEST) on June 14, 2020 at the latest.**

Shareholders do not have a right to request information in the sense of Section 131 AktG. Instead, the questions will be answered at the Annual General Meeting at the Personally Liable Partner's dutiful, free discretion, i.e. the Personally Liable Partner does not have to answer all questions, can summarize or unify questions and may select meaningful questions in the interest of the shareholders. It may also give preference to shareholder associations and institutional investors with significant numbers of voting rights. Questions not submitted in German will not be answered.

The questions will be answered at the Annual General Meeting – with the name and place of residence of the shareholder concerned also being stated where appropriate.

7. Procedure for the electronic 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 proxy-holders are afforded the opportunity to object to one or more resolutions of the Annual General Meeting via the internet-based Henkel InvestorPortal (see Note 8).

An objection to a resolution of the Annual General Meeting can be filed by ordinary and preferred shareholders or their proxy-holders via the internet-based 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.

8. Access to and use of the Henkel InvestorPortal Initial system registration

You can access the system via the Corporation's website at www.henkel.de/hv (German version) or www.henkel.com/agm (English version). Clicking on the "Annual General Meeting" link will take you to the Henkel InvestorPortal.

If you receive several access cards, please note that you must register separately with each access card (ordinary and/or preferred shares) in order to exercise the rights associated with the respective shares.

When you register for the first time, you will be asked to first enter the five-digit number of your access card and the single check digit in the fields provided. Then click CONTINUE and enter your individual six-digit "internet access code" which was also printed on the front of your access card.

Click on REGISTER and then please accept our terms and conditions of use. You will then be offered the following options:

1. Issuing powers of representation with instructions to the voting proxies nominated by the Corporation
2. Issuing powers of representation to third parties
3. Exercising your voting rights by post
4. Tabling questions and filing objections on the record

Re-accessing the system

You can access the Henkel InvestorPortal again by entering your access card number, the check digit and your internet access code.

8.1 Electronic issuance of powers of representation and instructions to voting proxies / Changes, revocation

Please follow the respective on-screen instructions.

Authorization of and instructions to the voting proxies via the internet-based Henkel InvestorPortal must be received **no later than the day of the Annual General Meeting** up to the start of voting.

You can access the system any time in order to revoke proxy authorizations (i.e. powers of representation) and change instructions. **Revocations and changes** must likewise be received **no later than the day of the Annual General Meeting** up to the start of voting.

8.2 Electronic issue of powers of representation to third parties / Revocation

Please follow the respective on-screen instructions.

Authorization of a third party as a proxy-holder via the internet-based Henkel InvestorPortal must be received **no later than the day of the Annual General Meeting** up to the start of voting.

When authorizing a third party as a proxy-holder electronically, please note that this third party must actively participate in the vote in order to exercise your voting rights, either by exercising voting rights by postal vote, or by issuing powers of representation and instructions to the voting proxies nominated by the Corporation. We will not notify any third party authorized by you of the authorization. So please make sure you coordinate your requirements with your authorized representative (proxy-holder) and give them your access card(s).

You can access the system any time in order also to revoke the electronically issued powers of representation to a third party

via the Henkel InvestorPortal. The **revocation** must be received **no later than the day of the Annual General Meeting** up to the start of voting. Please ensure that you inform your proxy-holder of the revocation.

8.3 Electronic exercising of voting rights (postal vote)/ Changes, revocation

Please follow the respective on-screen instructions.

The **exercising of voting rights** via the internet-based Henkel InvestorPortal must occur **no later than the day of the Annual General Meeting** up to the start of voting.

You can access the system at any time in order to revoke or change your electronically submitted votes. **Revocations and changes** must likewise be implemented **no later than the day of the Annual General Meeting** up to the start of voting.

8.4 Electronic submission of questions

Please follow the respective on-screen instructions.

Submitted questions can be viewed until the end of the time period for the submission of questions mentioned below but they cannot be edited.

The internet-based Henkel InvestorPortal will be available for the submission of questions from the beginning of May 27, 2020 until 24:00 hours/midnight (CEST) on June 14, 2020 at the latest.

8.5 Electronic filing of objections

Please follow the respective on-screen instructions.

Submitted objections can be viewed but they cannot be edited anymore.

The notary public has authorized the Corporation to receive objections via the internet-based Henkel InvestorPortal and likewise receives the objections via the Henkel InvestorPortal.

The internet-based Henkel InvestorPortal is available to you for filing an objection from the beginning of the Annual General Meeting until its closure by the Meeting Chair.

9. Additional legal advisories / Disclaimer

a) Multiple exercise of voting rights / Order of precedence

If both postal votes and proxies / instructions are received, the postal votes will be given precedence. If, moreover, different declarations are received by different means of transmission and it is not possible to identify which one was made last, they will be considered in the following order: (1) Received through the Henkel InvestorPortal; (2) Received by e-mail; (3) Received by fax; (4) Received in paper form.

b) Powers of representation and instructions to voting proxies nominated by the Corporation

As authorized representatives, the voting proxies are subject to the shareholders' instructions regarding the exercise of voting rights and shall vote exclusively in accordance with those instructions issued to them. The Management Board has no authority to issue instructions regarding the voting behavior of the voting proxies.

The instructions to the voting proxies under Item 2 on the Agenda of the Annual General Meeting also apply in the event that the Annual General Meeting is presented with a proposal for the appropriation of profits that is adjusted in line with the number of shares entitled to dividends.

Should an individual vote be taken on an Agenda item, the instruction issued for this Agenda item shall apply accordingly to each aspect of the individual vote.

If you have granted the voting proxies nominated by the Corporation power of representation but have not issued any instructions, you will be deemed as having abstained.

Where you have authorized voting proxies nominated by the Corporation to represent you, both their names and the name of you as the shareholder will be entered in the attendance register for the Annual General Meeting.

The voting proxies may not be instructed to request to speak, to file objections to resolutions, to propose procedural motions, to ask questions or to table motions for resolution.

The voting proxies have no influence on the voting instructions and are neither entitled nor able to intervene in the technical processes involved.

The voting proxies are permitted to issue sub-proxies. In order not to jeopardize the exercise of shareholders' voting rights, the voting proxies will, as a precautionary measure, grant sub-proxies internally to other employees of the Corporation so that due representation is ensured on the day of the Meeting. Employees authorized by such sub-proxies shall be subject to the same aforementioned principles and regulations.

c) Postal vote

Votes cast in respect of Item 2 on the Agenda of the Annual General Meeting shall also apply in the event that the Annual General Meeting is presented with a proposal for the appropriation of profits that is adjusted in line with the number of shares entitled to dividends.

Should an individual vote be taken on an Agenda item, the votes cast for this Agenda item shall apply accordingly to each aspect of the individual vote.

When voting by postal vote, you will not be listed as a participant in the Annual General Meeting. In these cases, your name will not be included in the list of participants or otherwise disclosed.

d) Use of the internet service, stability and availability / Disclaimer

When you receive your access card, please make sure that the mail shows no signs of tampering and that you then keep your internet access code safe. If you suspect any form of misuse/tampering or illicit online usage, please contact the hotline +49 (0) 89 30903-6321 immediately.

The availability, functionality, stability and reliability of the internet-based Henkel InvestorPortal, as well as the internet transmission of the Annual General Meeting, may be subject to technical fluctuations and disruptions. Neither Henkel AG & Co. KGaA, nor the voting proxies you have authorized or the service providers employed have any influence on the availability, functionality, stability and reliability of the telecommunications network, the internet services used or third-party network elements. If, despite all security precautions taken, we detect unauthorized external interference with the data stored for the purpose of exercising voting rights via the internet and managed in accordance with the Federal Data Protection Act or Regulation (EU) 2016/679 (General Data Protection Regulation), we reserve the right to interrupt or prematurely terminate the use of the system without further notice. In this case, only those votes cast via the internet (postal voting) or proxies, instructions and powers of representation issued to third parties will be taken into account where manipulation can be reasonably discounted. The same applies to the submission of questions or filing of objections via the internet-based Henkel InvestorPortal.

Henkel AG & Co. KGaA and the voting proxies authorized by you assume no warranty or liability for the functionality, availability, stability and reliability of the internet-based Henkel InvestorPortal or for access to the system, including the internet services used and the network elements of third parties. Furthermore, Henkel AG & Co. KGaA and the voting proxies authorized by you assume no responsibility, other than in cases of intent or gross negligence, for errors and defects in the hardware and software used for exercising voting rights via the internet, including that of the service providers employed. The same applies to the submission of questions or filing of objections via the internet-based Henkel InvestorPortal.

We recommend that you make use of our internet service early enough to ensure that you can still vote by post or issue powers of representation and instructions in good time using the appropriate form and sending it by conventional post, by fax or by e-mail.

e) Advisories concerning shareholder data protection

We process personal data (such as name, address, number of shares, class of shares, type of ownership of shares and access card number) on the basis of applicable data protection law in order to enable shareholders to participate in – and exercise their rights at – the Annual General Meeting.

The processing of your personal data is legally mandatory for your participation in the virtual Annual General Meeting, in particular for exercising voting rights and viewing the complete transmission of the virtual Annual General Meeting in sound and vision, and also to enable the Meeting to be conducted in this form. The data controller, i.e. the entity responsible for processing the data in question, is Henkel AG & Co. KGaA, Henkelstrasse 67, 40589 Düsseldorf, Germany. The legal framework for the processing of such data is provided by Article 6 (1) sentence 1 point c) of the EU General Data Protection Regulation (GDPR) in conjunction with Sections 118 ff. of the German Stock Corporation Act [AktG] and Article 1 Section 1 of the COVID-19 Mitigation Act.

Henkel AG & Co. KGaA is broadcasting the Annual General Meeting on the internet via the Henkel InvestorPortal and is enabling shareholders' rights to be exercised via the Henkel InvestorPortal. The personal data of shareholders who submit questions or object to resolutions of the Annual General Meeting may be processed. The legal framework for the processing of such data is provided by Article 6 (1) sentence 1 point f) GDPR.

The service providers of Henkel AG & Co. KGaA appointed for the purpose of preparing and conducting the Annual General Meeting receive from Henkel AG & Co. KGaA only such personal data as are necessary for the execution of the commissioned service, and process the data exclusively in accordance with instructions issued by Henkel AG & Co. KGaA. All employees of Henkel AG & Co. KGaA and the employees of commissioned service providers who have access to and/or process personal data relating to shareholders or shareholder representatives are obliged to treat such data as confidential.

Henkel AG & Co. KGaA erases the personal data of shareholders and shareholder representatives in accordance with the statutory provisions, in particular if the personal data are no longer necessary for the original purposes of collection or processing, if the data are no longer required in connection with any administrative or legal proceedings, and if there are no statutory retention obligations.

Under the statutory conditions created, shareholders or shareholder representatives have the right to obtain information about their personal data which have been processed and to request the rectification or erasure of their personal data or the restriction of processing. You can exercise these rights against Henkel AG & Co. KGaA free of charge via the e-mail address

datenschutz@henkel.com. In addition, shareholders or shareholder representatives have a right of appeal to the supervisory authorities. If personal data are processed on the basis of Article 6 (1) sentence 1 point f) GDPR, shareholders or shareholder representatives also have a right of objection under the statutory conditions created.

You can contact Henkel's Data Protection Officer by post at the following address:

Henkel AG & Co. KGaA
– Data Protection Officer –
Henkelstrasse 67
40589 Düsseldorf, Germany

or by fax at: +49 (0) 211 798-12137

or by e-mail at: datenschutz@henkel.com

You will find further data protection information on the website of Henkel AG & Co. KGaA at www.henkel.com/agm; www.henkel.de/hv.

Hotline

If you have any questions, please do not hesitate to contact our telephone hotline on +49 (0) 89 30903-6321 or e-mail our agents at aktionarsportal@computershare.de.

Düsseldorf, May 2020

Kind regards,

Henkel AG & Co. KGaA

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