

CONVOCATION OF

ANNUAL

GENERAL

MEETING

2023



OVERVIEW WITH DISCLOSURES PURSUANT TO SECTION 125 OF THE GERMAN STOCK CORPORATION ACT [AKTG] IN CONJUNCTION WITH TABLE 3 OF IMPLEMENTING REGULATION (EU) 2018/1212

A. Content of notification

1. Unique event identifier:

Annual General Meeting of Henkel AG & Co. KGaA
(3ad9ed508291ed11813e005056888925)

2. Type of notice:

Notice of Convocation of Annual General Meeting

B. Specification of issuer

1. ISIN:

Ordinary shares DE0006048408
Preferred shares DE0006048432

2. Name of issuer:

Henkel AG & Co. KGaA

C. Specification of general meeting

1. Date of general meeting:

April 24, 2023

2. Time of general meeting:

10:00 a.m. (CEST) (corresponding to 8:00 a.m. UTC)

3. Type of general meeting:

Annual General Meeting with physical presence of shareholders or their proxies as a physical general meeting

4. Location of general meeting:

Congress Center Düsseldorf,
Entrance: "CCD Stadthalle",
Rotterdammer Strasse 141,
40474 Düsseldorf, Germany

5. Record date:

April 2, 2023

6. General meeting website/URL:

<https://www.henkel.com/agm>;
<https://www.henkel.de/hv>

Further information relating to convocation of general meeting (Blocks D to F of Table 3 of Annex to Implementation Regulation (EU) 2018/1212):

Further information on participation in the Annual General Meeting (Block D), the agenda (Block E) and details of the deadlines for exercising other shareholder rights (Block F) can be found on the following website:
<https://www.henkel.com/agm>

AGENDA AT A GLANCE

Annual General Meeting 2023

1. Presentation of the annual financial statements, the consolidated financial statements and the combined management report relating to Henkel AG & Co. KGaA and the Henkel Group, each as approved and endorsed by the Supervisory Board, and the report of the Supervisory Board for fiscal 2022. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for fiscal 2022
2. Resolution on the appropriation of profit
3. Resolution to approve and ratify the actions of the Personally Liable Partner
4. Resolution to approve and ratify the actions of the members of the Supervisory Board
5. Resolution to approve and ratify the actions of the members of the Shareholders' Committee
6. Resolution on the appointment for fiscal 2023 of the auditor of the annual financial statements and the consolidated financial statements and of the examiner for financial review of the financial report for the first six months of the fiscal year
7. Resolution on a by-election to the Supervisory Board
8. Resolution to approve the 2022 remuneration report
9. Resolution to approve the 2023 remuneration policy for members of the Management Board
10. Resolution on the addition of a new paragraph 4 to Article 19 of the Articles of Association to enable the convocation of future virtual annual general meetings
11. Resolution on the addition of a new paragraph 7 to Article 23 of the Articles of Association to enable members of the Supervisory Board to participate in the Annual General Meeting by means of video and audio transmission
12. Resolution on the authorization pursuant to Section 71 (1) No. 8 AktG (German Stock Corporation Act) to acquire and use treasury shares and to exclude pre-emptive subscription and tender rights, on the retirement of acquired treasury shares, and on capital reduction
13. Resolution on the authorization to use equity derivatives in connection with the acquisition of treasury shares pursuant to Section 71 (1) No. 8 AktG (German Stock Corporation Act), to exclude pre-emptive subscription and tender rights and to acquire treasury shares via multilateral trading facilities
14. Resolution on the approval of conclusion of a control and profit and loss transfer agreement between Henkel AG & Co. KGaA (controlling entity) and Henkel IP Management and IC Services GmbH (controlled entity)

NOTICE OF CONVOCAATION OF ANNUAL GENERAL MEETING 2023 HENKEL AG & CO. KGAA, DÜSSELDORF

German Securities Identification Numbers

(Wertpapier-Kenn-Nummern):

Ordinary shares 604840

Preferred shares 604843

International Securities Identification Numbers:

Ordinary shares DE0006048408

Preferred shares DE0006048432

The shareholders of our Corporation
are hereby invited to attend our

Annual General Meeting

taking place on

Monday, April 24, 2023, at 10:00 a.m. (CEST)

(corresponds to 8:00 a.m. UTC),

at

Congress Center Düsseldorf,

Entrance: "CCD Stadthalle,"

Rotterdammer Strasse 141,

40474 Düsseldorf,

Germany

Admission is from 8:30 a.m. CEST

I. AGENDA

1. Presentation of the annual financial statements, the consolidated financial statements and the combined management report relating to Henkel AG & Co. KGaA and the Henkel Group, each as approved and endorsed by the Supervisory Board, and the report of the Supervisory Board for fiscal 2022. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for fiscal 2022

The aforementioned documents also contain the corporate governance statement, including the corporate governance report, as well as the disclosures pursuant to Sections 289a (1) and 315a (1) HGB (German Commercial Code), each as most recently amended.

Pursuant to Section 171 AktG, the Supervisory Board has approved and endorsed the annual financial statements and the consolidated financial statements prepared by the Personally Liable Partner. Pursuant to Section 286 (1) AktG, it is proposed that the annual financial statements be approved and adopted by the Annual General Meeting; the other aforementioned documents shall be made available to the Annual General Meeting without the requirement of further resolution. They are available on the internet at <https://www.henkel.de/hv>

(German) and <https://www.henkel.com/agm> (English) and will be viewable during the Annual General Meeting.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the annual financial statements, stating an unappropriated profit of 1,741,912,480.98 euros, be approved as presented.

2. Resolution on the appropriation of profit

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the unappropriated profit of Henkel AG & Co. KGaA for fiscal 2022 in the amount of 1,741,912,480.98 euros be applied as follows:

- a) Payment of a dividend for fiscal 2022 of 1.83 euros per eligible ordinary share (256,882,347 shares)
= 470,094,695.01 euros
 - b) Payment of a dividend for fiscal 2022 of 1.85 euros per eligible preferred share (165,208,354 shares)
= 305,635,454.90 euros
 - c) Carried forward as retained earnings
= 966,182,331.07 euros
- = 1,741,912,480.98 euros

The proposal for the appropriation of profit takes into account 2,913,528 treasury ordinary shares and 12,954,521 treasury preferred shares, held directly or indirectly by the corporation as of the reporting date December 31, 2022, which – pursuant to Section 71b AktG – are not eligible for dividends. Should the number of no-par value shares eligible for dividends from the past fiscal year 2022 change by the time of the Annual General Meeting, a correspondingly adjusted proposal for resolution will be submitted to the Annual General Meeting providing for an unchanged distribution of 1.83 euros per eligible ordinary share and 1.85 euros per eligible preferred share, with corresponding adjustment of distribution totals and the profit carried forward as retained earnings.

Pursuant to Section 58 (4) sentence 2 AktG, dividends are payable on the third business day following the resolution by the Annual General Meeting, i.e. on Thursday, April 27, 2023.

3. Resolution to approve and ratify the actions of the Personally Liable Partner

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the actions of the Personally Liable Partner be approved and ratified for fiscal 2022.

4. Resolution to approve and ratify the actions of the members of the Supervisory Board

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Supervisory Board officiating in fiscal 2022 be approved and ratified for that fiscal year.

5. Resolution to approve and ratify the actions of the members of the Shareholders' Committee

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Shareholders' Committee officiating in fiscal 2022 be approved and ratified for that fiscal year.

6. Resolution on the appointment for fiscal 2023 of the auditor of the annual financial statements and the consolidated financial statements and of the examiner for financial review of the financial report for the first six months of the fiscal year

Concurring with the recommendations of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers

GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, be appointed for fiscal 2023 as auditor of the annual financial statements and of the consolidated financial statements and as examiner for review of the report for the first six months of the fiscal year.

Neither the recommendation by the Audit Committee to the Supervisory Board nor the Supervisory Board's proposal was unduly influenced by any third party. Similarly, there were no regulations in place pursuant to Article 16 (6) of the EU Statutory Audit Regulation that might have limited the options for auditor selection.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, has been the auditor for the Henkel Group since fiscal 2020. Mr. Michael Reuther (as public auditor responsible for the audit) and Dr. Peter Bartels have, since fiscal 2020, each signed off the consolidated financial statements and the annual financial statements of Henkel AG & Co. KGaA as auditors.

7. Resolution on a by-election to the Supervisory Board

Prof. Dr. Michael Kaschke has resigned as a shareholder representative with effect from the end of the 2023 Annual General Meeting and will therefore leave the Supervisory Board at the end of this Annual General Meeting, giving rise to the need for a by-election.

Compliant with Section 96 (1) AktG in conjunction with Section 7 (1) sentence 1 No. 2 of the German Codetermination Act 1976 and Article 12 (1) of the Articles of Association, the Supervisory Board consists of eight shareholder representatives and eight employee representatives. Pursuant to Section 96 (2) sentence 1 AktG, the Supervisory Board must consist of at least 30 percent women and at least 30 percent men (statutory minimum proportion).

The minimum proportion applies to the Supervisory Board as a whole. If, on the basis of a resolution passed by a majority vote prior to the election, the shareholder and/or employee representatives present to the Chair of the Supervisory Board their opposition to such overall proportionality, the minimum proportion for this election must be met separately by the shareholders side and the employees side (Section 96 (2) sentence 3 AktG). In all cases, fractional numbers shall be rounded up or down to whole persons in line with conventional mathematical rules.

Both the shareholder representatives and the employee representatives objected in accordance with Section 96 (2) sentence 3 AktG to overall proportionality, meaning that at least two seats on the Supervisory Board must be occupied by women and men on both sides in order to meet the statutory minimum proportion.

Of the shareholder representatives, three women and five men currently sit on the Supervisory Board, meaning that the minimum proportion is currently met by the shareholder representatives.

The proposal for election below corresponds to the recommendation of the Nominations Committee and, in addition to complying with the aforementioned statutory provisions and with due consideration being given to the company-specific situation in accordance with Recommendation C.1 of the German Corporate Governance Code (GCGC), takes into account the objectives adopted by the Supervisory Board for its composition and the competency profile as drawn up by the Supervisory Board for the corporate body as a whole. The competency profile for the corporate body as a whole (diversity concept) is included in the corporate governance statement published in the 2022 Annual Report. In the event of said election, the statutory minimum proportion pursuant to Section 96 (2) sentence 1 AktG continues to be fulfilled, i.e. each gender is represented with at least two seats on the shareholder representatives' side.

The Supervisory Board proposes that

Mr. Laurent Martinez

Chief Financial Officer of Alstom S.A.,
Saint-Ouen-sur-Seine, France

Memberships of statutory supervisory boards

in Germany:

None

Memberships of oversight bodies in Germany or abroad comparable to statutory supervisory/administrative boards in Germany:

Alstom Group:

Alstom Holdings (Chair), France

be elected with effect from the end of this Annual General Meeting as a shareholder-representative member of the Supervisory Board for the remaining term of office of the Supervisory Board, i.e. for the period up to expiry of the Annual General Meeting which resolves on approval and ratification of the actions of the Supervisory Board for fiscal 2023 (expiry of Annual General Meeting 2024).

Pursuant to Recommendation C.13 GCGC, it is declared that, in the considered opinion of the Supervisory Board, there are no personal or business relationships of the candidate or a close member of the candidate's family with Henkel AG & Co. KGaA or its Group companies, the corporate bodies of Henkel AG & Co. KGaA or a shareholder with a material interest in Henkel AG & Co. KGaA that an objectively judging shareholder would regard as material in the candidate's decision to stand for election. In the considered opinion of the Supervisory Board, Mr. Laurent Martinez is independent within the meaning of Recommendation C.6 GCGC.

The curriculum vitae of Mr. Laurent Martinez can be found in the appendix to this Notice of Convocation.

8. Resolution to approve the 2022 remuneration report

Pursuant to Section 120a (4) sentence 1 AktG, the general meeting of a listed company must resolve on the approval of the remuneration report as prepared by the management board and supervisory board and as audited in accordance

with Section 162 AktG. The resolution adopted creates neither rights nor obligations. It is not contestable per Section 243 AktG.

In compliance with Section 162 (3) AktG, the remuneration report was examined by the auditors to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG have been made. In addition to the statutory requirements, the auditor also examined the content of the report. The audit opinion on the remuneration report is appended to the remuneration report.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the 2022 remuneration report, prepared and audited in accordance with § 162 AktG, be approved.

The remuneration report together with the audit opinion is included after the Agenda in Section II. of this Notice of Convocation. In addition, the remuneration report is available on the internet from the time of convocation of the Annual General Meeting (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>). Reference is made to the associated statements for the purpose of the resolution.

9. Resolution to approve the 2023 remuneration policy for members of the Management Board

Pursuant to Section 120a (1) sentence 1 AktG, the general meeting of a listed company must resolve on the approval of the remuneration policy for executive board members presented by the company's supervisory board whenever there is a significant change to said remuneration policy, and at least every four years. The resolution adopted creates neither rights nor obligations. It is not contestable per Section 243 AktG. A resolution confirming the remuneration policy is permitted.

At Henkel, in contrast to German joint stock corporations (Aktiengesellschaften, abbreviated AG), the Supervisory Board of Henkel Management AG is responsible for the appointment and dismissal of members of the Management Board, the content of Management Board executive contracts, the allocation of responsibilities, and the remuneration of Management Board executives. After prior discussion in the Personnel Committee of the Shareholders' Committee of Henkel AG & Co. KGaA, the relevant resolutions are adopted by the Supervisory Board of Henkel Management AG, comprising three members of the Shareholders' Committee.

The current remuneration policy for members of the Management Board of Henkel Management AG was approved with a majority of around 98.5 percent by the 2021 Annual General Meeting on April 16, 2021. Against the background of our evolving ambitions and strategic priorities, and taking

into account the discussions held with shareholders or shareholder representatives and investors on the design of the remuneration policy, and in particular on a stronger emphasis on sustainability aspects of remuneration, the Supervisory Board of Henkel Management AG has reviewed the remuneration policy of the Management Board on which its compensation is based. In accordance with the recommendations of the Personnel Committee of the Shareholders' Committee, the Supervisory Board of Henkel Management AG resolved – in addition to editorial revisions and clarifications – to implement with no change to total remuneration the following material modifications, effective from fiscal 2023, subject to presentation of said modified remuneration policy to the 2023 Annual General Meeting of Henkel AG & Co. KGaA:

Short Term Incentive (STI):

- The structure of Management Board remuneration has been simplified by abolishing the share deferral for the STI and allocating the STI amount to be used on the previous share deferral in smaller parts to the basic remuneration (basic salary) and in larger parts to the LTI.
- As a result, future STI payouts will no longer include the annual obligation to purchase Henkel preferred shares – unless otherwise stated in the Share Ownership Guideline rules.
- The benchmark parameters remain unchanged:
 - Bonus: Adjusted sales and adjusted earnings per preferred share, each weighted at 50 percent.
 - Individual multiplier by which the bonus is multiplied in the range from 0.8 to 1.2, depending on the achievement of individual targets.

Long Term Incentive (LTI):

- The current LTI is to be replaced by a Performance Share Plan (virtual share plan).
- Benchmark parameters: In addition to adjusted ROCE with a weighting of 60 percent, the relative performance of Henkel preferred shares compared to other companies (relative total shareholder return), with a weighting of 20 percent, and ESG targets with a total weighting of 20 percent, serve as performance benchmarks for determining the final number of virtual shares.
- In future, payout will occur after four years instead of three.

Share Ownership Guideline:

- The Share Ownership Guideline obligation for the Chair of the Management Board to acquire as many Henkel preferred shares as equates to 200 percent of their basic remuneration and for all other Management Board members to acquire as many shares as equates to 100 percent of their basic remuneration, remains unchanged. Existing shareholdings are offset against this requirement.
- Until this target amount is reached, the Management Board members are required to invest at least 25 percent of the (net) payout from the performance-related remuneration components (STI and LTI) in preferred shares of Henkel.
- The shares are to be held for the duration of the Management Board tenure. Once the required amount has been invested, there is no obligation to purchase further shares if the share price should subsequently change.

This further development means that the remuneration policy will contribute even more to the promotion of our business strategy and the long-term development of Henkel.

The thus modified remuneration policy for the Management Board, including the changes effective January 1, 2023, is described and explained under III. of this Notice of Convocation. Reference is made to the associated statements for the purpose of the resolution.

Section 124 (3) AktG provides for a resolution to be proposed by the Supervisory Board for adoption by the Annual General Meeting on the approval of the remuneration policy. As explained, due to the legal form of the corporation, rather than the Supervisory Board of the company it is the Supervisory Board of Henkel Management AG that – after prior discussion in the Personnel Committee of the Shareholders' Committee – is responsible for determining the remuneration policy. This notwithstanding, the Supervisory Board of the company, in consultation with the Supervisory Board of Henkel Management AG and the Shareholders' Committee of the corporation, proposes that this further developed system of remuneration for members of the Management Board, applicable from fiscal 2023, be approved.

10. Resolution on the addition of a new paragraph 4 to Article 19 of the Articles of Association to enable the convocation of future virtual annual general meetings

Section 118a AktG, newly introduced by the Act on the Introduction of Virtual Stockholders' Meetings of Stock Corporations and Amendment of Other Provisions of July 20, 2022 (Federal Law Gazette of July 26, 2022, pages 1166 ff.), allows provision in the Articles of Association for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (so-called virtual general meeting). The Articles of Association may also authorize the Management Board to provide for the holding of a virtual general meeting. A corresponding provision in the Articles of Association must be limited in time, with a maximum period of five years from the date of entry of the corresponding amendment to the Articles of Association in the corporation's Commercial Register.

Based on the positive experience gained over the past three years, the Personally Liable Partner, the Shareholders' Committee and the Supervisory Board are of the opinion that the virtual general meeting format has fundamentally proven its worth as such and that the option of holding Annual General Meetings virtually in the future, if necessary, should be retained, especially since it is not certain whether it will always be permissible and justifiable to hold physical Annual General Meetings in the future in view of a pandemic situation or other obstacles.

The virtual general meeting in the format provided for by the corresponding new provisions in the German Stock Corporation Act [AktG] adequately safeguards the rights of shareholders and, in particular, provides for direct interaction between shareholders and the management during the meeting in a manner similar to the conventional Annual General Meeting. In accordance with the legislative intention, this ensures that the virtual Annual General Meeting is equivalent to the physical Annual General Meeting.

In order to ensure that there is a choice between the physical and virtual formats, there should be no stipulation in the Articles of Association that Annual General Meetings are to be held as virtual events. Instead, the Personally Liable Partner should be authorized to decide separately in advance of future Annual General Meetings, taking into account the circumstances of each individual case, whether the meeting is to be held as a virtual or a physical event. Such a decision will take into account the interests of the corporation and its shareholders, in particular the protection of shareholders' rights and the aspects of health protection, cost and sustainability.

The proposed authorization does not fully utilize the maximum term of the authorization to amend the Articles of Association of five years permitted under Section 118a (4) sentence 2 AktG. Instead, it is proposed that the authorization be limited to two years after its entry in the Commercial Register.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board therefore propose that the following resolution be adopted:

That the following paragraph 4 be added to Article 19 of the Articles of Association (Place and Convocation):

“(4) The Personally Liable Partner is authorized to provide that Annual General Meetings held within two years of the entry of this provision of the Articles of Association in the Commercial Register may be held without the physical presence of the shareholders or their proxies at the venue of the meeting (Virtual Annual General Meeting).”

11. Resolution on the addition of a new paragraph 7 to Article 23 of the Articles of Association to enable members of the Supervisory Board to participate in the Annual General Meeting by means of video and audio transmission

Pursuant to Section 118 (3) sentence 1 AktG, the members of the Supervisory Board are required to attend the Annual General Meeting. However, pursuant to Section 118 (3) sentence 2 AktG, the Articles of Association may provide for certain cases in which members of the Supervisory Board can participate by means of video and audio transmission. Use is to be made of this option by means of a corresponding amendment to the Articles of Association.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board therefore propose that the following resolution be adopted:

That the following paragraph 7 be added to Article 23 of the Articles of Association (Chair, Participation, Transmission):

“(7) The participation of members of the Supervisory Board in the Annual General Meeting may, in agreement with the Chair of the Supervisory Board, be effected by means of video and audio transmission if the Supervisory Board member concerned is prevented from physically attending the place of the Annual General Meeting, the Supervisory Board member is domiciled abroad, attendance at the place of the Annual General Meeting would entail an unreasonably long travel time, or the Annual General Meeting is held as a Virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the place of the Annual General Meeting.”

12. Resolution on the authorization pursuant to Section 71 (1) No. 8 AktG (German Stock Corporation Act) to acquire and use treasury shares and to exclude pre-emptive subscription and tender rights, on the retirement of acquired treasury shares, and on capital reduction

The authorization resolved by the Annual General Meeting on April 8, 2019 to purchase, appropriate and utilize treasury shares, applicable to the acquisition of treasury shares until April 7, 2024, is to be canceled and simultaneously superseded this year by a new authorization limited to April 23, 2028, pursuant to Section 71 (1) No. 8 AktG, for the acquisition of treasury shares, thus enabling the corporation to be constantly in a position to acquire treasury shares and also to use them in its own interest in the future.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the following resolution be adopted:

- a) Upon effectiveness of the following resolution on the authorization to acquire and use treasury shares under points b) to g), the authorization of the Personally Liable Partner to acquire and use treasury shares pursuant to Sec. 71 (1) No. 8 AktG dated April 8, 2019 shall be canceled.

b) That the Personally Liable Partner shall be authorized in accordance with Section 71 (1) No. 8 AktG to purchase, at any time up to April 23, 2028, ordinary and/or preferred shares in the corporation for any legally permissible purpose and in accordance with the following provisions, in an amount up to 10 percent of the capital stock of the corporation at the time of the resolution by the Annual General Meeting or – if of lower value – of the capital stock of the corporation at the time of each utilization of said authorization. However, the shares acquired in accordance with this authorization, together with the other treasury shares that the corporation may have already acquired and still holds, and which are attributable to the corporation in accordance with Sections 71d and 71e AktG, shall not at any time mathematically exceed 10 percent in total of the capital stock. The purchase may be limited to shares of one class.

The authorization may be exercised in installments, once or several times, individually or jointly by the corporation or by companies dependent upon it in accordance with Section 17 AktG, or by third parties engaged by the corporation or by companies dependent upon it in accordance with Section 17 AktG.

c) The purchase of ordinary and/or preferred shares of Henkel AG & Co KGaA (“Henkel shares”) may be made, at the discretion of the Personally Liable Partner, (1) in the stock market or (2) either by means of a public offer of purchase addressed to all shareholders or by means of a public invitation to submit offers of sale or (3) through the granting of tender rights to existing shareholders.

(1) If Henkel shares are purchased in the stock market, the purchase price paid by the corporation per Henkel share (excluding incidental acquisition costs) may not be more than 10 percent above or below the price of Henkel shares of the same class on the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange as determined by the opening auction on the trading day.

(2) In the case of acquisition by means of a public offer of purchase, or a public invitation to submit offers for sale, the Personally Liable Partner shall stipulate the purchase price or the purchase price spread of the Henkel shares. Where a share purchase price spread is stipulated, the final price shall be determined from the declarations of acceptance or offers for sale received. The offer or invitation may provide for an acceptance or offer period, applicable terms and conditions and the possibility of adjusting the purchase price or the purchase price spread during the acceptance or offer period if, after publication of a formal offer or invitation to submit offers to sell during the acceptance or offer period, changes in the relevant price from the purchase price offered or from the limits of any purchase price spread occur which may be significant for the success of the offer or invitation to submit offers to sell.

The purchase price or the purchase price spread per Henkel share (excluding incidental acquisition costs) must not be more than 10 percent above or below the arithmetic average of the closing prices of the Henkel shares of the same class quoted on the XETRA trading system (or a

comparable successor system) on the Frankfurt Stock Exchange during the last three trading days prior to the date of the announcement of the offer or the invitation to submit offers for sale. In the case of an adjustment to the share purchase price, the relevant amount shall be determined on the basis of the closing price of Henkel shares of the same class prevailing on the last trading day before the public announcement on the purchase price adjustment.

The volume purchased may be limited. If, in the case of a public purchase offer or a public invitation to submit offers for sale, the volume of the Henkel shares tendered exceeds the envisaged buyback volume, acceptance must then be effected on a quota basis. The purchase will then be effected – with partial exclusion of tender rights as appropriate – on a pro-rata basis in accordance with the ratio of shares offered (tender ratios) in each case, rather than according to the ratio of participation of tendering shareholders in the corporation (participation ratio). Likewise provision may be made – again with partial exclusion of tender rights as appropriate – for preferential acceptance of lower numbers of up to 100 shares for the purchase of offered or tendered shares per shareholder, with commercial rounding being implemented in order to avoid arithmetic fractions of shares.

(3) In the event that purchase is effected on the basis of tender rights afforded to shareholders, these may be issued on the basis of one per Henkel share. Aligned to the ratio of the corporation’s capital stock to the volume of the Henkel shares to be bought back by the corpora-

tion, a correspondingly determined number of tender rights would each entitle the holder to sell one Henkel share to the corporation. Tender rights may also be issued such that one tender right grants the sale of a number of shares derived from the ratio of capital stock to buyback volume. Fractions of tender rights shall not be granted; in such cases, the corresponding fractional tender rights are voided. The price or the limits of the purchase price spread offered (excluding incidental acquisition costs in each case) at which a Henkel share may be sold to the corporation on exercise of tender rights, is determined in accordance with the provisions in the preceding point (2), whereby the effective date is the date of publication of the offer or the invitation to submit offers for sale with tender rights granted. If a purchase price adjustment is made, the relevant date shall be the date prior to the date of public announcement of the purchase price adjustment.

(4) The Personally Liable Partner shall determine the details relating to the form of acquisition to be applied, in particular any offer of purchase or invitation to submit offers for sale. This shall also apply to the more detailed structuring of any tender rights, in particular their content, their term and, where applicable, their tradability.

d) The Personally Liable Partner is authorized, with the approval of the Shareholders' Committee and of the Supervisory Board, to use the treasury shares acquired on the basis of this or an earlier authorization, for any permissible purpose – in addition to selling in the stock market or by

means of an offer to all shareholders – and in particular the following:

(1) They may be offered to and transferred to third parties against consideration in kind, in particular for the purpose of business combinations or for the (direct or indirect) acquisition of entities, operations, parts of businesses, equity interests in businesses, or other assets, including claims against the corporation or against companies dependent upon it, in accordance with Section 17 AktG.

(2) They may also be sold to third parties against consideration in cash, provided that the selling price is not materially below the quoted stock market price of the corporation's shares concerned at the time of their disposal. The pro-rata amount of the capital stock represented by the shares sold on the basis of the authorizations, together with the pro-rata amount of the capital stock represented by new shares issued or sold during the term of this authorization to the exclusion of shareholders' pre-emptive subscription rights in accordance with Section 186 (3) sentence 4 AktG, may not exceed a total of 10 percent of the capital stock existing at the time this authorization becomes operative or – if of lower value – of the capital stock at the time of each utilization of this authorization. This limit calculation shall also take into account shares issued during the term of this authorization, in direct or appropriate application of Section 186 (3) sentence 4 AktG, from authorized or conditional capital under exclusion of shareholders' pre-emptive subscription rights, or shares issued in order to service bonds with

warrants or conversion rights, or bonds that establish a conversion obligation, where such bonds have been issued since the resolution by the Annual General Meeting approving this authorization with exclusion of pre-emptive subscription rights in appropriate application of Section 186 (3) sentence 4 AktG.

(3) They may be offered for purchase, or transferred, to employees of the corporation and employees and members of management bodies of affiliated companies in order to service rights to purchase or obligations to purchase shares in the corporation granted or to be granted to them, for example, in connection with share-based payment plans or employee share plans. The details of any commitments and transfers, including any direct consideration, any conditions of entitlement and any forfeiture or compensation provisions, in particular for special cases such as retirement, disability or death, shall be determined by the Personally Liable Partner.

(4) They may also be used to fulfill warrants or conversion rights or a conversion obligation granted on the issuance of bonds by the corporation or by one of the companies dependent upon it as defined in Section 17 AktG.

e) In the event of the corporation's shares acquired on the basis of this authorization being used for one or several of the purposes cited under point d), the pre-emptive subscription rights of existing shareholders to treasury shares shall be excluded. Moreover, the Personally Liable Partner, with the approval of the Shareholders' Committee and the

Supervisory Board may, in the case of disposal of purchased treasury shares under the terms of an offer addressed to all shareholders, exclude the pre-emptive subscription rights of existing shareholders in respect of fractional entitlements. Where treasury shares are to be sold by means of an offer addressed to all shareholders, the Personally Liable Partner is further authorized, with the approval of the Shareholders' Committee and of the Supervisory Board, to exclude the pre-emptive subscription rights of existing shareholders to the extent necessary in order to grant to holders of bonds with warrants or conversion rights, or bonds that establish a conversion obligation, which have been issued by the corporation or by companies dependent upon it as defined in Section 17 AktG, shares in the amount to which said bondholders would be entitled in the event of exercising the warrant options or conversion rights or after fulfillment of the conversion obligation.

- f) The Personally Liable Partner may retire (cancel) treasury shares in part or in whole, without such cancellation or its implementation requiring a further resolution by the Annual General Meeting. The authorization to retire shares may be exercised several times. Cancellation shall be implemented by way of a capital reduction. Alternatively, the Personally Liable Partner may decide that cancellation should be implemented in such a way that the capital stock remains unchanged and the proportional nominal share of capital stock represented by the other shares increases in accordance with Section 8 (3) AktG. In this case, the Personally Liable Partner is authorized to adjust the number of shares appearing in the Articles of Association.

- g) The above authorizations under points d), e) and f) may be exercised once or several times, in whole or in installments, and individually or jointly. They also encompass the use of shares in the corporation acquired on the basis of earlier authorizations to purchase treasury shares, and those acquired on the basis of Section 71d sentence 5 AktG or yet to be acquired (i) by a company dependent on the corporation or an entity in which the corporation has a majority holding or (ii) by third parties on behalf of the corporation or by third parties on behalf of a company dependent on the corporation or an entity in which the corporation has a majority shareholding.

For further details, please refer to the report of the Personally Liable Partner under IV.

13. Resolution on the authorization to use equity derivatives in connection with the acquisition of treasury shares pursuant to Section 71 (1) No. 8 AktG, to exclude pre-emptive subscription and tender rights and to acquire treasury shares via multilateral trading facilities

In addition to the authorization to acquire and use treasury shares resolved by the Annual General Meeting on April 8, 2019, the Annual General Meeting of the corporation on April 8, 2019 authorized the Personally Liable Partner to acquire

treasury shares also using equity derivatives and to enter into corresponding derivative transactions. This authorization is valid until April 7, 2024 but is to be canceled and simultaneously superseded this year by a new authorization to acquire treasury shares using equity derivatives, said authorization being due to expire on April 23, 2028. This does not increase the total volume of shares that may be acquired; it merely opens up a further alternative to acquiring treasury shares. An authorization to acquire treasury shares via multilateral trading systems is also proposed for resolution.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose the following:

- a) With the coming into effect of the following resolution on the authorization to use equity derivatives in connection with the acquisition of treasury shares in accordance with Section 71 (1) No. 8 AktG and on the exclusion of pre-emptive subscription and tender rights under points b) to f), the authorization of the Personally Liable Partner dated April 8, 2019 to use equity derivatives in connection with the acquisition of treasury shares in accordance with Section 71 (1) No. 8 AktG shall be canceled pursuant to Section 71 (1) No. 8 AktG.
- b) In addition to the authorization proposed under Agenda Item 12 for the acquisition and use of treasury shares pursuant to Section 71 (1) No. 8 AktG, the acquisition of ordinary and/or preferred shares in Henkel AG & Co. KGaA ("Henkel shares") may, apart from by the means described therein, also be effected until April 23, 2028 by

using certain equity derivatives (as described below). The authorization may be exercised in whole or in part, on one or more occasions, individually or in conjunction with otherwise permissible transactions not covered by this authorization, directly by the corporation or by companies dependent upon it within the meaning of Section 17 AktG or by third parties commissioned by the corporation or by companies dependent upon it. Subject to the approval of the Shareholders' Committee and of the Supervisory Board, the Personally Liable Partner may (i) sell or conclude options which obligate the corporation to acquire treasury shares upon exercise of the option ("put options"), (ii) acquire, conclude or exercise options which give the corporation the right to acquire treasury shares upon exercise of the option ("call options"), (iii) conclude forward purchase contracts in which there are more than two trading days between conclusion of the purchase contract and delivery of the acquired shares ("forward purchase contracts"), or (iv) acquire treasury shares using a combination of the aforementioned derivatives (put and/or call options and/or forward purchase contracts, referred to as "equity derivatives"). The Personally Liable Partner is authorized, with the approval of the Shareholders' Committee and of the Supervisory Board, to determine the terms and conditions of the equity derivatives in accordance with the provisions indicated below. All share acquisitions using equity derivatives under this authorization shall not exceed a total of 5 percent of the corporation's capital stock existing at the time the authorization takes effect or – if of lower value – of the capital stock at the time of each exercise of this authori-

zation. The shares acquired by exercising this authorization shall be counted toward the acquisition limit of the authorization proposed to this Annual General Meeting under Agenda Item 12. In addition, shares may only be acquired on the basis of this authorization as long as the volume provided for in the authorization proposed under Agenda Item 12 has not been exhausted. The term or an agreement or commitment on the term of the equity derivatives must in each case be such that it does not exceed 18 months and that the acquisition of treasury shares in exercise of the equity derivatives cannot take place after April 23, 2028.

- c) The equity derivatives must be concluded with one or more bank(s)/financial services institution(s), one or more enterprises operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act, or a group or consortium of banks/financial services institutions and/or such enterprises. It must be ensured that the equity derivatives are only backed by shares which have been acquired in compliance with the principle of equal treatment of shareholders; the acquisition of shares via the stock market is sufficient to meet this requirement.

The price paid or received by the corporation for call options or for put options, or paid or received for combinations of call and put options, may not be materially above or below the theoretical market value determined mathematically in accordance with recognized financial calculation methods. The forward rate agreed by the

corporation for forward purchases may not be materially higher than the theoretical forward rate determined mathematically in accordance with recognized financial calculation methods, taking into account, among other things, the current stock market price and the term of the forward purchase.

The purchase price per Henkel share payable upon exercise of a put option or upon maturity of a forward purchase (in each case excluding incidental acquisition costs and, in the case of a put option, less the option premium received upon conclusion of the option transaction) may not exceed by more than 10 percent the average of the stock market prices of the Henkel shares of the class concerned in the closing auction in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day preceding the date of conclusion of the relevant option transaction or forward purchase. A call option may only be exercised if the purchase price to be paid per Henkel share (excluding incidental acquisition costs and plus the value of the option on exercise) is not more than 10 percent above or below the average stock market price of the Henkel share of the relevant class in the closing auction in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the three trading days preceding the date of exercise of the call option.

- d) If treasury shares are acquired using equity derivatives in compliance with the above provisions, any right of shareholders to enter into such equity derivatives with the cor-

poration and any right of shareholders to tender their shares shall be excluded.

- e) For the use of treasury shares acquired using equity derivatives, the provisions set out under points d) to g) of Agenda Item 12 shall apply mutatis mutandis. Pre-emptive shareholder subscription rights to treasury shares are excluded to the extent that these shares are used in accordance with the authorizations in points d) and e) of the proposed resolution under Agenda Item 12.
- f) In addition to the authorization proposed under Agenda Item 12 for the acquisition and use of treasury shares pursuant to Section 71 (1) No. 8 AktG ("Authorization Resolution"), the acquisition of shares in the corporation may also be carried out, in addition to the channels described in the Authorization Resolution, via multilateral trading facilities ("MTFs") within the meaning of Section 2 (6) of the German Stock Exchange Act. Acquisition via an MTF shall be treated as equivalent to acquisition via the stock market in accordance with the Authorization Resolution. The consideration paid per share (excluding incidental acquisition costs) may not be more than 10 percent above or below the stock market price determined by the opening auction for Henkel shares of the same class in the

XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange. Similarly, the corporation shall be permitted to dispose of acquired treasury shares via MTFs. The consideration received per share (excluding incidental costs) may not be more than 10 percent above or below the stock market price determined by the opening auction for Henkel shares of the same class in the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange. The provisions for the use of the shares thus acquired, including the exclusion of shareholders' pre-emptive subscription rights, provided for in the Authorization Resolution shall apply mutatis mutandis. The corporation may also sell treasury shares via MTFs. The shares acquired by exercising this authorization shall count toward the acquisition limit specified in the Authorization Resolution. If treasury shares are acquired via MTFs in compliance with the above provisions and in compliance with the Authorization Resolution, any pre-emptive tender rights of the shareholders shall be excluded.

For further details, please refer to the report of the Personally Liable Partner under V.

14. Resolution on the approval of conclusion of a control and profit and loss transfer agreement between Henkel AG & Co. KGaA (controlling entity) and Henkel IP Management and IC Services GmbH (controlled entity)

A control and profit and loss transfer agreement was concluded on December 22, 2022 between Henkel AG & Co. KGaA as the controlling entity and its wholly owned subsidiary Henkel IP Management and IC Services GmbH as the controlled entity; this serves to ensure a tax group relationship for corporation tax purposes.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose approval of this control and profit and loss transfer agreement.

The control and profit and loss transfer agreement essentially provides as follows:

- The subsidiary subordinates its management to Henkel AG & Co. KGaA, which is entitled to issue instructions to said management.

- Pursuant to the provisions of Section 301 AktG as most recently amended, the subsidiary is obliged to transfer its entire profit to Henkel AG & Co. KGaA.
- To the extent allowed under law, Henkel AG & Co. KGaA may, in the course of the trading year, demand reasonable payments in advance against transferable profit.
- The subsidiary may, with the approval of Henkel AG & Co. KGaA, carry amounts from its annual net income to other retained earnings to the extent permissible under commercial law and justifiable in line with the precepts of economic prudence. Other retained earnings accruing during the period of validity of the agreement shall be released to Henkel AG & Co. KGaA on demand and transferred as profit or as compensation for a net loss made in a trading year. The transfer of amounts arising from the release of capital reserves and retained earnings formed before the start of this agreement is precluded from this requirement.
- Pursuant to the provisions of Section 302 AktG as most recently amended, Henkel AG & Co. KGaA is obliged to compensate for any net loss incurred in a trading year by the subsidiary.
- The control and profit and loss transfer agreement comes into economic force as of January 1 of the year of entry in the commercial register in which the subsidiary is itself recorded.

The agreement has been concluded for an unlimited term. It can be terminated with three months' notice to the end of a trading year, but only on expiry of the fourth year following the year of entry in the commercial register (giving a minimum term of five years). As long as such notice has not been given, the agreement shall be automatically extended for another year with the same period of notice applying. The right to immediate termination with good cause or reason remains unaffected. Such good cause or reason exists in cases of one of the parties undergoing a merger, spin-off, carve-out or liquidation. Henkel AG & Co. KGaA may further terminate the agreement in the event of its shares in the subsidiary being wholly or partially sold.

The agreement contains a so-called severability clause. The invalidity or unenforceability of any provisions of the agreement, or open loophole contained therein, shall not affect the validity or enforceability of any other provision of the agreement, which shall remain in full force and effect. Any invalid or unenforceable provision will be replaced by another effective provision that corresponds to the spirit and purpose of the invalid or unenforceable provision. In the event of an open loophole, a provision shall be agreed that corresponds to that which would have been agreed in accordance with the spirit and purpose of the agreement, had the matter come to light at the time.

As Henkel AG & Co. KGaA holds all the shares in the controlled entity and as the interests of third parties are not affected, no compensatory or settlement payments pursuant to Sections 304 and 305 AktG are payable to outside shareholders.

From the time of convocation and during the Annual General Meeting, the following documents are available on the corporation's website (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>):

- The control and profit and loss transfer agreement between Henkel AG & Co. KGaA and the controlled entity
- The annual financial statements and (combined) management reports of Henkel AG & Co. KGaA for the last three fiscal years
- The annual financial statements of the controlled entity for the last three trading years
- The joint report of the management of the subsidiary and of the Personally Liable Partner of Henkel AG & Co. KGaA, prepared in accordance with Section 293a AktG

II. REMUNERATION REPORT 2022 PER SECTION 162 AKTG (Agenda Item 8)

Henkel Remuneration Report 2022

This remuneration report has been compiled jointly by the Management Board of Henkel Management AG, as the sole Personally Liable Partner of Henkel AG & Co. KGaA (Management Board), and by the Supervisory Board of Henkel AG & Co. KGaA and describes both the remuneration granted and owed in fiscal 2022 to each individual current or former member of the Management Board, Supervisory Board or Shareholders' Committee of Henkel AG & Co. KGaA as specified in Section 162 German Stock Corporation Act [Aktiengesetz, AktG], and the remuneration of both Henkel Management AG, as the Personally Liable Partner, and its Supervisory Board for fiscal 2022.

The remuneration report contains all the information and explanations required in accordance with Section 162 AktG, as well as additional information. For ease of comprehension of the data, the main features of the remuneration systems in force in fiscal 2022 are also presented. A detailed discussion of the latter is available to the public on our website at www.henkel.com/ir > **Corporate Governance** > **Remuneration Systems/ Remuneration Reports**.

In accordance with Section 120a (4) AktG, the Annual General Meeting of listed companies adopts resolutions regarding the approval of the remuneration report prepared and audited in accordance with Section 162 AktG. Such resolutions do not establish any rights or obligations; they cannot be challenged under Section 243 AktG.

The amounts in this report have been rounded up or down to full euros. Due to this rounding, individual numbers may not exactly add up to the indicated sum and percentages may not accurately reflect the absolute values to which they refer.

I. General

1.1 Overview of business results 2022

Henkel delivered a robust performance overall in a challenging year 2022 that was characterized by an increasingly inflationary environment with surging commodity, logistics and energy prices, by the ongoing COVID-19 pandemic and by the impacts of the war in Ukraine. The industrial business benefited from the continued recovery in demand from key customer industries, especially in the first half of the year. With only local and temporary limitations caused by pandemic-related restrictions, the Professional business area serving the hair salon sector showed positive performance across all regions, continuing the recovery started in the previous year. At the same time, our consumer goods business areas continued to return to normal following the changes in demand and consumer behavior caused by the pandemic. This had both a positive and negative impact on business performance.

Sales totaled 22,397 million euros in the fiscal year, representing significant organic sales growth of 8.8 percent, driven by higher prices across all business units. Adjusted¹ return on sales was down year on year at 10.4 percent (2021: 13.4 percent). Adjusted¹ earnings per preferred share (EPS) decreased year on year by -14.5 percent to 3.90 euros (2021: 4.56 euros). At constant exchange rates, adjusted earnings per preferred share decreased by -17.8 percent. For remuneration purposes, the STI calculation was based on EPS at constant exchange rates adjusted for the effect of the share buyback amounting to -18.9 percent.

For further details please refer to our Annual Report 2022, which can be found on our website www.henkel.com/ir.

1.2 Changes in the corporate bodies in 2022

Management Board

As announced back in January 2022, Bruno Piacenza – formerly in charge of the Laundry & Home Care business unit – has resigned from the Management Board by mutual agreement; a decision related to the merger of the two business units Laundry & Home Care and Beauty Care into a single business unit – Consumer Brands. He left the Management Board effective the end of business on September 30, 2022. In addition to managing the Beauty Care business unit, Wolfgang König assumed responsibility up until December 31, 2022, for the management of the Laundry & Home Care business unit; since January 1, 2023, he has been responsible for the new business unit Consumer Brands.

Jan-Dirk Auris – who worked for Henkel for 35 years and had been responsible on the Management Board for the Adhesive Technologies business unit since January 1, 2011 – left the Management Board effective the end of business on December 31, 2022 by mutual agreement following the joint decision to not renew his contract, which was due to expire at the end of 2023; his employment contract was terminated effective January 31, 2023. Effective February 1, 2023, Mark Dorn was appointed to the Management Board to take over responsibility for the Adhesive Technologies business unit.

Supervisory Board and Shareholders' Committee of Henkel AG & Co. KGaA

The Annual General Meeting on April 4, 2022 elected Poul Weihrauch as shareholder representative to the Supervisory Board to succeed Timotheus Höttges, who resigned from the Supervisory Board effective September 30, 2021.

¹ Adjusted for one-time expenses and income, and for restructuring expenses.

Dr. Christoph Henkel – who had been on the Shareholders' Committee for more than 30 years – resigned effective the end of the Annual General Meeting on April 4, 2022. The Annual General Meeting on April 4, 2022 elected Kaspar von Braun, Ph.D., to the Shareholders' Committee.

1.3 Remuneration policy for members of the Management Board

Definition

The legal form of Henkel AG & Co. KGaA means that the Supervisory Board of Henkel Management AG is responsible for appointing and dismissing members of the Management Board, the drafting of their contracts, assignment of their business duties, and their remuneration. Regarding Management Board remuneration, the Supervisory Board of Henkel Management AG is responsible, in particular, for:

- Determining and reviewing remuneration policy
- Specifying the non-performance-related and variable, performance-related components of remuneration
- Defining individual targets each year, and measuring performance with regard to same
- Determining the extent to which financial targets have been met each year and quantifying annual and multi-year variable, performance-related remuneration
- Approving the assumption of voluntary duties or supervisory board, advisory board or similar mandates in other companies, as well as other ancillary professional activities
- Approving loans and advances

According to Section 120a (1) sentence 1 AktG, the Annual General Meeting adopts resolutions approving the remuneration policy whenever the policy is substantially amended, and at least every four years.

The remuneration policy applicable since January 1, 2021 for the members of the Management Board of Henkel Management AG as the sole Personally Liable Partner of Henkel AG & Co. KGaA (Management Board) and still applicable to remuneration in fiscal 2022 was submitted to the Annual General Meeting of Henkel AG & Co. KGaA on April 16, 2021 and approved by a majority of 98.50 percent. The respective Annual General Meeting resolution is available on the website www.henkel.com/ir.

Overview of the remuneration policy

The remuneration system takes account of the relevant duties and responsibilities, and is designed to drive implementation of our corporate strategy, to offer incentives for successful and sustainable business performance over the long term, and to avoid inappropriate risk-taking. Members of the Management Board receive non-performance-related components and variable, performance-related components consisting of the following three elements:

- Fixed basic remuneration to assure a reasonable basic salary
- Variable annual remuneration (Short Term Incentive, STI)
- Variable cash remuneration based on the long-term performance of the corporation (Long Term Incentive, LTI)

The following table provides an overall view of the components of the remuneration system applicable for fiscal 2022 for the members of the Management Board, the structure of the individual remuneration components and the underlying objectives:

Remuneration system overview	General objective and strategic reference
Non-performance-related components	<ul style="list-style-type: none"> ▪ Assurance of equitable basic salary commensurate with market conditions and the function performed ▪ Avoidance of incentives to take inappropriate risks
<p>Basic remuneration</p> <ul style="list-style-type: none"> ▪ Chair of the Management Board: currently 1,200,000 euros p.a. ▪ Other Management Board members: currently 750,000 euros p.a. <p>Other emoluments</p> <ul style="list-style-type: none"> ▪ Insurance, reimbursement of accommodation/relocation costs, home security costs, provision of a company car, use of a car service, other in-kind benefits; amounts vary dependent on personal needs ▪ Caps: <ul style="list-style-type: none"> – Chair of the Management Board: currently 250,000 euros p.a. – Other Management Board members: currently 175,000 euros p.a. 	<ul style="list-style-type: none"> ▪ Inclusion of fringe benefits and benefits in kind that are commensurate with market conditions and directly related to, and supportive of, Management Board activity
Performance-related components	<ul style="list-style-type: none"> ▪ Incentive to meet the corporate targets for the current fiscal year ▪ Incentive for long-term purposeful growth ▪ Allowance for operational success relative to benchmark group ▪ Promoting implementation of the strategic priorities and sustainability targets ▪ Differences in performance possible between Management Board members
<p>Variable annual remuneration (Short Term Incentive, STI)</p> <ul style="list-style-type: none"> ▪ Target remuneration if all targets are met 100 percent, with application of the respective functional factors: <ul style="list-style-type: none"> – Chair of the Management Board: currently 3,500,000 euros – Other Management Board members: currently 1,800,000 to 2,200,000 euros ▪ One-year performance measurement period: Amount dependent on achievements in the fiscal year (remuneration year) with respect to: <ul style="list-style-type: none"> – Business performance (financial targets, bonus): Organic sales growth (OSG), adjusted earnings per preferred share (EPS) at constant exchange rates versus the previous year (actual-to-actual comparison); each weighted 50 percent – Individual performance: Individual multiplier ranging from 0.8 to 1.2 applied to the bonus amount ▪ Cap: 150 percent of the respective target remuneration ▪ 65 percent freely disposable (short-term component, cash remuneration), 35 percent invested in Henkel preferred shares (long-term component; Share Ownership Guideline, share deferral) 	

TABLE CONTINUED ON NEXT PAGE

Remuneration system overview	General objective and strategic reference
Performance-related components	
Share Ownership Guideline	
<ul style="list-style-type: none"> ▪ Obligation to purchase Henkel preferred shares ▪ Holding a minimum portfolio while on the Management Board 	<ul style="list-style-type: none"> ▪ Aligning the interests of Management Board and shareholders ▪ Incentive for long-term business performance
Long-term variable cash remuneration (Long Term Incentive, LTI)	
<ul style="list-style-type: none"> ▪ Target remuneration if all targets are met 100 percent, with application of the respective functional factors: <ul style="list-style-type: none"> – Chair of the Management Board: currently 1,400,000 euros – Other Management Board members: currently 720,000 to 880,000 euros ▪ Three-year prospective performance measurement period: The criterion is the average target achievement of the adjusted return on capital employed (ROCE) in a three-year performance measurement period (remuneration year and the two subsequent fiscal years); target is set for each year (three yearly tranches) ▪ Cap: 150 percent of the respective target remuneration 	<ul style="list-style-type: none"> ▪ Incentives to raise shareholder value over the long term ▪ Allowance for profitability
Functional factors	
<ul style="list-style-type: none"> ▪ General functional factors as multipliers for the STI and LTI payment amounts based on target achievement 	<ul style="list-style-type: none"> ▪ Greater allowance for the different requirements and complexity of the business units/functions

TABLE CONTINUED ON NEXT PAGE

Remuneration system overview	General objective and strategic reference
Pension commitments/ Lump-sum pension payout	Defined contribution pension scheme <ul style="list-style-type: none"> ▪ Superannuation lump sum comprised of the total annual contributions. Annual allocation (lump-sum contribution): <ul style="list-style-type: none"> – Chair of the Management Board: currently 750,000 euros (62.5 percent of basic remuneration) – Other Management Board members: currently 450,000 euros (60.0 percent of basic remuneration)
	or alternatively, lump-sum pension payout <ul style="list-style-type: none"> ▪ Lump-sum pension payout, payable annually: <ul style="list-style-type: none"> – Chair of the Management Board: currently 750,000 euros (62.5 percent of basic remuneration) – Other Management Board members: currently 450,000 euros (60.0 percent of basic remuneration)
Other regulations governing remuneration	Malus and clawback regulations <ul style="list-style-type: none"> ▪ The Supervisory Board of Henkel Management AG is authorized – in specific circumstances – to wholly or partially withhold variable remuneration (STI, LTI) or to demand repayment, within specific limits, of variable remuneration that has already been paid
	Remuneration cap <ul style="list-style-type: none"> ▪ Sum of the caps for current remuneration (basic remuneration, other emoluments and pension benefits/lump-sum pension payouts, as well as variable remuneration components STI/LTI): <ul style="list-style-type: none"> – Chair of the Management Board: currently 9,550,000 euros p.a. – Other Management Board members: currently 5,155,000 to 5,995,000 euros p.a.
	Severance cap <ul style="list-style-type: none"> ▪ Payment limited to maximum two years' remuneration but no more than due for the remaining term of the contract
	Post-contractual non-competition clause <ul style="list-style-type: none"> ▪ Two-year term; discretionary payment totaling 50 percent of the annual remuneration, payable in 24 monthly installments ▪ Severance pay credited against any discretionary payment for the same period

The aforementioned caps on current remuneration (basic remuneration, other emoluments and pension benefits/lump-sum pension payouts as well as variable remuneration components STI/LTI) may be increased by non-recurring special payments related to joining or leaving the Management Board; for further details, please refer to the discussion in II. 1.11.

1.4 Remuneration policy for members of the Supervisory Board and of the Shareholders' Committee of Henkel AG & Co. KGaA

Definition

Pursuant to Section 113 (1) sentence 2 AktG, the remuneration of Supervisory Board members can be specified in the Articles of Association or approved by the Annual General Meeting. The Annual General Meeting has defined the remuneration for the Supervisory Board and the Shareholders' Committee in provisions contained in Art. 17 and 33 of the Articles of Association.

A majority of 99.96 percent confirmed these remuneration rules at the Annual General Meeting of Henkel AG & Co. KGaA on April 16, 2021. By resolution adopted by the Annual General Meeting on April 4, 2022, the annual remuneration of members of the Audit Committee was increased from 35,000 euros to 45,000 euros; the Chair of the Audit Committee receives remuneration of 90,000 euros per year. Art. 17 of the Articles of Association has been amended accordingly.

The respective Annual General Meeting resolutions are available on the website www.henkel.com/ir.

According to Section 113 (3) AktG, the Annual General Meeting must adopt resolutions governing the remuneration of the Supervisory Board members at least every four years, whereby a resolution simply confirming the status quo is permissible. The aforementioned rules are applied accordingly to the remuneration of the members of the Shareholders' Committee.

Overview of remuneration regulations

The remuneration is of a purely fixed nature as recommended in the German Corporate Governance Code (GCGC). This serves to strengthen impartiality and to avoid conflicts of interest for corporate body members performing their oversight function. In accordance with GCGC recommendations, remuneration is increased or additional remuneration paid to take account of the responsibility and scope of duties associated with being Chair, Vice Chair or member of a (sub)committee.

- Each member of the Supervisory Board and of the Shareholders' Committee receives a fixed fee of 70,000 euros and 100,000 euros respectively. The Chairs of the Supervisory Board and the Shareholders' Committee receive double, and the Vice Chairs in each case one and a half times the aforementioned amounts.
- Members of the Supervisory Board who are also members of one or more committees each receive additional remuneration of 45,000 euros; if they chair one or more committees, they receive 90,000 euros. Activity in the Nominations Committee is not remunerated separately.
- Members of the Shareholders' Committee who are also members of one or more (sub)committees of the Shareholders' Committee each receive additional remuneration of 100,000 euros; if they chair one or more (sub)committees, they receive 200,000 euros.

In addition, the members of the Supervisory Board receive an attendance fee of 1,000 euros for each meeting of the Supervisory Board and its committees that they attend. If several meetings take place on one day, the attendance fee is only paid once.

Severance compensation is not paid, nor do any pension and early retirement schemes exist. The remuneration cap for the respective member of the Supervisory Board or the Shareholders' Committee is the sum of fixed fee, remuneration for the individual tasks assumed in the Supervisory Board or the Shareholders' Committee and their (sub)committees, and attendance fee (Supervisory Board only).

1.5 Audit of the remuneration report

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, elected by the 2022 Annual General Meeting to audit the 2022 consolidated financial statements and annual financial statements of Henkel AG & Co. KGaA, has, in accordance with Section 162 (3) AktG, audited not only whether the 2022 remuneration report contains the information to be provided according to Section 162 (1) and (2) AktG (formal examination) but also whether these details are correct and appropriate (substantive examination). The auditor's report is attached to this remuneration report.

II. Remuneration of corporate bodies 2022

In accordance with the provisions of Section 162 AktG, the **remuneration either granted or owed** to each current or former member of the Management Board, the Supervisory Board and the Shareholders` Committee in the fiscal year must be disclosed.

From a **payment** perspective, remuneration is granted if it has effectively been paid to the member of the corporate body and thus transferred to their assets. According to the alternatively permissible **vested** perspective, remuneration must be disclosed for the fiscal year in which the activity underlying the remuneration (performed over one or several years) has been completed in full.

In the following, as in the previous year, remuneration is recognized as "granted" in accordance with the vested perspective for activities underlying the remuneration (performed over one or several years) that have been completed in full as of the end of the year under review, even if actual payment of same is not effected until the following fiscal year. Accordingly, with regard to the remuneration of the Management Board members, the amounts of STI and LTI respectively are shown below as being granted in the reporting year, of which the performance period expired on December 31, 2022, as the underlying performance was provided in full by the reporting date of December 31, 2022. This ensures transparent and understandable reporting and ensures the link between performance and remuneration during the reporting period.

Remuneration is "owed" if the company has a legal obligation to the member of the corporate body that is due in the fiscal year for which the remuneration report is prepared but not yet fulfilled.

1. Remuneration of members of the Management Board

1.1 Remuneration granted and owed in 2022

The remuneration granted and owed in the aforementioned sense in fiscal 2022 to the members of the Management Board serving in 2022 totals 33,849,094 euros (previous year: 30,902,410 euros) and is attributable to the following components:

- Basic remuneration: 4,762,500 euros (previous year: 4,887,500 euros)
- Other emoluments: 468,208 euros (previous year: 511,527 euros)
- Lump-sum pension payouts: 900,000 euros (previous year: 262,500 euros)
- STI 2022, the performance period of which ended at the end of the fiscal year (payment not until 2023): 14,179,386 euros (previous year: STI 2021, 17,997,032 euros)

- LTI tranche for 2020 (term: 1/1/2020–12/31/2022), the performance period of which ended at the end of the fiscal year (payment not until 2023): 3,376,500 euros (previous year: LTI tranche for 2019, term: 1/1/2019–12/31/2021: 3,040,720 euros)
- Non-recurring special payments: 10,162,500 euros (previous year: 4,203,131 euros)

The following table shows the **remuneration granted and owed** in fiscal 2022 to each member of the Management Board serving in 2022 as defined in Section 162 (1) sentence 1 AktG, broken down into the aforementioned components, with indication of the respective share of the total remuneration.

In addition, the corresponding fixed amount or the maximum amount resulting from the relevant functional factors and caps and the resulting maximum total attainable remuneration are shown for the respective remuneration components. The figures equate to

- the respective fixed amounts paid out for the fixed basic remuneration and the lump-sum pension payout (taking into account entry/departure during the year),
- the respective attainable maximum amounts determined in accordance with the remuneration system for the other emoluments, STI, LTI and non-recurring special payments.

For further details on the caps and maximum remuneration, please refer to the above overview in I. 1.3 and the discussion in II. 1.11.

The lump-sum contributions to the company pension scheme are also indicated although they do not constitute granted and owed remuneration as defined in Section 162 AktG.

Remuneration granted and owed in 2022 to the members of the Management Board serving in 2022 per Section 162 AktG

Name, gender*, membership on the Management Board, position		1. Basic remuneration ¹	2. Other emoluments ¹	3. Lump-sum pension payout ¹	4. STI (short-term, cash component) ²	5. STI (long-term, share deferral) ²	6. LTI ³	7. Non-recurring special payments	Total remuneration per Section 162 AktG (total 1 to 7)	8. Lump-sum contributions	Total remuneration per Section 162 AktG plus lump-sum contributions (maximum total remuneration) (total 1 to 8)
in euros											
Carsten Knobel (m) (Chair)	2022	1,200,000	31,172		2,538,172	1,366,708	975,433		6,111,485	750,000	6,861,485
		19.6%	0.5%		41.5%	22.4%	16.0%		100.0%		
	2022 (max)	1,200,000	250,000		3,412,500	1,837,500	1,950,000		8,650,000	750,000	9,400,000
(since 7/1/2012)	2021	1,200,000	124,523		3,103,953	1,671,359	700,480		6,800,316	750,000	7,550,316
		17.6%	1.8%		45.6%	24.6%	10.3%		100.0%		
Jan-Dirk Auris⁴ (m) (Adhesive Technologies)	2022	750,000	73,195		2,454,496		660,293	3,362,500	7,300,484	487,500	7,787,984
		10.3%	1.0%		33.6%		9.0%	46.1%	100.0%		
	2022 (max)	750,000	175,000		3,300,000		1,320,000	3,362,500	8,907,500	487,500	9,395,000
(from 1/1/2011 to 12/31/2022)	2021	750,000	64,178		1,951,056	1,050,569	700,480		4,516,283	450,000	4,966,283
		16.6%	1.4%		43.2%	23.3%	15.5%		100.0%		
Wolfgang König (m) (Beauty Care, and Laundry & Home Care since 10/1/2022)	2022	750,000	142,654	450,000	1,414,124	761,451	0		3,518,229		3,518,229
		21.3%	4.1%	12.8%	40.2%	21.6%	0.0%		100.0%		
	2022 (max)	750,000	175,000	450,000	1,901,250	1,023,750	0		4,300,000		4,300,000
(since 6/1/2021)	2021	437,500	84,074	262,500	931,186	501,408	0	1,018,131	3,234,799		3,234,799
		13.5%	2.6%	8.1%	28.8%	15.5%	0.0%	31.5%	100.0%		
Sylvie Nicol (f) (Human Resources/ Sustainability)	2022	750,000	42,317	450,000	1,414,124	761,451	540,240		3,958,132		3,958,132
		18.9%	1.1%	11.4%	35.7%	19.2%	13.6%		100.0%		
	2022 (max)	750,000	175,000	450,000	1,901,250	1,023,750	1,080,000		5,380,000		5,380,000
(since 4/9/2019)	2021	750,000	99,482		1,596,319	859,556	429,840		3,735,197	450,000	4,185,197
		20.1%	2.7%	0.0%	42.7%	23.0%	11.5%		100.0%		

TABLE CONTINUED ON NEXT PAGE

Remuneration granted and owed in 2022 to the members of the Management Board serving in 2022 per Section 162 AktG

Name, gender*, membership on the Management Board, position		1. Basic remuneration ¹	2. Other emoluments ¹	3. Lump-sum pension payout ¹	4. STI (short-term, cash component) ²	5. STI (long-term, share deferral) ²	6. LTI ³	7. Non-recurring special payments	Total remuneration per Section 162 AktG (total 1 to 7)	8. Lump-sum contributions	Total remuneration per Section 162 AktG plus lump-sum contributions (maximum total remuneration) (total 1 to 8)
in euros											
Bruno Piacenza⁵ (m) (Laundry & Home Care)	2022	562,500	53,885		1,237,500	0	600,267	6,800,000	9,254,152	337,500	9,591,652
		6.1%	0.6%		13.4%		6.5%	73.5%	100.0%		
	2022 (max)	562,500	131,250		2,475,000		1,200,000	6,800,000	11,168,750	337,500	11,506,250
(from 1/1/2011 to 9/30/2022)	2021	750,000	60,532		2,742,667		636,800		4,189,999	450,000	4,639,999
		17.9%	1.4%		65.5%		15.2%		100.0%		
Marco Swoboda (m) (Finance)	2022	750,000	124,985		1,450,384	780,976	600,267		3,706,612	450,000	4,156,612
		20.2%	3.4%		39.1%	21.1%	16.2%		100.0%		
	2022 (max)	750,000	175,000		1,950,000	1,050,000	1,200,000		5,125,000	450,000	5,575,000
(since 1/1/2020)	2021	750,000	59,866		1,773,688	955,063	0		3,538,617	450,000	3,988,617
		21.2%	1.7%		50.1%	27.0%	0.0%		100.0%		
Total⁶	2022	4,762,500	468,208	900,000	10,508,800	3,670,586	3,376,500	10,162,500	33,849,094	2,025,000	35,874,094
		14.1%	1.4%	2.7%	31.0%	10.8%	10.0%	30.0%	100.0%		
	2021	4,637,500	492,655	262,500	12,098,869	5,037,955	2,467,600	1,018,131	26,015,210	2,550,000	28,565,210
		17.8%	1.9%	1.0%	46.5%	19.4%	9.5%	3.9%	100.0%		

* male (m); female (f)

¹ Payout/cost in the relevant fiscal year.² Amount of STI for which the performance period ended December 31: STI 2022 in 2022; STI 2021 in 2021. Payout in the respective following fiscal year.³ Amount of LTI tranche for which the three-year plan term ended at the end of the fiscal year in question: LTI tranche for 2020, term 1/1/2020–12/31/2022; LTI tranche for 2019, term 1/1/2019–12/31/2021; payment in the respective following year.⁴ Jan-Dirk Auris left the Management Board effective the end of business on December 31, 2022 by mutual agreement; his employment contract was terminated effective January 31, 2023. No own investment relating to STI 2022 was required; as such, STI is of a short-term nature overall. In settlement of his contractual entitlement to remuneration (excluding LTI) for the period 1–12/2023, Jan-Dirk Auris received a non-recurring special payment totaling 3,362,500 euros gross. A lump-sum contribution of 37,500 euros was granted to Jan-Dirk Auris for January 2023 for his company pension. For further details, see the discussion in II. 1.2.⁵ Bruno Piacenza resigned from the Management Board by mutual agreement effective September 30, 2022; a decision related to the merger of the business units Laundry & Home Care and Beauty Care into the new business unit – Consumer Brands. STI 2022 set for the period 1–9/2022 upon his departure, and STI 2021 were of a short-term nature overall; no own investment was required (amounts for 2021 adjusted accordingly). In addition, as a non-recurring special payment to cover his contractual claims to remuneration (excluding LTI), he was paid compensation of 6,800,000 euros for the original remaining term of his contract (24 months). For further details, see the discussion in II. 1.2.⁶ The 2021 totals only include the previous year's remuneration of the members of the Management Board who also served in 2022.

Details of the pension benefits are provided in II. 1.5.

In addition to the remuneration indicated above, members of the Management Board serving in 2022 were granted an LTI tranche for 2022 (term: 1/1/2022–12/31/2024) in 2022 that will be paid out after the expiration of the plan term of three years in 2025, subject to achievement of certain performance targets.

The remuneration granted and owed in 2022 to former members of the Management Board who left before the reporting year as defined in Section 162 (1) sentence 1 AktG is shown in the following table. Pursuant to Section 162 (5) AktG, no personal information is provided on former members of the Management Board who left the Management Board before January 1, 2013.

Remuneration granted and owed to former members of the Management Board in 2022 per Section 162 AktG (by date of departure)

Name, gender*, position, membership on the Management Board		1. LTI tranche 2019 ¹	2. LTI tranche 2020 ²	3. Discretionary payment	4. Pension benefits	Total remuneration (maximum total remuneration 2022) (total of 1 to 4)
in euros						
Hans Van Bylen (m) (Chair)	2022	–	1,050,467	–	–	1,050,467
		–	100.0%	–	–	100.0%
(from 2/15/2008 to 12/31/2019)	2022 (max)	–	2,100,000	–	–	2,100,000
	2021	1,114,400	–	1,392,000	–	2,506,400
		44.5%	–	55.5%	–	100.0%
Jens-Martin Schwärzler (m) (Beauty Care)	2022	–	540,240	471,294	–	1,011,534
		–	53.4%	46.6%	–	100.0%
(from 11/1/2017 to 4/30/2021)	2022 (max)	–	1,080,000	471,294	–	1,551,294
	2021	–	–	–	–	–

* male (m); female (f)

¹ Performance period: 1/1/2019–12/31/2021; payout in 2022.

² Performance period: 1/1/2020–12/31/2022; payout in 2023.

1.2 Special payments in connection with appointments to or departures from the Management Board in 2022

Bruno Piacenza resigned from the Management Board by mutual agreement effective September 30, 2022; a decision related to the merger of the business units Laundry & Home Care and Beauty Care into one business unit – Consumer Brands. The STI for the period January to September 2022 was set at 1,237,500 euros gross and was duly paid out. No investment in Henkel shares was required from STI 2022 or STI 2021, the latter of which was paid out in April 2022. Bruno Piacenza was paid a gross amount of 6,800,000 euros (compensation) in 2022 to cover his contractual claims to remuneration (excluding LTI) for the original remaining term of his contract up to a maximum of two years (24 months). The amount is shown in the remuneration table above as a non-recurring special payment.

Taking into account the original residual term of his contract, his entitlement under the LTI tranches for 2020 and following fiscal years will be determined and paid out after the end of the respective three-year performance period. In addition, he is bound by a post-contractual non-competition clause with a term of two years with no entitlement to a separate discretionary payment for same, as compensation payments are offset against any discretionary payments and, in this case the aforementioned compensation covers the same two-year period as the duration of the post-contractual non-competition clause.

Jan-Dirk Auris left the Management Board effective the end of business on December 31, 2022 by mutual agreement following the joint decision to not renew his contract, which was due to expire at the end of 2023; his employment contract was terminated effective January 31, 2023. No investment in Henkel shares was required from STI 2022, which will be paid out in April 2023. In settlement of his contractual entitlement to remuneration (excluding LTI) for the period from January 1, 2023 to December 31, 2023, Jan-Dirk Auris received an amount of 3,362,500 euros gross (compensation). This amount is shown in the remuneration table above as a non-recurring special payment.

A lump-sum contribution of 37,500 euros was made to the company pension of Jan-Dirk Auris for January 2023. Taking into account the original residual term of his contract, his entitlement under the LTI tranches for 2021 and following fiscal years will be determined and paid out after the end of the respective three-year performance period. In addition, following his departure, Jan-Dirk Auris is bound by a post-contractual non-competition clause with a term of two years, according to which he is entitled to discretionary payment of 73,391 euros gross per month or 880,692 euros gross in total for the period not already covered by the compensation, i.e. from January 1, 2024 to December 31, 2024; the contractual agreement provides for other income to be offset against this compensation.

1.3 Explanation of the non-performance-related components

1.3.1 Basic remuneration

The basic remuneration reflects market conditions and serves as a basic salary to secure a decent income and thus help avoid the urge to take inappropriate risks. It is paid out in monthly installments and amounted in the year under review to 1,200,000 euros gross per year for the Chair of the Management Board and 750,000 euros gross per year for the other Management Board members.

1.3.2 Other emoluments

Other emoluments consist primarily of the costs associated with, or the cash value of, in-kind benefits and other fringe benefits such as standard commercial insurance policies, reimbursement of accommodation/relocation costs and the cost of home security installations, provision of a company car that they may also use for private purposes or use of a car service, including any taxes on same, and the costs of preventive medical examinations. All members of the Management Board are entitled, in principle, to the same emoluments, whereby the amounts vary depending on personal situation. These emoluments are recognized at cost or the equivalent cash value in the case of benefits in kind.

In addition, newly appointed members of the Management Board may be granted compensation as a non-recurring special payment for benefits promised by the former employer that are forfeited as a result of moving to Henkel.

1.4 Explanation of the performance-related components, the application of performance criteria and the promotion of the long-term development of the corporation

Consistent with the remuneration policy, the performance-related components consist of the variable annual remuneration (STI) – made up of cash remuneration and share deferral – and the long-term variable cash remuneration (LTI). The application of the performance criteria relevant to the STI and LTI and how variable remuneration promotes the long-term development of the corporation is explained below.

1.4.1 STI

Overview of the STI

Components	Basis for assessment/Parameters	Weighting	Lower threshold (pro rata bonus amount)	100% target (pro rata bonus amount)	Upper threshold (pro rata bonus amount)
Financial targets (bonus)	Organic sales growth ¹ (OSG)	50%	Minimum OSG (50% OSG target remuneration = 500,000 euros)	OSG target (100% OSG target remuneration = 1,000,000 euros)	Maximum OSG (150% OSG target remuneration = 1,500,000 euros)
	Adjusted earnings per preferred share (EPS) ²	50%	80% of the prior-year figure (50% EPS target remuneration = 500,000 euros)	100% of the prior-year figure (100% EPS target remuneration = 1,000,000 euros)	120% of the prior-year figure (150% EPS target remuneration = 1,500,000 euros)
Individual multiplier by which the amount of the bonus is multiplied	<ul style="list-style-type: none"> ▪ Absolute and relative performance of business unit compared to market/competition ▪ Personal contribution to the implementation of strategic priorities and sustainability targets ▪ Achievement of personal targets (focus topics) 			Multiplier ranging from 0.8 to 1.2	
Performance measurement period	Fiscal year (remuneration year)				
Cap³	150% of the STI target remuneration (= 3,000,000 euros ⁴)				

¹ Threshold/target figures derived annually from budgets.

² At constant exchange rates, versus prior year (actual-to-actual comparison).

³ Including individual multiplier.

⁴ Remuneration for an ordinary member of the Management Board at a functional factor of 1.

The benchmark parameters for the STI are the financial targets achieved for each fiscal year (“remuneration year”) – which determine the so-called bonus – and the individual performance of each Management Board member, in respect of which a multiplier ranging from 0.8 to 1.2 is applied, by which the resulting bonus amount is multiplied. Further differentiation is achieved by the functional factors that are linked to the competencies of the Management Board and the associated responsibilities.

For bonus calculation purposes, organic sales growth (OSG) – i.e. sales development adjusted for foreign exchange and acquisitions/divestments – in the remuneration year is weighted at 50 percent. The other financial target (also weighted at 50 percent) is earnings per preferred share (EPS) adjusted for one-time expenses and income, for restructuring expenses, and for foreign exchange. Both targets are linked additively, i.e. the 50-percent-weighted OSG component of the bonus amount is added to the EPS component, which is also weighted at 50 percent.

The OSG target is derived from the budget for the relevant fiscal year. The 100-percent target and the lower and upper thresholds are set annually by the Supervisory Board of Henkel Management AG.

EPS performance is measured on the basis of actual-to-actual comparison, i.e. the EPS at constant exchange rates in the remuneration year is compared to the EPS from the previous year. The target is 100 percent of the previous year’s value, the lower threshold is 80 percent and the upper threshold is 120 percent of the previous year’s value.

An appropriate remuneration scale has been established for both key financials. Also, lower and upper thresholds are defined, below or above which no further payout is possible. The scale of payment amounts attributable to the OSG target is always linear between the lower threshold (minimum amount) and the at-target amount, and between the at-target amount and the upper threshold (cap). The scale of payment amounts attributable to the EPS target is consistently linear between the lower and upper thresholds. The total payable STI amount is capped at 150 percent of the target amount, taking into account the respective functional factor. Exceeding the relevant maximum target does not result in any further increase in the relevant OSG or EPS bonus component above and beyond 150 percent of the at-target remuneration.

At the beginning of each fiscal year, the Supervisory Board defines the individual targets for the members of the Management Board, and at the end of each fiscal year, target achievement is assessed individually after discussion in the Personnel Committee of the Shareholders' Committee.

Basis for assessment/parameters and target achievement/remuneration

The assessment basis/parameters as well as the target achievement/remuneration for STI 2022 are explained and presented in tabular form below.

STI 2022 (bonus)

The organic sales growth figure representing 100-percent target achievement was 3.0 percent in 2022. The lower threshold was 0.0 percent, the upper 6.0 percent.

The adjusted EPS figure that is of relevance for the actual-to-actual comparison for remuneration purposes and which represents 100-percent target achievement was 4.56 euros in 2022. The lower threshold was 3.65 euros, the upper 5.47 euros.

Calculation of target achievement/STI 2022 remuneration

Target parameter		Weighting	100% target achievement	Actual 2022	Target achievement ¹	Bonus amount ²
Financial targets (bonus)	Organic sales growth (OSG)	50%	3.0%	+8.7%	150.0% (Cap)	2,028,509 euros
	Adjusted earnings per preferred share (EPS) ³	50%	4.56 euros	3.70 euros	52.85%	
Personal targets			<ul style="list-style-type: none"> ▪ Absolute and relative performance of business unit compared to market/competition ▪ Personal contribution to the implementation of strategic priorities and sustainability targets ▪ Achievement of personal targets (focus topics) 		Personal target achievement/ Bonus multiplier: Range 1.0–1.1	

¹ Percentage of the relevant bonus target amount.

² Bonus amount, given a personal multiplier and functional factor of 1 in each case.

³ Year-on-year comparison of actual figures at constant exchange rates and adjusted for the share buyback versus prior-year actual.

The individual focus topics agreed with the members of the Management Board serving on December 31, 2022 and the individual multiplier by which the amount resulting for the STI bonus 2022 is multiplied are shown in the following table:

Focus topics 2022

Management Board member	Individual focus topics	Individual target achievement/Bonus multiplier
Carsten Knobel	<ul style="list-style-type: none"> ▪ Target achievement Group financial planning and Group functions ▪ Driving the merger of Laundry & Home Care and Beauty Care into Consumer Brands ▪ Improving communications with capital markets and media ▪ Developing the sustainability strategy and sustainability targets; cross-functional implementation of the digitalization strategy ▪ Driving cultural transformation; further developing top executives; progress in achieving gender parity ▪ Managing the impacts of the war in Ukraine 	1.1
Jan-Dirk Auris	<ul style="list-style-type: none"> ▪ Target achievement Adhesive Technologies financial planning ▪ Continuing active portfolio management; developing strategic options for Adhesive Technologies ▪ Expanding the innovation pipeline, implementing the digitalization strategy ▪ Implementing the sustainability strategy/targets; supporting strategic priorities throughout Henkel ▪ Driving cultural transformation; progress in achieving gender parity ▪ Managing the impacts of the war in Ukraine 	1.1
Wolfgang König	<ul style="list-style-type: none"> ▪ Target achievement Beauty Care financial planning ▪ Merging Laundry & Home Care and Beauty Care into Consumer Brands ▪ Active portfolio management; integrating acquisitions ▪ Hair innovations; implementing the sustainability strategy/targets; implementing the digitalization strategy ▪ Driving cultural transformation; developing executives; progress in achieving gender parity ▪ Managing the impacts of the war in Ukraine 	1.1
Sylvie Nicol	<ul style="list-style-type: none"> ▪ Target achievement HR financial planning ▪ Supporting the merger of Laundry & Home Care and Beauty Care into Consumer Brands ▪ Further developing the sustainability strategy and sustainability targets; implementing the digitalization strategy ▪ Implementing smart work and remuneration concepts ▪ Driving cultural transformation; progress in achieving gender parity ▪ Managing the impacts of the war in Ukraine 	1.1
Marco Swoboda	<ul style="list-style-type: none"> ▪ Target achievement Group financial planning and Group functions; further developing communications with capital markets and media, managing the share buyback program ▪ Supporting the merger of Laundry & Home Care and Beauty Care into Consumer Brands ▪ Further developing sustainable procurement and financing; implementing the digitalization strategy ▪ Managing/compensating higher purchase prices ▪ Driving cultural transformation; progress in achieving gender parity ▪ Managing the impacts of the war in Ukraine 	1.1

1.4.2 LTI

Overview of LTI

Basis for assessment/Parameters	Lower threshold (pro rata amount)	100% target¹ (pro rata amount)	Upper threshold (pro rata amount)
Adjusted return on capital employed (ROCE), average target achievement over the performance measurement period (three annual values)	Average target achievement 80% (50% target remuneration = 400,000 euros)	Average target achievement 100% (100% target remuneration = 800,000 euros)	Average target achievement 120% (150% target remuneration = 1,200,000 euros)
Performance measurement period	Three-year period (remuneration year plus two subsequent fiscal years)		
Cap	150% of the target amount of 800,000 euros (= 1,200,000 euros) ²		

¹ Respective 100% target derived from the budget.

² Remuneration for an ordinary member of the Management Board at a functional factor of 1.

The LTI represents variable cash remuneration, the amount of which is based on the long-term future performance of the corporation and derived from the average return on capital employed (ROCE) adjusted for one-time expenses and income, and for restructuring expenses over a period of three years (performance measurement period).

The LTI is a rolling program. As such, a new LTI tranche with a three-year performance measurement period is issued every year. For each LTI tranche, the adjusted ROCE is measured in the relevant remuneration year and the two subsequent years (three annual values).

The ROCE targets are derived from our budget and are set for each year of each three-year performance measurement period by the Supervisory Board of Henkel Management AG at the start of the relevant year. At the end of the respective year, target achievement for the year in question is analyzed. At the end of each three-year performance measurement period, the average target achievement for the year concerned is then calculated on the basis of the three values of relevance for the respective LTI tranche.

A remuneration scale has been defined for the LTI. Also, lower and upper thresholds are defined, below or above which no further payout is possible. The scale of payment amounts is consistently linear between the lower and upper thresholds. The total payable LTI amount is capped at 150 percent of the target amount, taking into account the respective functional factor.

The table below shows the relevant 100-percent target for the LTI tranches for 2020 and the following years for the respective annual values up to 2022, together with the target achievement percentages, the average target achievement percentage of the three-year performance measurement period for the 2020 tranche which expired in 2022, and the resultant remuneration.

Calculation of target achievement/LTI remuneration

LTI tranche	Performance year	100% target adjusted ROCE (%)	Actual adjusted ROCE (%)	Target achievement (%)	Average target achievement over three-year performance period (%)	Remuneration per LTI tranche ¹
LTI tranche 2020	1. (2020)	14.13%	12.09%	85.60%	90.01%	600,267 euros
	2. (2021)	13.19%	13.32%	100.99%		
	3. (2022)	12.60%	10.52%	83.49%		
LTI tranche 2021	1. (2021)	13.19%	13.32%	100.99%	–	–
	2. (2022)	12.60%	10.52%	83.49%		
	3. (2023)	–	–	–		
LTI tranche 2022	1. (2022)	12.60%	10.52%	83.49%	–	–
	2. (2023)	–	–	–		
	3. (2024)	–	–	–		

¹ Remuneration with a functional factor of 1.

1.4.3 Functional factors

In order to ensure due consideration of the differing requirements of the relevant areas of Management Board responsibility and of the differing levels of complexity and importance of the respective corporate functions and business units, general functional factors have been defined as multipliers for the STI and LTI payout amounts based on target achievement.

The following functional factors were applied to the variable remuneration granted and owed in 2022:

STI/LTI functional factors

	STI	LTI ¹
	STI 2022	LTI tranche 2020
Carsten Knobel, Chair of the Management Board	1.750	1.625
Marco Swoboda, Finance	1.000	1.000
Sylvie Nicol, Human Resources/Infrastructure Services/Sustainability	0.975	0.900
Jan-Dirk Auris, Adhesive Technologies	1.100	1.100
Wolfgang König, Beauty Care (since 6/1/2021; and Laundry & Home Care since 10/1/2022)	0.975	0.000
Bruno Piacenza, Laundry & Home Care (until 9/30/2022)	1.100	1.000

¹ The LTI tranche for 2020, which is coming due for payment, is determined by the functional factors specified for the 2020 remuneration year.

1.4.4 Promoting the long-term development of the corporation

The Henkel Group pursues a strategy of long-term, sustainable, purposeful growth. Accordingly, the remuneration system for the Management Board members takes account of relevant duties and responsibilities, and is designed to drive implementation of our corporate strategy, to offer incentives for successful and sustainable business performance over the long term, and to avoid inappropriate risk-taking.

This forms the basis for derivation of one of the benchmark parameters of the STI: organic sales growth (OSG) – i.e. sales development adjusted for foreign exchange and acquisitions/divestments – in the remuneration year as one of the criteria (50-percent weighting) used to determine the amount of the bonus. The other financial target (also weighted at 50 percent) is earnings per preferred share (EPS) adjusted for one-time expenses and income, for restructuring expenses, and for foreign exchange.

In accordance with corporate strategy, the LTI represents rolling variable cash remuneration, the amount of which is based on the long-term future performance of the corporation and derived from the average return on capital employed (ROCE) adjusted for one-time expenses and income, and for restructuring expenses over a period of three years (performance measurement period).

The financial and individual objectives described above, which are derived from the corporate strategy and form part of the remuneration system approved by the Annual General Meeting, together with the Share Ownership Guideline described in 1.6, serve as an incentive to achieve corporate objectives for the current fiscal year and as an incentive for long-term, purposeful growth. The policy also takes appropriate account of the personal contribution made by the members of the Management Board to achievement of the financial targets and implementation of the strategic priorities.

1.5 Pension benefits

The corporation has been exclusively operating a defined contribution system since January 1, 2015. Accordingly, members of the Management Board now receive a superannuation lump-sum payout comprised, at least, of the total annual non-interest-bearing (lump-sum) contributions to the plan during their time in office. The lump-sum contributions are added to the special fund set up for company pension purposes; Management Board members are entitled to any surplus return, albeit not guaranteed, from investing the lump-sum contributions. The lump-sum contributions – based on a full fiscal year – are currently 750,000 euros for the Chair and 450,000 euros each for the other members of the Management Board. The corresponding annual additions do not represent remuneration granted and owed as defined in Section 162 (1) sentence 2 No. 1 AktG, since they have not been paid to the members of the Management Board.

Instead of being granted a company pension in accordance with the defined contribution pension scheme described above, Management Board members may also be granted a dedicated lump-sum pension payout to be transferred directly to the Management Board members each year. The amount of annual pension payout is equivalent to the aforementioned lump-sum contributions. Since the corresponding lump-sum pension payouts are paid directly they constitute remuneration granted and owed as defined in Section 162 (1) sentence 2 No. 1 AktG.

The figures calculated in accordance with International Accounting Standard (IAS) 19 for service cost in respect of entitlements acquired in the reporting year and the present value of total pension benefits accruing to the end of the fiscal year in accordance with the defined contribution pension scheme are shown in the table below, together with the lump-sum pension payouts in 2022:

Cost/present value of pension benefits and lump-sum pension payouts

		Details of the defined contribution pension system (IAS)		Lump-sum pension payouts
		Service cost for pension benefits in the fiscal year	Present value of pension benefits as of December 31 ¹	
in euros				
Carsten Knobel	2022	759,799	6,305,533	
	2021	753,481	6,537,737	
Jan-Dirk Auris	2022	496,003	6,220,279	
	2021	451,849	6,740,083	
Wolfgang König	2022			450,000
	2021			262,500
Sylvie Nicol	2022			450,000
	2021	450,335	1,740,752	
Bruno Piacenza	2022	344,594	5,424,051	
	2021	450,846	5,846,841	
Marco Swoboda	2022	452,250	2,051,803	
	2021	450,279	1,890,319	
Total	2022	2,052,646	20,001,666	900,000
	2021	2,556,790	22,755,732	262,500

¹ Including amounts vested prior to appointment to the Management Board.

Pension payments totaling 7,219,168 euros (previous year: 7,378,898 euros) were paid out to former members of the Management Board and the senior management of Henkel AG & Co. KGaA and its legal predecessors and its dependents in the reporting year.

1.6 Comparison of the annual change in the remuneration of the Management Board, the average remuneration of the other employees and the corporation's earnings over the last five years

The following table shows, as defined in Section 162 (1) sentence 2 No. 2 AktG, the development in remuneration of the individual current and former members of the Management Board who received remuneration in the reporting year, compared with the development of selected earnings indicators of the company or Group and with the development of the average remuneration of employees on a full-time equivalent basis.

The remuneration granted and owed per Section 162 AktG is shown, including lump-sum pension payments (but excluding service cost of pension benefits/lump-sum contributions) and any non-recurring special payments. Pursuant to Section 162 (5) AktG, no personal information is provided on former members of the Management Board who left the Management Board before January 1, 2013. If former Management Board members who left the corporation after December 31, 2012 received pension payments, they are listed despite not being dependent on the corporation's earnings performance.

The average remuneration of employees is based on the total workforce of the Group in Germany. This also corresponds to the vertical comparison, which is performed when the Supervisory Board of Henkel Management AG determines and reviews the remuneration of the Management Board. In order to ensure better comparability with the remuneration of the Management Board, the average payroll cost is shown for wages and salaries, including social security contributions but excluding pension costs, of a full-time employee.

When indicating the relative change, the amounts are shown as-is, without any like-for-like adjustment. In this respect, relative changes in the remuneration of individual Management Board members may be solely due to a different time in office in the comparable years and possible changes in functions or non-recurring special payments. The total remuneration indicated for the Group's entire workforce in Germany may be influenced by changes in the composition of the workforce, different salary adjustments under collective wage agreements or in non-tariff areas, the inclusion and exclusion of business operations or other HR measures.

Comparison of the annual change in Management Board remuneration, average employee remuneration and the corporation's earnings performance over the last five years

Name, position, membership on the Management Board	2018	Change	2019	Change	2020	Change	2021	Change	2022
in euros									
Serving members of the Management Board in 2022									
Carsten Knobel (Chair of the Management Board; since 1/1/2020) (since 7/1/2012)	3,445,483	-20.2%	2,747,975	45.5%	3,998,907	70.1%	6,800,316	-10.1%	6,111,485
Jan-Dirk Auris¹ (Adhesive Technologies) (from 1/1/2011 to 12/31/2022)	3,460,587	-23.6%	2,644,626	2.6%	2,713,109	66.5%	4,516,283	61.6%	7,300,484
Wolfgang König² (Beauty Care, and Laundry & Home Care since 10/1/2022) (since 6/1/2021)	0	0.0%	0	0.0%	0	0.0%	3,234,799	8.8%	3,518,229
Sylvie Nicol (Human Resources) (since 4/9/2019)	0	0.0%	1,412,584	45.1%	2,049,051	82.3%	3,735,197	6.0%	3,958,132
Bruno Piacenza³ (Laundry & Home Care) (from 1/1/2011 to 9/30/2022)	3,204,060	-21.5%	2,515,532	1.7%	2,559,048	63.7%	4,189,999	120.9%	9,254,152
Marco Swoboda (Finance) (since 1/1/2020)	0	0.0%	0	0.0%	2,205,331	60.5%	3,538,617	4.7%	3,706,612

TABLE CONTINUED ON NEXT PAGE

Comparison of the annual change in Management Board remuneration, average employee remuneration and the corporation's earnings performance over the last five years

Name, position, membership on the Management Board	2018	Change	2019	Change	2020	Change	2021	Change	2022
in euros									
Former members of the Management Board (by order of departure)									
Hans Van Bylen⁴ (Chair of the Management Board) (from 7/1/2005 to 12/31/2019)	5,442,780	72.7%	9,399,566	-93.2%	636,300	293.9%	2,506,400	-58.1%	1,050,467
Jens-Martin Schwärzler⁵ (Beauty Care) (from 11/1/2017 to 4/30/2021)	2,314,021	-16.7%	1,926,855	22.2%	2,354,951	107.5%	4,887,200	-79.3%	1,011,534
Earnings indicators									
Annual profit of Henkel AG & Co. KGaA (HGB) (in million euros)	925	-0.4%	921	18.7%	1,093	-44.7%	604	20.5%	728
Key financials for the Group									
Sales (in million euros)	19,899	1.1%	20,114	-4.3%	19,250	4.2%	20,066	11.6%	22,397
Organic sales growth (%)	2.4%	-2.4pp	0.0%	-0.7pp	-0.7%	8.5pp	7.8%		8.8%
Adjusted earnings per preferred share (euros)	6.01	-9.7%	5.43	-21.5%	4.26	7.0%	4.56	-14.5%	3.90
Return on capital employed (ROCE) (%)	15.5%	-2pp	13.5%	-3.9pp	9.6%	1.4pp	11.0%	-2.8pp	8.2%
Average remuneration of employees (of the Group in Germany) (euros)									
Total workforce in Germany	88,601	-2.1%	86,707	1.3%	87,865	4.6%	91,924	9.2%	100,394

¹ Jan-Dirk Auris left the Management Board effective the end of business on December 31, 2022 by mutual agreement. In settlement of his contractual entitlement to remuneration (excluding LTI) for the period 1–12/2023, Jan-Dirk Auris received a non-recurring special payment totaling 3,362,500 euros gross.

² In 2021, Wolfgang König received a payment of 1,018,131 euros gross to partially compensate for benefits from his former employer that were forfeited due to his move to Henkel; of this amount, 262,500 euros is attributable to the lump-sum pension payout in 2021.

³ Bruno Piacenza left the Management Board effective September 30, 2022. In settlement of his contractual entitlement to remuneration (excluding LTI) for the original remaining term of his contract (24 months), Bruno Piacenza received a non-recurring special payment in 2022 of 6,800,000 euros.

⁴ Upon leaving the company in 2019, Hans Van Bylen received, in addition to his usual remuneration, a non-recurring special payment of 4,700,000 euros to cover his contractual claims to remuneration (excluding LTI). The LTI tranches for 2017 to 2022 were paid from 2019 to 2022. Hans Van Bylen also received a discretionary payment of 1,392,000 euros in 2021.

⁵ Upon leaving the company in 2021, Jens-Martin Schwärzler received, in addition to his usual remuneration, a non-recurring special payment of 3,185,000 euros to cover his contractual claims to remuneration (excluding LTI) for the original remaining term. Jens-Martin Schwärzler also received a discretionary payment of 471,294 euros in 2022.

pp = percentage points

For the development of the remuneration of the members of the Supervisory Board and the Shareholders' Committee, please refer to the presentation in Section II. 2.3.

1.7 Share Ownership Guideline/Own investment under the STI 2022 program (share deferral)

The obligation to purchase and hold shares (Share Ownership Guideline) is a key element of the remuneration policy for Management Board members. The aim here is to promote a certain degree of alignment in the interests of the Management Board members with those of the shareholders while ensuring the sustainable and long-term performance of the corporation. Thus, Management Board members are obligated to invest from their STI around 35 percent of the respective (net) payout amount in the purchase of Henkel preferred shares on the stock exchange (= long-term component, share deferral), which are placed in a blocked custody account with a drawing restriction. They must hold at least as many shares as equates to 100 percent of their annual basic remuneration, or 200 percent of the annual basic remuneration in the case of the Chair, for the duration of their tenure (minimum portfolio). Even once they have acquired the minimum portfolio, Management Board members must still continue to purchase the volume of Henkel preferred shares as specified from their STI. These shares are also subject to a lock-up period. The lock-up period in each case expires on December 31 of the fourth year following the respective remuneration year.

The following table shows the Henkel preferred shares held by serving members of the Management Board in 2022 per the Share Ownership Guideline, and any changes in holdings.

Shareholdings and own investments/Share deferral under the STI program

Management Board member	Number of shares locked up as of 1/1/2022	Additions 2022 ¹	Disposals 2022 ²	Number of shares locked up at the end of 12/31/2022	Total number of shares held at 12/31/2022 ³	Total value of shares held at 1/1/2023 ⁴	Own investment STI 2022 ⁵	Number of shares (provisional)
							Amount (euros)	
Serving members of the Management Board in 2022								
Carsten Knobel	11,056	13,862	4,039	20,879	53,583	3,483,967	683,354	10,509
Jan-Dirk Auris	9,763	8,713	4,087	14,389	58,178	3,782,734	0	0
Wolfgang König	0	4,158	0	4,158	4,158	270,353	380,726	5,855
Sylvie Nicol	4,057	7,129	0	11,186	11,186	727,314	380,726	5,855
Bruno Piacenza	8,764	0	8,764	0	0	0	0	0
Marco Swoboda	2,552	7,921	0	10,473	10,473	680,954	390,488	6,005

¹ Number of shares acquired in 2022 under STI 2021 own investment obligation.

² Number of shares from STI own investment of which the lock-up period expired on 12/31/2022, and other disposals during the year.

³ Total number of shares acquired under STI own investment obligation and still held after expiration of the lock-up period.

⁴ 65.02 euros per share, Xetra closing price on December 30, 2022.

⁵ Amount to be invested in Henkel preferred shares in 2023. Number of shares provisional; calculated on the basis of the Xetra closing price on 12/30/2022.

1.8 Malus and clawback regulations

The Supervisory Board of Henkel Management AG is authorized to wholly or partially withhold or refuse to pay a variable component of remuneration (STI, LTI) that was awarded for a fiscal year in which a Management Board member commits a severe breach of duty (malus).

If variable components of remuneration have already been paid, the Supervisory Board of Henkel Management AG can demand their repayment (clawback) if (i) a severe breach of duty is only discovered after the variable components of remuneration have been paid, or (ii) a financial report is found to contain a material misstatement that impacted the calculation of the variable remuneration of the Management Board.

The Supervisory Board of Henkel Management AG decides at its discretion whether and which variable remuneration components are to be withheld or reclaimed, and in what amount and for which years. In the year under review, the Supervisory Board of Henkel Management AG saw no need to reduce a variable remuneration that has not yet been paid (malus) nor to demand repayment of a variable remuneration that has already been paid (clawback).

1.9 Deviations from the remuneration policy

In the year under review, the Supervisory Board of Henkel Management AG did not exercise the option provided in the remuneration policy per the specifications of Section 87a (2) AktG to temporarily deviate from the remuneration policy if necessary to protect the long-term wellbeing of the corporation.

1.10 Notes to consideration of the resolution in Annual General Meeting per Section 120a (4) AktG (Approval of the remuneration report)

The Remuneration Report 2021 was approved by the Annual General Meeting on April 4, 2022 by a majority of 94.43 percent. In the absence of any criticism regarding the presentation format of the remuneration report, there was no reason to question it.

Given the ongoing development of the Group's ambitions and strategic priorities, and taking into account discussions held with shareholders, shareholders' representatives and investors with regard to the design of the remuneration policy, particularly in respect of placing greater emphasis on the sustainability aspects of remuneration, the Supervisory Board of Henkel Management AG has reviewed the remuneration policy on which remuneration for Management Board members is based and has decided to make not just some editorial revisions and clarifications but also, in consultation with the Personnel Committee of the Shareholders' Committee, to implement primarily the following changes to come into effect starting in fiscal 2023, subject to presentation of the modified remuneration policy to the Annual General Meeting 2023 of Henkel AG & Co. KGaA:

Short Term Incentive:

- The remuneration structure for Management Board members was simplified by abolishing the share deferral element of the STI and by splitting the STI amount allocable to the former share deferral between the basic remuneration (smaller portion) and the LTI (greater portion).
- As a result, future STI payouts will no longer include the annual obligation to purchase Henkel preferred shares – unless otherwise stated in the Share Ownership Guideline rules.
- The benchmark parameters have not been changed:
 - Bonus: Adjusted organic sales growth and adjusted earnings per preferred share; each weighted 50 percent.
 - Individual multiplier ranging from 0.8 to 1.2 depending on individual target achievement, applied to the bonus amount

Long Term Incentive:

- The present LTI is to be replaced by a Performance Share Plan (virtual share plan).
- Benchmark parameters: In addition to adjusted ROCE (60-percent weighting), further benchmark targets for determining the ultimate number of virtual shares are the performance of Henkel preferred shares relative to other companies (relative total shareholder return) (20-percent weighting) and ESG targets (20-percent weighting).
- Payout will be after four years in future, instead of three years.

Share Ownership Guideline

- The Share Ownership Guideline obligation for the Chair of the Management Board to acquire as many Henkel preferred shares as equates to 200 percent of his/her basic remuneration and for all other Management Board members to acquire as many shares as equates to 100 percent of their basic remuneration remains unchanged. Existing shareholdings are offset against this requirement.
- Until this target is reached, Management Board members are obligated to invest at least 25 percent of the (net) amounts paid out as performance-related bonuses (STI and LTI) in Henkel preferred shares.
- Shares must be held for the duration of their appointment to the Management Board. Once the required amount has been invested, there is no obligation to subsequently purchase additional shares if the share price should subsequently change.

These improvements are designed to ensure that remuneration offers even more of an incentive to drive Henkel's business strategy and long-term performance. The resulting modification of the remuneration policy will be submitted to the Annual General Meeting on April 24, 2023 for approval. Details can be found in the Notice of Convocation of the Annual General Meeting to be held on April 24, 2023 under item 9 on the agenda, which will be publicly accessible at www.henkel.com/ir.

1.11 Adherence to caps/Maximum total remuneration

The maximum total remuneration corresponds to the amount resulting for the respective member of the Management Board representing the sum of all remuneration components for the respective fiscal year, taking into account the fixed amounts or the caps set for the variable components.

Based on the current remuneration policy, the maximum remuneration granted and owed to a member of the Management Board in a fiscal year as defined in Section 162 AktG (excluding non-recurring special payments related to joining or leaving the Management Board) consists of the following components, subject to eligibility:

- Basic remuneration
- Other emoluments
- Lump-sum pension payout
- STI
- LTI

The maximum amounts resulting from this, allowing for the respective caps and functional factors, may be increased by the following non-recurring special payments related to joining or leaving the Management Board:

Newly appointed members of the Management Board may be granted one-off compensation in the event that benefits promised by the former employer are forfeited as a result of moving to Henkel Management AG. Such compensation is capped at 200 percent of the basic remuneration, and may result in higher maximum total remuneration. Members of the Management Board who are domiciled abroad may also be granted the usual tax reimbursements and compensation for currency conversion losses.

In addition, the following additional payments may, in particular, be made when a member leaves the Management Board. While the amounts are capped, they may increase the maximum total remuneration:

- Payment of STI in the year of departure
- Payment of compensation equivalent to the remuneration owing for the original remaining term of the contract
- Discretionary payment

In determining the payment of the variable remuneration components (STI and LTI), granting other benefits and lump-sum pension payouts and the aforementioned non-recurring special payments related to joining or leaving the Management Board, the Supervisory Board of Henkel Management AG considered the respective functional factors (see also II. 1.4.3) and their respective caps (see the above table I. 1.3). The corresponding

maximum amounts are stored in the tools used for calculating the respective remuneration components, so that any overshoot amounts are automatically capped. A corresponding check is performed as part of the respective payment instructions. The maximum total remuneration, taking account of the above-mentioned caps, as defined in the remuneration policy, was not exceeded.

Please refer to the tables in II. 1.1 for a breakdown by individual remuneration components of the total remuneration granted and owed in 2022 per Section 162 AktG, including any special payments, together with the respective maximum amounts and the resulting maximum total remuneration including pension benefits/lump-sum contributions.

1.12 Other benefits/Commitments by third parties

In the year under review, no other benefits were pledged by the corporation to any member of the Management Board, nor were such commitments changed. No member of the Management Board was pledged payments from third parties in respect of their duties as executives of the corporation, nor were any such payments granted in the reporting period.

1.13 Benefits in case of termination of activity

Compensation payment

In the event that appointment to the Management Board is terminated prematurely and due notice is given to terminate the executive contract effective from the end of the period stipulated in Section 622 (1) and (2) BGB (Bürgerliches Gesetzbuch: German Civil Code), the executive contracts provide for a compensation settlement amounting to the remuneration for the remaining term of the contract. In this case, the compensation payment is limited to a maximum of two annual remuneration sums, as recommended by the GCGC ("severance pay cap").

Calculation of the STI is based on the budget figures at the time of calculation. Based on the current basic remuneration and the current STI target, this results in a compensation payment of 2,750,000 euros gross per year for a member of the Management Board with a functional factor of 1 based on these remuneration components. For the Chair of the Management Board, a functional factor of 1.75 for these remuneration components results in a compensation payment of 4,700,000 euros per year. Unless otherwise agreed in individual cases, claims from the LTI are determined after the end of the relevant performance measurement period and paid out according to the contractually defined due dates.

Members of the Management Board are not entitled to compensation, however, if the premature termination of their tenure is prompted by circumstances that would have entitled the corporation to terminate the executive contract without notice for good cause or reason for which the Management Board member is responsible.

There were no changes to these commitments in the year under review.

Non-competition clause/Discretionary payment

Management Board executive contracts each include an identical post-contractual non-competition clause with a term of two years. Members of the Management Board are entitled to a discretionary payment totaling 50 percent of the annual remuneration, which is payable in 24 monthly installments, unless the Supervisory Board of Henkel Management AG waives the non-competition clause. This discretionary payment is based on the average annual remuneration awarded to the Management Board member for the three full fiscal years leading up to the termination of their executive activity, but is equivalent to not less than 150 percent of the annual basic remuneration awarded in the final full fiscal year prior to termination of their tenure on the Management Board. Any compensation settlements for equivalent periods are offset against the discretionary payment. The same applies to any income that the Management Board member earns – or desists from earning without compelling reason – during the non-competition period from any new activity elsewhere if and insofar as this income and the discretionary payment together exceed the (total) remuneration applicable to the relevant period.

Pension benefits

Management Board members who participated in the defined contribution pension system are entitled to pension benefits upon retiring at the age of 63, on termination of the employment relationship on or after attainment of the statutory retirement age, in the event of death, or in the event of permanent complete incapacity for work. If a member of the Management Board has received no pension benefits prior to their death, the superannuation lump sum accumulated up to time of death is paid out to the surviving spouse or to surviving children eligible for orphan benefits.

With regard to the figures calculated in accordance with International Accounting Standard (IAS) 19 for service cost in respect of the total entitlements acquired in the reporting year, and the present value of total pension benefits accruing to the end of the fiscal year, please refer to the discussion in II. 1.5.

2. Remuneration of members of the Supervisory Board and of the Shareholders' Committee of Henkel AG & Co. KGaA in fiscal 2022

2.1 Remuneration 2022 at a glance

The remuneration granted and owed to the serving members of the Supervisory Board in 2022 as defined in Section 162 AktG (consisting of fixed fee, attendance fee and remuneration for committee activity) amounts to a total of 1,630,164 euros (previous year: 1,545,356 euros plus VAT). Of this amount, fixed fees accounted for 1,207,164 euros, attendance fees for 108,000 euros, and remuneration for committee activity (including associated attendance fees) for 315,000 euros.

The remuneration granted and owed to the serving members of the Shareholders' Committee in 2022 as defined in Section 162 AktG (consisting of fixed fee and remuneration for committee activity) amounts to 2,350,000 euros (previous year: 2,350,000 euros). Of this amount, fixed fees were 1,150,000 euros and remuneration for committee activity 1,200,000 euros.

In the year under review, no compensation as defined in Section 162 AktG was paid to former members of the Supervisory Board or Shareholders' Committee, i.e. who left before 2022. Likewise, no compensation or benefits were paid or granted for personally performed services, including in particular advisory, brokerage or (inter)mediation services.

2.2 Remuneration/Meeting attendance of each member

The remuneration granted and owed as defined in Section 162 (1) sentence 1 AktG to each serving member of the Supervisory Board and Shareholders' Committee in fiscal 2022 is presented in the following tables, broken down into the aforementioned components:

Remuneration of the Supervisory Board granted and owed in 2022

Name, gender*, membership on the Supervisory Board	Components of total remuneration												Total remuneration ²	
	Fixed remuneration (share of total remuneration in %)				Remuneration for Audit Committee membership (share of total remuneration in %)				Attendance fee ¹ (share of total remuneration in %)					
	2021	in %	2022	in %	2021	in %	2022	in %	2021	in %	2022	in %	2021	2022
in euros														
Dr. Simone Bagel-Trah (Chair) ³ (f) (since 4/14/2008)	140,000	77	140,000	72	35,000	19	45,000	23	8,000	4	9,000	5	183,000	194,000
Birgit Helten-Kindlein (Vice Chair) ³ (f) (since 4/14/2008)	105,000	71	105,000	66	35,000	24	45,000	28	8,000	5	8,000	5	148,000	158,000
Michael Baumscheiper (m) (since 12/11/2020)	70,000	95	70,000	92					4,000	5	6,000	8	74,000	76,000
Jutta Bernicke (f) (since 4/14/2008)	70,000	96	70,000	92					3,000	4	6,000	8	73,000	76,000
Lutz Bunnenberg (m) (since 6/17/2020)	70,000	93	70,000	92					5,000	7	6,000	8	75,000	76,000
Benedikt-Richard Freiherr von Herman (m) (since 4/11/2016)	70,000	93	70,000	92					5,000	7	6,000	8	75,000	76,000
Prof. Dr. Michael Kaschke ³ (m) (since 4/14/2008)	70,000	47	70,000	41	70,000	47	90,000	53	8,000	5	9,000	5	148,000	169,000
Barbara Kux (f) (since 7/3/2013)	70,000	93	70,000	93					5,000	7	5,000	7	75,000	75,000
Simone Menne ³ (f) (since 6/17/2020)	70,000	62	70,000	56	35,000	31	45,000	36	8,000	7	9,000	7	113,000	124,000
Andrea Pichottka (f) (since 10/26/2004)	70,000	93	70,000	92					5,000	7	6,000	8	75,000	76,000
Philipp Scholz (m) (since 4/9/2018)	70,000	93	70,000	92					5,000	7	6,000	8	75,000	76,000
Martina Seiler (f) (since 1/1/2012)	70,000	93	70,000	92					5,000	7	6,000	8	75,000	76,000
Dirk Thiede (m) (since 4/9/2018)	70,000	93	70,000	92					5,000	7	6,000	8	75,000	76,000
Edgar Topsch ³ (m) (since 8/1/2010)	70,000	62	70,000	56	35,000	31	45,000	36	8,000	7	9,000	7	113,000	124,000
Michael Vassiliadis ³ (m) (since 4/9/2018)	70,000	62	70,000	57	35,000	31	45,000	37	8,000	7	8,000	7	113,000	123,000
Poul Weihrauch (m) (since 4/4/2022)			52,164	95							3,000	5	–	55,164
Total⁴	1,155,000	78	1,207,164	74	245,000	16	315,000	19	90,000	6	108,000	7	1,490,000	1,630,164

* Gender: male (m); female (f)

¹ Including attendance at the Audit Committee's meeting to discuss the annual financial statements, which may also be attended by members of the Supervisory Board who are not members of the Audit Committee.² Figures do not include VAT.³ Member of the Audit Committee. Audit Committee Chair: Prof. Dr. Michael Kaschke.⁴ The 2021 totals only include the prior-year remuneration of members also serving in 2022.

Individual meeting attendance 2022

Supervisory Board member	Supervisory Board and Audit Committee meetings¹	Attendance	Presence
Dr. Simone Bagel-Trah (Chair)	9	9	100%
Birgit Helten-Kindlein (Vice Chair)	9	8	89%
Michael Baumscheiper	5	5	100%
Jutta Bernicke	5	5	100%
Lutz Bunnenberg	5	5	100%
Benedikt-Richard Freiherr von Herman	5	5	100%
Prof. Dr. Michael Kaschke	9	9	100%
Barbara Kux	5	5	100%
Simone Menne	9	9	100%
Andrea Pichottka	5	5	100%
Philipp Scholz	5	5	100%
Dr. Martina Seiler	5	5	100%
Dirk Thiede	5	5	100%
Edgar Topsch	9	9	100%
Michael Vassiliadis	9	8	89%
Poul Weihrauch (since 4/4/2022)	3	3	100%

¹ Number of meetings of relevance for the respective member, i.e. excluding attendance at the Audit Committee's meeting to discuss the annual financial statements by members of the Supervisory Board who are not members of the Audit Committee.

Remuneration of the Shareholders' Committee granted and owed in 2022

Name, gender*, membership on the Shareholders' Committee	Components of total remuneration								Total remuneration	
	Fixed remuneration (share of total remuneration in %)				Fee for committee activity (share of total remuneration in %)				2021	2022
	2021	in %	2022	in %	2021	in %	2022	in %	2021	2022
in euros										
Dr. Simone Bagel-Trah (f), Chair (Chair Personnel Committee) (since 4/18/2005)	200,000	50	200,000	50	200,000	50	200,000	50	400,000	400,000
Dr. Christoph Henkel (m), Vice Chair (Chair Finance Committee) (from 5/27/1991 to 4/4/2022)	150,000	43	38,630	43	200,000	57	51,507	57	350,000	90,137
Dr. Paul Achleitner (m) (Member Finance Committee) (since 4/30/2001)	100,000	50	100,000	50	100,000	50	100,000	50	200,000	200,000
Kaspar von Braun, Ph.D. (m) (since 4/4/2022) (Member Finance Committee)	–	–	74,247	–	–	–	74,247	–	–	148,494
Alexander Birken (m) (Member Personnel Committee) (since 6/17/2020)	100,000	50	100,000	50	100,000	50	100,000	50	200,000	200,000
Johann-Christoph Frey (m) (Member Personnel Committee) (since 4/9/2018)	100,000	50	100,000	50	100,000	50	100,000	50	200,000	200,000
Dr. Christoph Kneip (m) (Member Finance Committee, Vice Chair since 4/4/2022) (since 6/17/2020)	100,000	50	100,000	50	100,000	50	100,000	50	200,000	200,000
Dr. Dr. Norbert Reithofer (m) (Member Personnel Committee) (since 6/17/2020)	100,000	50	100,000	50	100,000	50	100,000	50	200,000	200,000
James Rowan (m) (Member Finance Committee) (since 4/16/2021)	70,959	–	100,000	50	70,959	–	100,000	50	141,918	200,000
Konstantin von Unger (m) Vice Chair (since 4/4/2022) (Member Finance Committee; Chair since 4/4/2022) (since 3/14/2003)	100,000	50	137,123	44	100,000	50	174,246	56	200,000	311,369
Jean-François van Boxmeer (m) (Member Personnel Committee) (since 4/15/2013)	100,000	50	100,000	50	100,000	50	100,000	50	200,000	200,000
Total**	1,120,959	49	1,150,000	49	1,170,959	51	1,200,000	51	2,291,918	2,350,000

* Gender: male (m); female (f)

** The 2021 totals only include the prior-year remuneration of members also serving in 2022.

Individual meeting attendance 2022

Member of Shareholders' Committee	Meetings of the Shareholders' Committee and meetings of the Finance/ Personnel Committees¹	Attendance	Presence
Dr. Simone Bagel-Trah, Chair	17	17	100%
Dr. Christoph Henkel, Vice Chair (until 4/4/2022)	5	5	100%
Konstantin von Unger, Vice Chair (since 4/4/2022)	17	17	100%
Dr. Paul Achleitner	17	15	88%
Alexander Birken	17	16	94%
Kaspar von Braun, Ph.D. (since 4/4/2022)	12	11	92%
Johann-Christoph Frey	17	17	100%
Dr. Christoph Kneip	17	17	100%
Dr. Dr. Norbert Reithofer	17	17	100%
James Rowan	17	15	88%
Jean-François van Boxmeer	17	16	94%

¹ Number of meetings of relevance for the respective member.

2.3 Development of the remuneration of the members of the Supervisory Board and the Shareholders' Committee over the past five years

In accordance with the recommendation of the GCGC, the remuneration is of a purely fixed nature. This serves to strengthen impartiality and to avoid conflicts of interest for corporate body members performing their oversight function.

The following tables show the development over the past five years, as defined in Section 162 (1) sentence 2 No. 2 AktG, of the total remuneration (fixed fees, remuneration for committee activity and – in relation to the Supervisory Board – attendance fees) of the individual members of the Supervisory Board and the Shareholders' Committee who received remuneration in the reporting year. The remuneration of the members of the Supervisory Board and the Shareholders' Committee is, as stated, of a purely fixed nature (i.e. not linked to the corporation's earnings performance). Apart from the increase of 10,000 euros per year in remuneration for members of the Supervisory Board's Audit Committee starting in fiscal 2022, this remuneration did not change in the period from 2018 to 2022. As such, relative changes in the remuneration paid to each member are exclusively due to a different term of office in the reference years as well as possible changes in committee activity or differences in meeting attendance (Supervisory Board) or to the higher remuneration paid to members of the Supervisory Board's Audit Committee starting in 2022; relative changes are stated without like-for-like adjustment. For the development of Management Board remuneration, the development of selected earnings indicators of the company or Group, as well as the development of the total remuneration of the other total employees of the Group in Germany, please refer to the discussion under II. 1.6.

Remuneration of the Shareholders' Committee in the period 2018–2022

Name, membership in euros	2018	Change in %	2019	Change in %	2020	Change in %	2021	Change in %	2022
Dr. Simone Bagel-Trah, Chair (since 4/18/2005)	400,000	0.0%	400,000	0.0%	400,000	0.0%	400,000	0.0%	400,000
Dr. Christoph Henkel, Vice Chair (from 5/27/1991 to 4/4/2022)	350,000	0.0%	350,000	0.0%	350,000	0.0%	350,000	-74.2%	90,137
Dr. Paul Achleitner (since 4/30/2001)	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000
Alexander Birken (since 6/17/2020)					107,650	85.8%	200,000	0.0%	200,000
Kaspar von Braun, Ph.D. (since 4/4/2022)									148,494
Johann-Christoph Frey (since 4/9/2018)	145,206	37.7%	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000
Dr. Christoph Kneip (since 6/17/2020)					107,650	85.8%	200,000	0.0%	200,000
Dr. Dr. Norbert Reithofer (since 4/11/2011)	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000
James Rowan (since 4/16/2021)							141,918	40.9%	200,000
Konstantin von Unger (since 4/14/2003) Vice Chair (since 4/4/2022)	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000	55.7%	311,369
Jean-François van Boxmeer (since 4/15/2013)	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000	0.0%	200,000

3. Remuneration of Henkel Management AG for assumption of personal liability, and reimbursement of expenses for fiscal 2022

For assumption of personal liability and management responsibility, Henkel Management AG in its function as Personally Liable Partner received, as in previous years, an annual payment of 50,000 euros (= 5 percent of its capital stock) plus any value-added tax (VAT) due, said fee being payable irrespective of any profit or loss made.

Henkel Management AG may also claim reimbursement from or payment by the company of all expenses incurred in connection with the management of the corporation's business, including the remuneration and pensions paid to its corporate bodies.

4. Remuneration of members of the Supervisory Board of Henkel Management AG for fiscal 2022

According to Art. 14 of the Articles of Association of Henkel Management AG, members of the Supervisory Board or Shareholders' Committee of Henkel AG & Co. KGaA do not receive remuneration for serving on the Supervisory Board of Henkel Management AG. As the Supervisory Board of Henkel Management AG is only comprised of members who also belong to the Shareholders' Committee, as was also the case in previous years, no remuneration was paid in respect of this Supervisory Board in the year under review.

Düsseldorf, February 28, 2023

**For the Management Board of Henkel
Management AG as Personally Liable
Partner of Henkel AG & Co. KGaA**

Carsten Knobel
Chair of the Management Board

Marco Swoboda
Finance

**For the Supervisory Board
of Henkel AG & Co. KGaA**

Dr. Simone Bagel-Trah
Chair of the Supervisory Board

Auditor's report

To Henkel AG & Co. KGaA, Düsseldorf

We have audited the remuneration report of Henkel AG & Co. KGaA, Düsseldorf, for the financial year from January 1 to December 31, 2022, including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktengesetz: German Stock Corporation Act].

RESPONSIBILITIES OF THE EXECUTIVE DIRECTORS AND THE SUPERVISORY BOARD

The executive directors and the supervisory board of Henkel AG & Co. KGaA are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITIES

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

AUDIT OPINION

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2022, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

REFERENCE TO ANOTHER MATTER – FORMAL AUDIT OF THE REMUNERATION REPORT ACCORDING TO § 162 AKTG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 (3) AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 (1) and (2) AktG has been disclosed in all material respects in the remuneration report.

RESTRICTIONS ON USE

We issue this auditor's report on the basis of the engagement agreed with Henkel AG & Co. KGaA. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. Section 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Düsseldorf, February 28, 2023

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Dr. Peter Bartels
Wirtschaftsprüfer
(German Public Auditor)

Michael Reuther
Wirtschaftsprüfer
(German Public Auditor)

III. MODIFIED SYSTEM OF REMUNERATION FOR MEMBERS OF THE MANAGEMENT BOARD (Remuneration policy 2023) (Agenda Item 9)

Remuneration policy for the Management Board

1. General objectives and principles

At Henkel AG & Co. KGaA, the duties of an executive board of a joint stock corporation are performed by Henkel Management AG as the sole Personally Liable Partner, whose Management Board ("Management Board") is therefore responsible for managing the business of Henkel AG & Co. KGaA. Henkel AG & Co. KGaA is the sole shareholder of Henkel Management AG.

Henkel is committed to corporate governance that is responsible, transparent and aligned to the sustainable and long-term development of the corporation. We want to create sustainable value – for our customers and consumers, for our people, for our shareholders, as well as for the communities in which we operate. We shape our future on the basis of a long-term strategic framework that builds on our purpose and our values, with a clear focus on purposeful growth.

Accordingly, the remuneration system for the members of the Management Board takes account of the relevant duties and responsibilities, and is designed to drive implementation of our corporate strategy, to offer incentives for successful and sustainable business performance over the long term, and to avoid inappropriate risk-taking. The following principles, in particular, are considered when designing the remuneration system and when making decisions regarding the structure and amounts of remuneration payable to members of the Management Board:

- Remuneration and its individual elements shall be consistent with regulatory/statutory requirements and the principles of good and responsible corporate governance.
- Remuneration shall be consistent with market practice and competitive, be appropriately commensurate with the duties and performance of the Management Board members, and shall take account of the size, complexity and international activities of the corporation, its economic and financial position, and its prospects for the future.
- Total remuneration shall encourage the implementation of the strategy designed to drive the sustainable and long-term development of the corporation, including its sustainability targets.
- Market alignment shall be assessed using a suitable benchmark group of other companies, while within the corporation the ratio of Management Board remuneration to the remuneration paid to the upper management levels and the workforce both overall and over time shall be considered.

- Remuneration shall consist of non-performance-related components and a substantial portion of variable, performance-related components. The variable, performance-related remuneration shall be predominantly share-based and designed to ensure that long-term variable target remuneration accounts for a greater share of the total than short-term variable target remuneration.
- The variable, performance-related components of remuneration shall be based on challenging financial performance indicators – related to the corporation’s objectives and derived from the corporate strategy – and on non-financial targets. Overall, the financial performance indicators shall be weighted more heavily, and are based on quantitative criteria.
- Overall remuneration shall be equitable; reasonable caps on variable components of remuneration and maximum remuneration payable to a Management Board member shall have been defined.
- Each Management Board member shall acquire a reasonable portfolio of Henkel preferred shares during their tenure on the Management Board (Share Ownership Guideline) to enhance alignment to shareholders’ interests.

2. Methodology used to determine, implement and review Management Board remuneration

2.1 Determination by the Supervisory Board of Henkel Management AG

The legal form of Henkel AG & Co. KGaA as a “Kommanditgesellschaft auf Aktien” with Henkel Management AG as its sole Personally Liable Partner means that, unlike in the case of joint stock corporations, the Supervisory Board of Henkel Management AG is responsible for appointing and dismissing members of the Management Board, the drafting of their contracts, assignment of their business duties, and their remuneration. Regarding Management Board remuneration, the Supervisory Board of Henkel Management AG is responsible, in particular, for:

- Determining and reviewing remuneration policy
- Specifying the non-performance-related and variable, performance-related components of remuneration
- Defining individual targets each year, and measuring performance with regard to same
- Determining the extent to which financial targets have been met each year and quantifying annual and multi-year variable, performance-related remuneration
- Approving the assumption of voluntary duties and supervisory board, advisory board or similar mandates in other companies, as well as other ancillary professional activities

Corresponding resolutions are adopted by the Supervisory Board of Henkel Management AG, which is comprised of three members of the Shareholders' Committee of Henkel AG & Co. KGaA, after prior consultation in the Shareholders' Committee's Personnel Committee. The general rules governing the treatment of conflicts of interest are applied. Specifically, members of the Management Board are excluded from such consultations and resolutions to the extent necessary to avoid conflicts of interest. The Supervisory Board of Henkel Management AG is responsible for engaging external remuneration experts to either develop or modify the remuneration system or to assess whether Management Board remuneration is appropriate. In doing so, it ensures the independence of remuneration experts from both the Management Board and the corporation at large.

2.2 Remuneration policy review and approval by the Annual General Meeting

The Supervisory Board of Henkel Management AG regularly reviews the remuneration system, as well as the appropriateness of the remuneration, based on the principles and criteria described in this remuneration policy, and adjusts them as necessary.

The remuneration policy must be submitted for approval to the Annual General Meeting of Henkel AG & Co. KGaA if substantial changes are planned, and in all cases every four years. If the Annual General Meeting refuses to approve the remuneration policy, a revised remuneration system must be submitted for approval at the next Annual General Meeting, at the latest.

2.3 Structure and amounts

The structure and amounts of Management Board remuneration are aligned to the size, complexity and international activities of the corporation, its economic and financial position, its performance and future prospects, the normal levels of remuneration encountered in comparable companies, and also the general compensation structure within the corporation. The remuneration paid to Management Board members of companies listed in the Deutscher Aktienindex (DAX share index) – excluding financial services companies and taking account of concomitant market standing and complexity – substantially represents the external benchmark used to assess whether the remuneration structure is commonplace and whether the target and maximum remuneration levels applied are appropriate (horizontal comparison). In addition, the Supervisory Board of Henkel Management AG considers the development of Management Board remuneration relative to the remuneration paid to senior management (management levels 0 and 1 of the Henkel Group) and to the workforce in Germany, in terms of both total remuneration and progress over time (vertical comparison).

The compensation package is further determined on the basis of the functions, responsibilities and personal performance of the individual officers, and the performance of the Management Board as a whole. The following criteria play a key role in measuring individual performance:

- The absolute and relative performance of the business unit for which each officer is responsible compared to market/competition performance
- The personal contribution toward implementing the strategic priorities
- Achievement of the relevant separate targets agreed with each individual

The variable annual remuneration components take into account both positive and negative developments. The overall remuneration is designed to be internationally competitive while also providing an incentive for sustainable and long-term business development and a sustainable increase in shareholder value in a dynamic environment.

Members of the Management Board receive non-performance-related components and performance-related components consisting of the following three main elements:

- Fixed non-performance-related basic remuneration to assure a reasonable basic salary
- Annual variable cash remuneration (Short Term Incentive, STI) to encourage the achievement of annual targets relating to business operations
- Variable, share-based cash remuneration relating to the long-term performance of the corporation (Long Term Incentive, LTI), based on achievement of long-term strategic targets

In compliance with the requirements of German Stock Corporation law [Aktiengesetz, AktG] and the recommendations of the German Corporate Governance Code (GCGC), the variable target remuneration is mostly of a long-term nature (i.e. long-term variable target remuneration accounts for a greater share of the total than short-term variable target remuneration), and payment is predominantly share-based.

Fringe benefits (other emoluments) are also paid. In addition, the Supervisory Board of Henkel Management AG is entitled to grant annual allocations to a company pension scheme (pension commitments) or payment of an appropriate lump-sum amount for personal provision. Rules that are consistent with market practice also exist to govern the various components of remuneration upon joining or leaving the Management Board.

The Supervisory Board of Henkel Management AG has capped the maximum amounts payable both as individual variable components of remuneration and as the total remuneration granted in any fiscal year – taking into account the other emoluments and pension commitments or lump-sum pension payouts. Insofar as the Annual General Meeting complies with Section 87 (4) AktG in adopting resolutions to lower the cap on remuneration that is specified in the remuneration policy, this change is taken into account when entering into new, or extending existing Management Board contracts of employment (executive contracts).

In specific circumstances, the Supervisory Board of Henkel Management AG is entitled to withhold some or all of the variable remuneration (malus regulation) or demand the repayment, within specific limits and time periods, of variable remuneration that has already been paid (clawback regulation).

The obligation to purchase and hold Henkel preferred shares (Share Ownership Guideline) is a further key element of the remuneration policy for Management Board members. The aim here is to promote a degree of alignment in the interests of the Management Board members with those of the shareholders, while ensuring the sustainable and long-term performance of the corporation.

3. Overview of the structure of the remuneration system

3.1 General overview in tabular form

The following table lists the material elements of the remuneration system and their structure. Further details can be found in Section 4.

Remuneration system overview

Components of remuneration and their structure		Objective and strategic reference
Non-performance-related components	Basic remuneration	
	<ul style="list-style-type: none"> ▪ Chair of the Management Board: currently 1,500,000 euros p.a. ▪ Other Management Board members: currently 900,000 euros p.a. 	<ul style="list-style-type: none"> ▪ Assurance of equitable basic salary commensurate with market conditions and the function performed ▪ Avoidance of incentives to take inappropriate risks
	Other emoluments	
	<ul style="list-style-type: none"> ▪ Insurance, reimbursement of accommodation/relocation costs, home security costs, provision of a company car, use of a car service, other in-kind benefits; amounts vary dependent on personal needs ▪ Caps: <ul style="list-style-type: none"> – Chair of the Management Board: currently 250,000 euros p.a. – Other Management Board members: currently 175,000 euros p.a. 	<ul style="list-style-type: none"> ▪ Inclusion of fringe benefits and benefits in kind that are commensurate with market conditions and directly related to, and supportive of, Management Board activity
	Optional: Pension commitments/Lump-sum pension payout	
	Defined contribution pension scheme	
	<ul style="list-style-type: none"> ▪ Superannuation lump sum comprised of the total annual contributions. Annual contribution (lump-sum contribution): <ul style="list-style-type: none"> – Chair of the Management Board: 750,000 euros – Other Management Board members: 450,000 euros <p>or alternatively</p>	<ul style="list-style-type: none"> ▪ Granting of amounts enabling accumulation of an equitable company pension
	Lump-sum pension payout	
	<ul style="list-style-type: none"> ▪ Lump-sum pension payout, payable annually: <ul style="list-style-type: none"> – Chair of the Management Board: 750,000 euros – Other Management Board members: 450,000 euros 	<ul style="list-style-type: none"> ▪ Granting of amounts enabling accumulation of an equitable private pension

TABLE CONTINUED ON NEXT PAGE

Remuneration system overview

Components of remuneration and their structure	Objective and strategic reference
<p>Performance-related components</p> <p>Variable annual cash remuneration (Short Term Incentive, STI)</p> <ul style="list-style-type: none"> ▪ Target remuneration if all targets are met: <ul style="list-style-type: none"> – Chair of the Management Board: currently 2,100,000 euros – Other Management Board members: currently 1,200,000 euros ▪ One-year performance measurement period: Amount dependent on achievements in the fiscal year (remuneration year) with respect to: <ul style="list-style-type: none"> – Business performance (financial targets, bonus): organic sales growth (OSG), adjusted earnings per Henkel preferred share (EPS) at constant exchange rates versus prior year (actual-to-actual comparison); each weighted 50 percent – Individual performance: individual multiplier ranging from 0.8 to 1.2 applied to the bonus amount ▪ Cap: 150 percent of the respective target remuneration <p>Long-term variable share-based cash remuneration (Long Term Incentive, LTI)</p> <ul style="list-style-type: none"> ▪ Virtual share plan ▪ Target remuneration if all targets are met: <ul style="list-style-type: none"> – Chair of the Management Board: currently 2,500,000 euros – Other Management Board members: currently 1,450,000 euros ▪ Four-year performance period, split into a three-year target achievement period and a one-year lock-up period ▪ Final payout amount dependent on the share price and derived from the following basis for calculation: <ul style="list-style-type: none"> – 60 percent weighting: adjusted return on capital employed (ROCE) – 20 percent weighting: relative total shareholder return (TSR) – 20 percent weighting: ESG targets ▪ Cap: 150 percent of the respective target remuneration 	<ul style="list-style-type: none"> ▪ Incentive to meet the corporate targets for the current fiscal year ▪ Incentive for long-term purposeful growth ▪ Allowance for operational success relative to benchmark group ▪ Promoting implementation of the strategic priorities and sustainability targets ▪ Differences in performance possible between Management Board members <hr/> <ul style="list-style-type: none"> ▪ Incentives to raise shareholder value over the long term ▪ Allowance for profitability ▪ Allowance for relative performance compared to the market ▪ Promoting implementation of the strategic priorities and sustainability targets

TABLE CONTINUED ON NEXT PAGE

Remuneration system overview

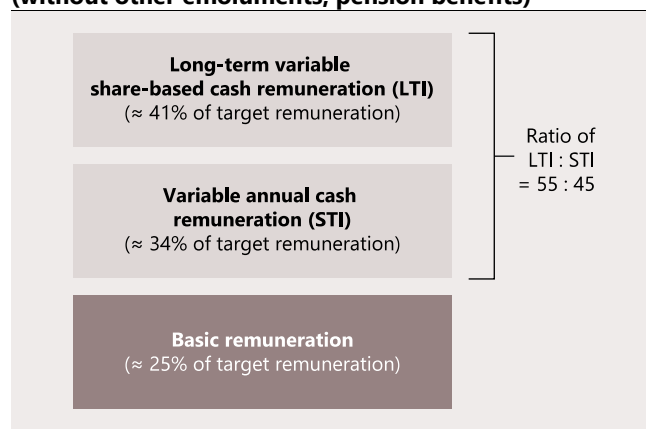
Components of remuneration and their structure	Objective and strategic reference
<p>Caps</p> <ul style="list-style-type: none"> ▪ Caps on total remuneration (basic remuneration, other emoluments and pension commitments/lump-sum pension payouts, and variable components of remuneration): <ul style="list-style-type: none"> – Chair of the Management Board: 9,400,000 euros p.a. – Other Management Board members: 5,500,000 euros p.a. 	<ul style="list-style-type: none"> ▪ Avoidance of inappropriately high payments
<p>Share Ownership Guideline</p> <ul style="list-style-type: none"> ▪ Obligation to acquire a minimum portfolio of Henkel preferred shares and to hold them for the duration of tenure on the Management Board: <ul style="list-style-type: none"> – Chair of the Management Board: 200 percent of basic remuneration – Other Management Board members: 100 percent of basic remuneration <p>Until this amount is achieved, Management Board members must invest at least 25 percent of the net amount paid out as performance-related remuneration (STI + LTI) after the close of the fiscal year in Henkel preferred share.</p>	<ul style="list-style-type: none"> ▪ Aligning the interests of Management Board and shareholders ▪ Incentive for long-term business performance
<p>Other regulations governing remuneration</p> <p>Malus and clawback regulations</p> <ul style="list-style-type: none"> ▪ The Supervisory Board of Henkel Management AG is authorized – in specific circumstances – to wholly or partially withhold variable remuneration (STI, LTI) (malus) or to demand repayment, within specific limits, of variable remuneration that has already been paid (clawback) <p>Severance cap</p> <ul style="list-style-type: none"> ▪ Payment limited to maximum two years' remuneration but no more than due for the remaining term of the contract <p>Post-contractual non-competition clause</p> <ul style="list-style-type: none"> ▪ Two-year term; discretionary payment totaling 50 percent of the annual remuneration, payable in 24 monthly installments ▪ Severance pay credited against any discretionary payment for the same period 	<ul style="list-style-type: none"> ▪ Assurance of equitability of variable remuneration (STI, LTI) ▪ Ensuring compliance with essential principles of corporate governance ▪ Consistent with the GCGC, specification of a cap on payments and benefits in the event of premature termination of Management Board appointment ▪ Avoidance of inappropriately high compensation payments ▪ Protecting Henkel's interests

3.2 Target remuneration

The target remuneration – comprised of remuneration excluding other emoluments and pension commitments/ lump-sum pension payouts – payable to all members of the Management Board (apart from the Chair) upon 100-percent achievement of all performance targets is currently 3,550,000 euros p.a. Of this figure, 900,000 euros is attributable to basic remuneration (around 25 percent of target remuneration), 1,200,000 euros to the STI (around 34 percent of target remuneration) and 1,450,000 euros to LTI (around 41 percent of target remuneration). Accordingly, some 75 percent of the target remuneration (= 2,650,000 euros) is therefore variable. Of this total, short-term variable target remuneration (STI) accounts for around 45 percent and long-term variable target remuneration (LTI) for around 55 percent.

Remuneration structure

(without other emoluments, pension benefits)



The target remuneration payable to the Chair of the Management Board upon 100-percent achievement of all performance targets currently totals 6,100,000 euros, broken down as follows: 1,500,000 euros basic remuneration (around 25 percent of target remuneration), 2,100,000 euros STI (around 34 percent of target remuneration) and 2,500,000 euros LTI (around 41 percent of target remuneration).

Other emoluments are paid to all members of the Management Board except the Chair up to a maximum of 175,000 euros, together with pension commitments (annual pension contributions) or lump-sum pension payouts – if granted – of 450,000 euros. Bearing in mind these amounts and 100-percent target achievement (“at target”), members of the Management Board currently receive total annual remuneration (remuneration

plus other emoluments and pension commitments/lump-sum pension payouts) of up to 4,175,000 euros, of which around 37 percent (= 1,525,000 euros) takes the form of basic remuneration plus other emoluments and pension commitments/lump-sum pension payouts – if granted – while some 63 percent (= 2,650,000 euros) represents short-term and long-term variable remuneration (STI and LTI).

Other emoluments are paid to the Chair of the Management Board up to a maximum of 250,000 euros per year, together with pension commitments/lump-sum pension payouts – if granted – of 750,000 euros. Bearing in mind these amounts, the Chair of the Management Board, on achievement of all performance targets to the tune of 100 percent (“at target”), currently receives total annual remuneration of up to 7,100,000 euros, of which around 35 percent (= 2,500,000 euros) takes the form of basic remuneration plus other emoluments and pension commitments/lump-sum pension payouts – if granted – while some 65 percent (= 4,600,000 euros) represents short-term and long-term variable remuneration (STI and LTI).

The Supervisory Board of Henkel Management AG may determine different total target remuneration amounts – in respect of both absolute amount of remuneration and structure of remuneration – for the function or position of each individual Management Board member in order to appropriately take into account the different requirements of the respective Management Board role. Thus, the Chair of the Management Board in particular may be awarded higher remuneration overall than the other Management Board members. By the same token, the remuneration specified for a member newly appointed to the Management Board may be lower overall for the first term of office or part of same.

The Supervisory Board of Henkel Management AG regularly reviews the amounts of the individual components of remuneration and their ratio to one another and adjusts them if deemed appropriate in light of the duties and performance of a Management Board member, the state of the corporation, and the need to maintain competitiveness. Any increase in the target remuneration of an individual component of remuneration and thus of the total target remuneration is capped at 5 percent p.a. Such increase must not cause the caps, indicated below, on the respective total remuneration for a fiscal year to be exceeded. Equally, the ratio of basic remuneration to the various variable components of remuneration per the above overview must not substantially change overall; care must also be taken to ensure that the remuneration continues to be tied to sustainable and long-term performance, that a large portion of the remuneration is variable, and that long-term variable target remuneration still accounts for a greater share of the total than short-term variable target remuneration.

4. Detailed discussion of the components of remuneration

4.1 Non-performance-related components

Non-performance-related remuneration is comprised of basic remuneration, other emoluments and – if granted – pension commitments or lump sum pension payouts.

4.1.1 Basic remuneration

The fixed, non-performance-related basic remuneration reflects market conditions and serves as a basic salary to secure a decent income and thus help avoid the urge to take inappropriate risks. It is paid out in monthly installments and currently amounts to 1,500,000 euros per year for the Chair of the Management Board and 900,000 euros per year for the other Management Board members.

4.1.2 Other emoluments

The members of the Management Board also receive other emoluments, primarily in the form of costs associated with, or the cash value of, in-kind benefits and other fringe benefits such as standard commercial insurance policies, reimbursement of accommodation/relocation costs and the cost of home security installations, provision of a company car that they may also use for private purposes or use of a car service, including any taxes on same, and the costs of preventive medical examinations. All members of the Management Board are entitled, in principle, to the same emoluments, whereby the amounts vary depending on personal situation and utilization. These emoluments are recognized at cost or the equivalent cash value in the case of benefits in kind.

A cap has been set on other emoluments amounting to 250,000 euros per year for the Chair of the Management Board and 175,000 euros per year for the other Management Board members.

The Supervisory Board of Henkel Management AG can, moreover, award newly appointed Management Board members one-off compensation if remuneration commitments of a former employer are forfeited due to the move to Henkel (sign-on bonus). Such compensation is capped at 200 percent of basic remuneration and does not count toward the aforementioned cap for other emoluments. It can result in maximum total remuneration increasing by up to 200 percent of the basic remuneration in the first year of appointment to the Management Board. Members of the Management Board who are domiciled abroad may also be granted the usual tax reimbursements and compensation for currency conversion losses. The granting of such allowances is discussed in the remuneration report.

4.1.3 Pension commitments/Lump-sum pension payouts

The Supervisory Board of Henkel Management AG can additionally grant contributions to a company pension scheme or payment of an appropriate lump sum under the following conditions.

In the case of contributions to a company pension scheme, which is designed purely as a defined contribution pension scheme, participating Management Board members receive a superannuation lump sum comprised, at least, of the total annual non-interest-bearing contributions (lump-sum contributions) made during their tenure on the Management Board. The lump-sum contributions are added to the special fund set up for company pension purposes; Management Board members are entitled to any surplus return, albeit not guaranteed, from investing the lump-sum contributions. The lump-sum contributions – based on a full fiscal year – are 750,000 euros for the Chair and 450,000 euros each for the other members of the Management Board.

An entitlement to pension benefits arises on retirement upon reaching the age of 63, on termination of the employment relationship on or after attainment of the statutory retirement age, in the event of death, or in the event of permanent complete incapacity for work. If a member of the Management Board has received no pension benefits prior to their death, the superannuation lump sum accumulated up to time of death is paid out to the surviving spouse or to surviving children eligible for orphan benefits.

Instead of granting a company pension in accordance with the defined contribution pension scheme described above, Management Board members may also be granted a so-called pension payout in the form of an earmarked lump sum to be transferred directly to the Management Board members each year. The amount of annual pension payout is equivalent to the aforementioned lump-sum contributions. As a result, each Management Board member becomes solely responsible for funding their pensions, thus lessening the administrative workload for the corporation.

Management Board members who participate in the defined contribution pension scheme can opt for the lump-sum pension payouts. If a Management Board member opts for the lump-sum pension payout route, they cannot switch/return to the company's defined contribution pension scheme.

4.2 Performance-related components

4.2.1 Variable annual remuneration (Short Term Incentive, STI)

Overview STI

Components	Basis for calculation/Parameters	Weighting	Lower threshold	100% target achievement	Upper threshold
Financial targets (bonus)	Organic sales growth ¹ (OSG)	50 percent	Minimum OSG (50 percent OSG target remuneration)	OSG target (100 percent OSG target remuneration)	Maximum OSG (150 percent OSG target remuneration)
	Adjusted earnings per preferred share (EPS) ²	50 percent	80 percent of the prior-year figure (50 percent EPS target remuneration)	100 percent of the prior-year figure (100 percent EPS target remuneration)	120 percent of the prior-year figure (150 percent EPS target remuneration)
Individual multiplier	<ul style="list-style-type: none"> ▪ Absolute and relative performance compared to market/competition ▪ Personal contribution to the implementation of strategic priorities ▪ Achievement of personal targets 			Multiplier ranging from 0.8 to 1.2	
Performance measurement period	Fiscal year (remuneration year)				
Target remuneration	1,200,000 euros ³				
Cap⁴	150 percent of the target remuneration (= 1,800,000 euros ³)				

¹ Threshold/target figures derived annually from budgets.

² At constant exchange rates versus prior year (actual-to-actual comparison).

³ Remuneration for an ordinary member of the Management Board.

⁴ Including individual multiplier.

The variable annual remuneration (STI) represents a uniform incentive to achieve the financial targets derived from the budgets and the corporate strategy, and an incentive to achieve individual targets aligned to sustainability; it thus contributes toward implementation of the corporate strategy.

The benchmark parameters for the STI are the achieved financial targets for each fiscal year (“remuneration year”) – which determine the so-called bonus – and the individual performance of each Management Board member, in respect of which a multiplier ranging from 0.8 to 1.2 is applied.

The Henkel Group pursues a strategy of long-term, sustainable, purposeful growth. This forms the basis for derivation of the strategic financial target for organic sales growth (OSG) – i.e. sales development adjusted for foreign exchange and acquisitions/divestments – in the remuneration year, which is one of the criteria (50-percent weighting) used to determine the amount of the bonus. The other financial target (also weighted at 50 percent) is earnings per preferred share (EPS) adjusted for one-time expenses and income, for restructuring expenses, and for foreign exchange. Both targets are linked, i.e. the 50-percent-weighted OSG component of the bonus amount is added to the EPS component, which is also weighted at 50 percent.

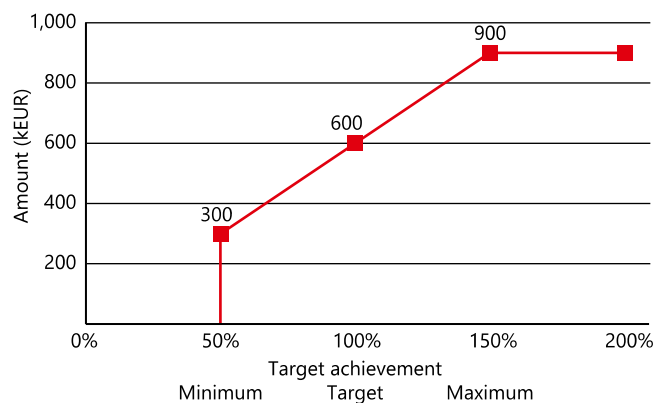
The OSG target is derived from the budget for the relevant fiscal year. It is set annually by the Supervisory Board of Henkel Management AG. EPS performance is measured on the basis of actual-to-actual comparison, i.e. the EPS at constant exchange rates in the remuneration year is compared to the EPS from the previous year. The Supervisory Board of Henkel Management AG exercises its due discretion in specifying the actual targets.

Achievement of the financial targets is determined on the basis of the figures stated in the consolidated financial statements for the relevant fiscal years as certified without qualification and approved by the Supervisory Board of Henkel AG & Co. KGaA in each case, and adjusted in compliance with financial reporting regulations, provided no changes occur in the course of approval of the annual financial statements by the Annual General Meeting of Henkel AG & Co. KGaA. Such adjustment enables better comparability of operational performance. In individual instances, the Supervisory Board of Henkel Management AG is entitled to ignore adjustments that would increase the amounts of remuneration, i.e. to discount them with the effect of reducing remuneration.

An appropriate remuneration scale has been established for both financial metrics. Thresholds have also been defined; payment is withheld if the minimum targets are not met, and capped if they are exceeded. The scale of payment amounts attributable to the OSG target is always linear between the lower threshold (minimum amount) and the at-target amount, and between the at-target amount and the upper threshold (cap). The scale of payment amounts attributable to the EPS target is consistently linear between the lower and upper thresholds. Exceeding the relevant maximum target does not result in any further increase in the relevant OSG or EPS bonus component above and beyond 150 percent of the at-target remuneration.

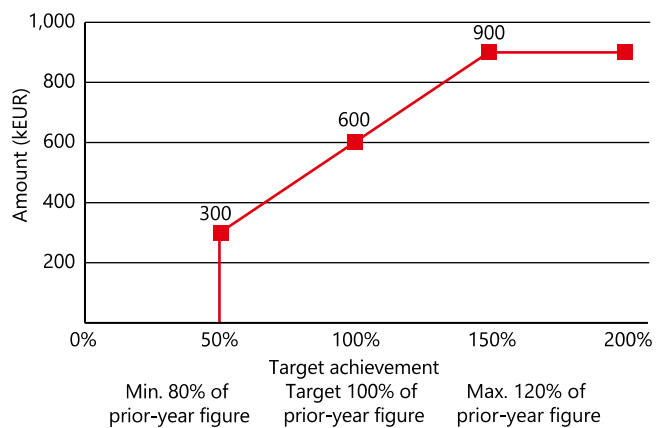
Examples of target achievement and the payout curves for the OSG and EPS targets are shown below:

OSG payout curve*



* Remuneration for an ordinary member of the Management Board.

EPS payout curve*



* Remuneration for an ordinary member of the Management Board.

Individual performance by each member of the Management Board is reflected in the STI using an individual multiplier applied to the total bonus amount assigned in respect of the overall achievement of all financial targets. This individual multiplier ranges from 0.8 to 1.2. STI caps may not, however, be exceeded when applying said multiplier. If the bonus already equals the capped STI amount, any multiplier greater than 1 will have no further effect on the remuneration total.

The following criteria play a key role in measuring individual performance:

- The absolute and relative performance of the business unit for which each officer is responsible, compared to market/competition performance
- The personal contribution toward implementing the strategic priorities
- Achievement of the relevant separate targets agreed with each individual

The individual targets are specified by the Supervisory Board of Henkel Management AG each year and published in the remuneration report.

The following benchmark group is used to measure the individual performance of the relevant business unit compared to the market/competition:

Benchmark group

Adhesive Technologies	Consumer Brands
<ul style="list-style-type: none"> ▪ Sika ▪ H.B. Fuller ▪ RPM ▪ 3M 	<ul style="list-style-type: none"> ▪ Procter & Gamble (Beauty, Fabric & Home Care) ▪ Beiersdorf (Consumer) ▪ Colgate-Palmolive (Oral, Personal and Home Care) ▪ L'Oréal (Group) ▪ KAO (Cosmetics, Skin Care and Hair Care) ▪ Unilever (Beauty & Personal Care, Home Care) ▪ Coty (Group) ▪ Reckitt Benckiser (Hygiene Home)

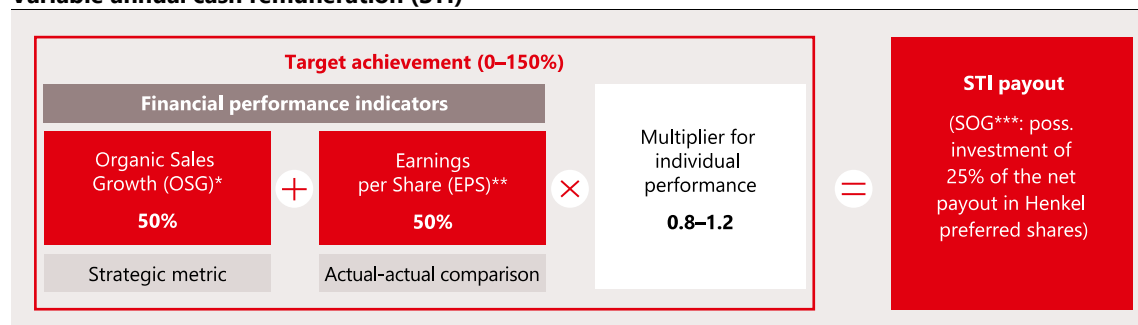
In the event of major changes among the relevant competitors or within the corporation, the Supervisory Board of Henkel Management AG will appropriately reconsider the composition of the benchmark group and/or the definition of the relevant competitor parameters.

Calculation and payment of the variable annual remuneration (STI)

At the end of a fiscal year, both the achievement of the financial targets and the respective individual performance based on the corresponding target agreements will be decided by the Supervisory Board of Henkel Management AG after prior consultation with the Personnel Committee of the Shareholders' Committee. In determining the STI, the Supervisory Board of Henkel Management AG also gives due consideration to the degree to which financial success and the performance by members of the Management Board are sustainable beyond the end of a fiscal year. When determining the bonus, it also decides whether and to what extent adjustments of the financial metrics to reflect exceptional items are to be taken into consideration or ignored, i.e. discounted to reduce the remuneration. Corresponding adjustments are discussed transparently in the remuneration report for the respective fiscal year.

The actual STI payout is calculated as follows:

Variable annual cash remuneration (STI)



* OSG: Sales performance adjusted for foreign exchange and acquisitions/divestments
 ** EPS: Adjusted for one-time expenses and income, restructuring expenses, and foreign exchange
 *** SOG: Share Ownership Guideline

The resulting STI payout amount (bonus amount with application of the individual multiplier) is capped at 150 percent of the target amount.

Management Board members are obligated to invest at least 25 percent of the net STI payout in Henkel preferred shares until the agreed investment volume per Share Ownership Guideline is reached (see also Section 4.5).

4.2.2 Long-term variable share-based cash remuneration (Long Term Incentive, LTI)

Overview LTI

Basis for calculation		
▪ Adjusted return on capital employed (ROCE), 60-percent weighting	▪ Relative total shareholder return (TSR), 20-percent weighting	▪ ESG targets, 20-percent weighting
Target remuneration	1,450,000 euros*	
Cap	150 percent of the target remuneration (= 2,175,000 euros*)	

* Remuneration for an ordinary member of the Management Board.

In addition to the Share Ownership Guideline, the long-term variable share-based cash remuneration (LTI) provides incentives to promote the long-term development of the corporation.

The LTI is a variable share-based cash remuneration aligned to the future long-term performance of the corporation. It is comprised of a three-year period for measuring target achievement (performance measurement period) and a subsequent one-year lock-up period. The LTI is a rolling program. Thus, a new LTI tranche with a four-year performance period is issued every year.

The share-based structure – through which the Management Board participates in the relative and absolute performance of the share price – ensures alignment of the interests of Management Board and shareholders. Having total shareholder return as part of the basis for calculation provides an external performance criterion aligned to the capital market, which creates an incentive to outperform the market over the long term. Including adjusted return on capital employed (ROCE) as a further financial performance metric creates an incentive to focus on building particularly profitable business activities. This serves to further raise performance levels. Furthermore, including non-financial sustainability criteria (ESG targets) in the LTI also underscores the corporation's social and environmental responsibility and the objective of sustainable corporate development through the provision of appropriate incentives.

Share-based structure (virtual share plan)

At the start of each LTI tranche with its four-year performance period, a certain number of virtual shares are initially awarded on a provisional basis. This number is calculated by dividing the LTI target amount by the average price of Henkel preferred shares, based on the arithmetic mean closing price over the last 30 stock exchange trading days immediately prior to the start of the fiscal year for which the LTI tranche is being issued, with the figures being commercially rounded up or down. Thus, the number of provisionally awarded virtual shares may vary from one year to the next.

The number of virtual shares actually awarded, i.e. vested, to the members of the Management Board at the end of the three-year performance measurement period may be higher or lower than the number of provisionally awarded virtual shares. All provisionally awarded virtual shares may even be forfeited in the event of weak performance in respect of the underlying performance criteria.

The number of virtual shares that are ultimately awarded is determined at the end of the three-year performance measurement period on the basis of the three performance criteria: return on capital employed (ROCE), relative total shareholder return (TSR) and ESG targets. The overall degree of target achievement for the relevant LTI tranche is determined at the end of the three-year performance measurement period taking into account the weighting of the performance criteria (ROCE 60 percent, TSR 20 percent and ESG targets 20 percent), whereby in the case of those performance criteria with year-based targets, the arithmetic mean of the three-year-based target achievement levels is applied. The targets and thresholds for each performance criterion and the calculation of the corresponding degrees of target achievement are discussed transparently in the remuneration report for the respective fiscal year.

The number of virtual shares that are ultimately awarded is calculated by multiplying the number of provisionally awarded shares by total target achievement. This ultimate share award is subsequently subject to a one-year lock-up period. As such, the LTI is tied to the absolute performance of Henkel preferred shares over the entire four-year performance period. The ultimate payout amount is determined by multiplying the number of virtual shares ultimately awarded by the average price of Henkel preferred shares – calculated as the arithmetic mean of the closing prices over the last 30 stock exchange trading days of the four-year performance period. In addition, Management Board members receive a dividend equivalent to the aggregate of the dividends paid over the respective four-year performance period for each virtual share that is ultimately awarded.

Calculation criteria

ROCE

Achievement of the ROCE target (60 percent weighting) is derived from the average ROCE over the three-year performance measurement period, adjusted for one-time expenses and income, and for restructuring expenses. For each LTI tranche, adjusted ROCE is measured in the relevant remuneration year and the two subsequent years (three annual values).

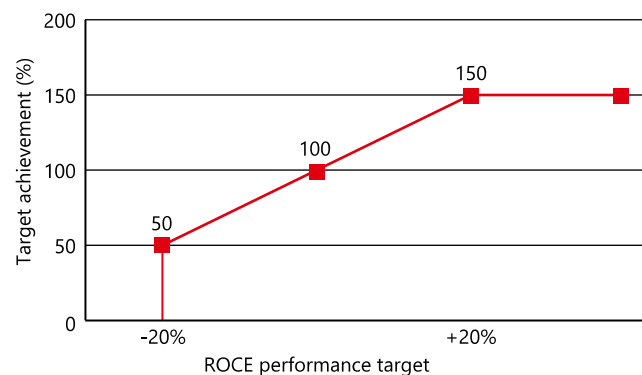
The ROCE targets are derived from our budget and are set for each year of each three-year performance measurement period by the Supervisory Board of Henkel Management AG (annual values). Target achievement for each respective year is measured at the end of the year in question.

The average target achievement figure that determines performance for the relevant LTI tranche is calculated on the basis of the arithmetic mean of target achievements in the individual years of the three-year performance measurement period.

The following targets/thresholds apply when measuring ultimate achievement of the ROCE target:

- Target achievement is 100 percent if the average target achievement over the three-year performance measurement period is 100 percent (target).
- If performance is ultimately more than 20 percentage points below this target, target achievement is 0 percent.
- If performance is ultimately 20 percentage points below this target, target achievement is 50 percent (lower threshold).
- If performance ultimately exceeds this target by 20 percentage points or more, target achievement is 150 percent (upper threshold).
- Linear interpolation is used to calculate target achievement between the upper and lower thresholds (linear scale).

Target achievement with regard to adjusted ROCE figures is determined on the basis of the consolidated financial statements for the relevant fiscal years as certified without qualification and approved in each case. The specific targets and thresholds and the corresponding degrees of target achievement are discussed transparently in the remuneration report for the respective fiscal year.

ROCE target achievement curve**Relative TSR**

Henkel wants to represent an attractive investment for its investors and to encourage outperformance on the capital market. Relative total shareholder return (TSR) is therefore considered as part of the LTI, weighted at 20 percent. TSR describes the share price performance plus any gross dividends paid during the respective period. For each fiscal year, relative capital market performance is determined by comparing the TSR of Henkel preferred shares against the TSR of a benchmark (DAX Performance Index). The Supervisory Board of Henkel Management AG reserves the right to review the benchmark used for purposes of comparing relative TSR if any substantial changes occur to the Henkel portfolio or to the composition of the benchmark index, and to adjust it where necessary, effective for future LTI tranches.

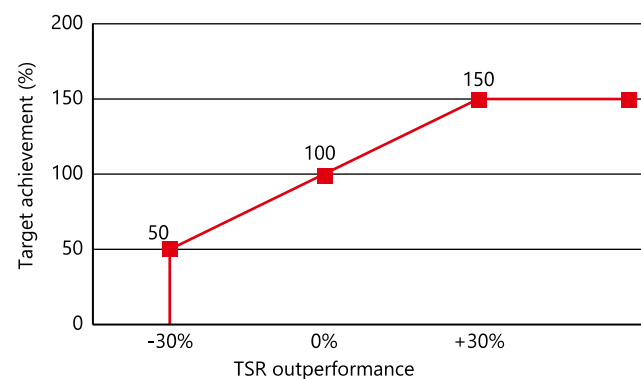
The respective starting and ending prices are derived from the average price of Henkel preferred shares calculated as the arithmetic mean of the XETRA closing prices over the last 30 stock exchange trading days immediately prior to the start or end of the fiscal year in question. This method reduces the effect of unusual fluctuations in the share price.

At the end of the respective fiscal year, target achievement is determined by calculating the difference between the TSR of Henkel preferred shares and the benchmark TSR (relative TSR). The average target achievement figure that determines performance for the relevant LTI tranche is calculated on the basis of the arithmetic mean of target achievements in the individual years of the three-year performance measurement period.

The following targets/thresholds apply when measuring achievement of the TSR target:

- Target achievement is 100 percent if the average TSR of Henkel preferred shares over the three-year performance measurement period is the same as the benchmark TSR, i.e. the shares performed on a par with the index.
- Target achievement is 0 percent if the difference is more than minus 30 percentage points.
- Target achievement is 50 percent if the difference is minus 30 percentage points (lower threshold).
- Target achievement is 150 percent if the difference is plus 30 or more percentage points (upper threshold).
- Linear interpolation is used to calculate target achievement between the upper and lower thresholds (linear scale).

TSR target achievement curve



ESG targets

Henkel pursues specific plans and has earmarked targeted investments to drive sustainability transformation. The declared aim of the corporation is to further improve the existing strategic framework and to respond flexibly to stakeholder expectations, new scientific findings and emerging topics. In keeping with this aim, ESG targets (**E**nvironmental, **S**ocial, **G**overnance) have, in addition to the financial performance indicators, also been included as criteria with a 20-percent weighting in calculating the LTI. For each LTI tranche, the Supervisory Board of Henkel Management AG selects one or several specific ESG targets from a catalog of performance criteria that form part of the sustainability strategy and sustainability reporting regime. These selected targets then apply over the three-year performance measurement period for the respective tranche and are also applied equally to all members of the Management Board.

When selecting the targets, the Supervisory Board of Henkel Management AG is guided by the sustainability strategy – which is always a work in process – and focuses particularly on relevance, degree of maturity and data availability. Potential targets are derived in particular from the following areas of relevance for Henkel's sustainability strategy:

Potential ESG target areas

Carbon footprint of our production sites (Scope 1 and 2 emissions)

Carbon footprint of raw materials and packaging (Scope 3 emissions)

Proportion of recycled plastic in packaging for consumer products

Proportion of packaging that can be recycled or reused

Diversity

Sustainability targets are routinely defined on the basis of quantitative, specifically measurable metrics, and with target achievement thresholds ranging from 0 to 150 percent. The Supervisory Board of Henkel Management AG may define sustainability targets that are not quantitatively measurable. Target achievement at the end of the respective performance measurement period is then based on its due discretion.

Definition of the targets and measurement of target achievement over the entire three-year performance measurement period are based on a target versus actual comparison at the end of that three-year performance measurement period.

Alternatively, interim targets may be set by the Supervisory Board of Henkel Management AG for each year of a three-year performance measurement period in respect of the overall targets set for each tranche (annual target values). Target achievement is measured at the end of the year in question. The average target achievement figure that determines performance for the relevant LTI tranche is calculated on the basis of the arithmetic mean of target achievements in the individual years of the three-year performance measurement period.

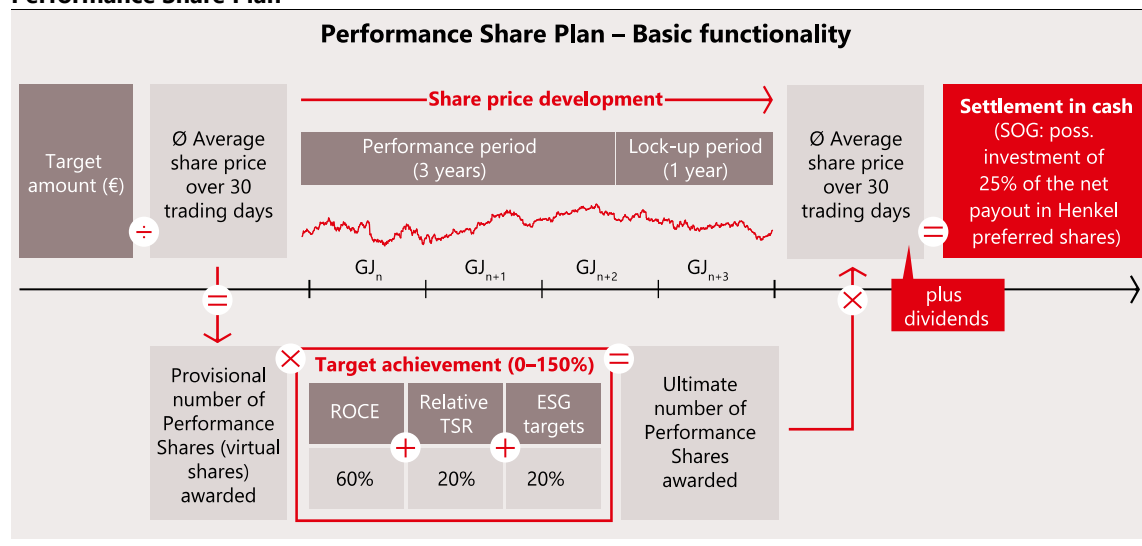
The selected ESG targets, their specific quantification and thresholds and the corresponding degrees of target achievement are discussed transparently in the remuneration report for the respective fiscal year.

Calculation and payment of the long-term variable share-based cash remuneration (LTI)

At the end of the three-year performance measurement period, total target achievement for the LTI tranche is determined on the basis of the weighted arithmetic mean of the degrees of achievement of the respective performance criteria. If annual targets have been defined for a specific target, the applicable degree of target achievement is derived from the average of the three target achievements of relevance for the LTI tranche.

The actual LTI payout is calculated as follows:

Performance Share Plan



The resulting LTI payout amount is capped at 150 percent of the target amount.

The LTI is paid in cash once the annual financial statements of Henkel AG & Co. KGaA for the final year in the four-year performance period have been approved by the Annual General Meeting of Henkel AG & Co. KGaA.

With regard to the LTI, as well, Management Board members are obligated to invest at least 25 percent of the net payout in Henkel preferred shares until the agreed investment volume per the Share Ownership Guideline is reached (see also Section 4.5).

In keeping with the objectives of the Management Board remuneration policy, this structure of the STI and LTI not only rewards sustainable profitable growth and thus supports the long-term development of the corporation, but also ensures that Management Board remuneration is aligned to the interests of shareholders.

Regulation on the transition to the new remuneration system

The changeover from an LTI with a performance measurement period of three years to a period of three years plus a subsequent one-year lock-up period means (assuming the required performance criteria are met) that the last LTI payment under the old system will be made in 2025 (LTI tranche 2022, term 2022–2024), while the first payment under the new system (LTI 2023; term 2023–2026) will not be made until 2027.

To prevent no LTI payment being made in 2026, LTI tranche 2023 will be paid out as follows for the purpose of transition to the new remuneration system:

- Payment of 50 percent of the virtual shares after the end of the three-year performance measurement period (based on the share price in December 2025)
- Payment of the remaining 50 percent of the virtual shares at the end of the one-year lock-up period (based on the share price in December 2026).

4.3 Consideration of unusual developments when determining target achievement or specifying STI and LTI payout amounts

Changes are not made to the benchmark parameters, nor to the STI and LTI targets in the course of a fiscal year.

When determining the STI and LTI payout amounts, the Supervisory Board of Henkel Management AG may, at its discretion, consider unusual developments of which the effects were not taken into reasonable account when setting the targets and the target remuneration; this can result in either an increase or a reduction of the target achievement and, accordingly, in the corresponding payout amounts. In this context, unusual developments are deemed to be circumstances that have occurred or of which occurrence is highly likely, which were not predicted or predictable at the time of setting the targets and which significantly impact the total remuneration of the Management Board. Such circumstances may include, in particular, substantial

acquisitions, the sale of substantial parts of the corporation, severe changes in applicable accounting standards or tax regulations, natural catastrophes, pandemics or similar occurrences. Market developments that turn out to be less favorable than expected but are deemed to be within the realms of possibility when setting the targets do not justify such adjustments. Specific target achievements and payout amounts are published in the remuneration report, together with explanations of, and the rationale behind, any adjustments by the Supervisory Board of Henkel Management AG.

4.4 Caps on total remuneration

The Supervisory Board of Henkel Management AG has specified the following maximum total remuneration amounts for a full fiscal year, bearing in mind the aforementioned caps on the variable performance-related components of remuneration and their individual elements (STI, LTI: 150 percent of the respective target amount in each case) and for the other emoluments and – if granted – pension commitments or lump-sum pension payouts:

	Basic remuneration	Other emoluments	Short-term incentive	Long-term incentive	Pension commitment/ Lump-sum pension payout	Total Minimum	Total Maximum
in euros							
Chair of the Management Board	1,500,000	0 to 250,000	0 to 3,150,000	0 to 3,750,000	750,000	2,250,000	9,400,000
Ordinary member of the Management Board	900,000	0 to 175,000	0 to 1,800,000	0 to 2,175,000	450,000	900,000	5,500,000

While this remuneration policy is in place, the amounts of the individual components of target remuneration may increase in line with the principles explained above, but without affecting the aforementioned caps on total remuneration.

If the targets governing variable remuneration are not achieved, the variable remuneration can be reduced to zero. If the targets are substantially exceeded, payment is capped at 150 percent of the relevant target amount (STI and LTI). An arithmetic maximum total remuneration can be derived from the basic remuneration and – if granted – the pension commitment/lump-sum pension payout, the capped components of variable remuneration and the other emoluments.

In compliance with Section 87a (1) sentence 2 No. 1 AktG, the Supervisory Board of Henkel Management AG has specified an absolute amount in euros representing the maximum remuneration owing to a Management Board member for a fiscal year and paid in the same year or subsequent fiscal years (excluding non-recurring special payments in connection with appointments to or departures from the Management Board), including lump-sum pension payouts plus pension commitments. Based on the current remuneration policy, this amount is composed of the following components, subject to eligibility:

- Basic remuneration
- Other emoluments
- Lump-sum pension payout/Pension commitment (if granted)
- Short-term variable cash remuneration (STI)
- Long-term variable cash remuneration (LTI)

This maximum amount for any one year is 9,400,000 euros for the Chair of the Management Board and 5,500,000 euros for all ordinary Management Board members.

Notwithstanding the respective caps on the components of remuneration, these maximum amounts may increase as a result of the non-recurring special payments discussed below in connection with appointments to or departures from the Management Board:

Newly appointed members of the Management Board may be granted one-off compensation in the event that benefits promised by the former employer are forfeited as a result of moving to Henkel Management AG (sign-on bonus). Such compensation is capped at 200 percent of the basic remuneration, and may result once only in higher maximum total remuneration. Moreover, the following additional payments, likewise limited in amount but increasing the maximum payout, may be made in connection particularly with the departure of an officer from the Management Board:

- Payment of STI in the year of departure
- Payment of compensation equivalent to the remuneration owing for the original remaining term of the contract
- Discretionary payment

4.5 Share Ownership Guideline

The obligation to purchase and hold shares (Share Ownership Guideline) is a key element of the remuneration policy for Management Board members. The aim here is to promote a degree of alignment in the interests of the Management Board members with those of the shareholders, while ensuring the sustainable and long-term performance of the corporation. In accordance with the following, Management Board members are obligated to purchase Henkel preferred shares equating to at least 100 percent of their annual basic remuneration (gross), or 200 percent of the annual basic remuneration (gross) in the case of the Chair (minimum investment volume), and to keep them in blocked custody for the duration of their tenure.

Until these respective minimum investment volumes are reached in full, Management Board members are obligated to invest each year at least 25 percent of the (net) amounts paid out as performance-related bonuses (STI and LTI) in Henkel preferred shares, which must be held in blocked custody with correspondingly restricted access. The corporation transfers the relevant investment amount directly to the bank responsible for settling the investment transactions and managing the blocked custody account. On the first trading day of the month following payout, this bank invests the relevant amount on behalf and for the account of the member of the Management Board in Henkel preferred shares at the price prevailing at the time of purchase on the stock exchange, and credits the acquired shares to the blocked custody account. Management Board members can opt to invest more each year or can add existing shares to their portfolio. The purchase price at the time of the respective acquisition is decisive for fulfillment of the share acquisition and holding obligation. Virtual shares acquired under the LTI do not count toward the minimum investment volume.

The Share Ownership Guideline ensures that the members of the Management Board are required to accumulate and hold a significant share portfolio during their tenure, and that they participate in the long-term performance of the corporation along with all other shareholders, whether this be positive or negative.

4.6 Other contractual provisions

4.6.1 Special payments/bonuses

No authorization exists to allow the Supervisory Board of Henkel Management AG to exercise discretionary judgment to award special payments for outstanding performance.

4.6.2 Malus and clawback regulations

The Supervisory Board of Henkel Management AG is authorized to wholly or partially withhold or refuse to pay a variable component of remuneration (STI, LTI) that was awarded for a fiscal year in which a Management Board member culpably commits a severe breach of duty (malus).

If variable components of remuneration have already been paid, the Supervisory Board of Henkel Management AG can demand their repayment (clawback) where a severe breach of duty is only discovered after such payment, or a financial report is found to contain a material misstatement that impacted the calculation of the variable remuneration of the Management Board. Fault is not relevant in the latter case.

The Supervisory Board of Henkel Management AG decides at its due discretion whether and which variable compensation components are to be withheld or reclaimed, and in what amount and for which years. Such decisions take account of the severity and consequences of a breach, the degree to which a Management Board member is at fault, the amount of loss or reputational damage suffered by the corporation, and the willingness of the Management Board member to assist in the investigation.

In cases of material misstatements in financial reports, the maximum amount that can be reclaimed is the difference between the newly calculated figure based on corrected data and the original payout amount; in all other instances, repayment of a maximum of 50 percent of the payout amount can be demanded.

Clawback is also possible if the tenure and/or employment of the Management Board member has already ended by the time the Supervisory Board of Henkel Management AG issues its clawback demand. Irrespective of the termination of tenure or employment, the repayment obligation does not apply if more than two years have passed between the payout and the clawback demand by the Supervisory Board of Henkel Management AG.

This regulation is without prejudice to the right to assert further claims on grounds of personal misconduct by a member of the Management Board, and especially to claim damages under Section 93 AktG.

4.6.3 Ancillary activities

After consultation with the Supervisory Board of Henkel Management AG, members of the Management Board may accept supervisory board mandates and similar offices in companies in which Henkel AG & Co. KGaA holds a direct or indirect participating interest, or may engage in activities in associations and similar organizations to which Henkel AG & Co. KGaA belongs by virtue of its business activities. Any other paid or unpaid ancillary activities must be approved in advance by the Supervisory Board of Henkel Management AG. The remuneration received for offices assumed on behalf of other companies in the Henkel Group is offset against the Management Board remuneration. When accepting other offices, particularly seats on statutory supervisory boards and comparable oversight bodies of non-Group companies in Germany or abroad, the Supervisory Board of Henkel Management AG decides on a case-by-case basis whether and to what extent any compensation paid for the non-Group board activity is to be offset against the Management Board remuneration.

4.6.4 Continued payment of remuneration in the event of illness

In the event of illness, payment of the basic remuneration continues for the duration of the statutory period of continued payment of wages and salaries. If the illness persists beyond this period, the corporation pays the difference between the sick pay awarded by the statutory health insurance and the corresponding net basic remuneration for the duration of the illness, but over a period not longer than 72 weeks in duration or up until termination of the employment relationship.

4.6.5 Reimbursement of costs

In accordance with the corresponding policies of the corporation, Management Board members are entitled to the reimbursement of costs incurred in the performance of their duties on the Management Board.

4.6.6 Remuneration-related legal transactions; provisions governing termination of position on the Management Board

Executive contracts

The basic provisions governing appointment to the Management Board, including remuneration, are agreed with Management Board members in executive contracts. Subject to prior change by mutual agreement, the term of such a contract is equivalent to the term of office. If the member is re-appointed to the Management Board at the end of the term of office, the employment contract is extended for the duration of the new tenure. Initial appointment to the Management Board is generally for a term of three years. Any extension of an executive contract or re-appointment to the Management Board is for a period of not longer than five years.

Resignation from the Management Board/Other premature termination of executive contracts

In accordance with company law, the executive contracts do not provide for ordinary resignation from the Management Board other than at the end of the appointment period. If the appointment of a member of the Management Board ends prematurely – for whatever reason – either party to the contract is entitled to give notice to terminate the executive contract effective from the end of the period stipulated in Section 622 (1) and (2) German Civil Code [Bürgerliches Gesetzbuch, BGB], without prejudice to any right to terminate for good cause or reason. The entire time of office on the corporation's Management Board is relevant for the calculation of all periods, as are any prior periods spent working for Henkel AG & Co. KGaA or any of its affiliated companies if and insofar as they immediately preceded the appointment to the corporation's Management Board. The aforementioned is without prejudice to the right of either party to terminate for good cause or reason without the need to give notice. Equally, an executive contract can be terminated by mutual agreement.

In the event of remuneration being reduced in accordance with Section 87 (2) AktG, the Management Board member is entitled to give notice of six weeks to terminate the executive contract to the end of the next calendar quarter.

In addition, an executive contract ends without the need for separate notice at the end of the month in which that Management Board member becomes permanently incapacitated for work, in which case they qualify for pension benefits for reduced earning capacity.

Compensation payment

In the event that appointment to the Management Board is terminated prematurely and due notice is given to terminate the executive contract effective from the end of the period stipulated in Section 622 (1) and (2) BGB, the executive contracts provide for a compensation settlement amounting to the remuneration for the remaining term of the contract. This compensation is limited to a maximum of two years' remuneration (severance payment cap) and may not extend over a period that exceeds the residual term of the executive contract. Members of the Management Board are not entitled to compensation, however, if the premature termination of their tenure is at their own request or prompted by circumstances that would have entitled the corporation to terminate the executive contract, without notice, for good cause or reason for which the Management Board member is responsible. The Supervisory Board of Henkel Management AG is entitled to reduce the compensation settlement to a reasonable amount in application of Section 87 (2) AktG.

Executive contracts may stipulate that, in the event that the sphere of responsibility/executive function is altered or restricted against the wishes of the relevant Management Board member to such an extent that it is no longer comparable to the position prior to the change or restriction, that executive is entitled to resign

from office and request premature termination of their executive contract. In such cases, members are entitled to compensation payments amounting to not more than two years' remuneration.

No entitlements exist in the event of premature termination of executive duties resulting from a change in control.

Payment/Forfeiture of variable components of remuneration

When a member leaves the Management Board, the STI is calculated after the close of the fiscal year pro rata temporis and paid out on the contractually agreed due dates. LTI entitlements are calculated at the end of the relevant performance measurement period and paid out on the contractually agreed due dates. However, entitlements from any tranche of which the performance measurement period has not yet ended at the date of departure are forfeited without replacement if the departure is based on good cause or reason that would have justified revocation of the appointment or termination of the executive contract. The Supervisory Board of Henkel Management AG may, at its due discretion, agree other methods of calculation and due dates for the STI and LTI with a departing member of the Management Board. In the event of death, STI and LTI entitlements with regard to outstanding tranches are settled on the basis of budget figures and paid to the heirs.

Post-contractual non-competition clause

A post-contractual non-competition clause with a term of not more than two years can be agreed with members of the Management Board. In the event that such a non-competition clause is agreed and not waived by the Supervisory Board of Henkel Management AG, members of the Management Board are entitled to a discretionary payment totaling not more than 50 percent of the annual remuneration (basic remuneration plus variable remuneration for single and multiple years) over a fiscal year, which is payable in monthly installments. The amount of payment is derived from the average annual remuneration granted to the member of the Management Board over the last three full fiscal years of office prior to termination of the executive contract. Executive contracts may stipulate the details for handling as-yet unpaid components of remuneration and may specify that the discretionary payment totals at least 100 percent of the annual basic remuneration granted to the Management Board member prior to termination of the executive contract. Any compensation settlements for equivalent periods are offset against the discretionary payment. Unless agreed otherwise, the same applies to any income that the Management Board member earns – or desists from earning without compelling reason – during the non-competition period from any new activity elsewhere if and insofar as this income and the discretionary payment together exceed the (total) remuneration applicable to the relevant period.

Exercising the right of revocation per Section 84 (3) AktG

According to Section 84 (3) AktG, a member of a Management Board comprised of more than one person is entitled to request that the Supervisory Board revoke their appointment in the event that they are temporarily unable to perform the duties associated with the tenure because they are on maternity or parental leave, need to nurse a relative or are themselves ill. If a member of a Management Board exercises this right, the Supervisory Board must revoke the appointment and guarantee reinstatement following completion of the relevant period, as specified in Section 84 (3) AktG.

In the event that a member of the Management Board exercises this right to revocation of their appointment, all reciprocal obligations under their executive contract are suspended, unless agreed otherwise. The obligations governing confidentiality, non-competition, cooperation in official proceedings, safeguarding the corporation's interests and avoiding conflicts of interest remain unaffected.

Miscellaneous

The corporation can take out directors and officers insurance (D&O insurance) that also covers members of the corporate bodies. For members of the Management Board, a deductible amounting to 10 percent per loss event is applied in such cases, subject to a maximum for the fiscal year of one and a half times their annual basic remuneration. The corporation may also, at its expense, insure Management Board members against risks associated with their professional activity, in which case the Supervisory Board of Henkel Management AG may specify a reasonable deductible in the absence of any statutory deductible. The corporation insures its Management Board members against accidents, including private risks, for the duration of their executive contracts.

The corporation does not grant any loans or advances to members of the Management Board.

5. Temporary deviations from the remuneration policy

The Supervisory Board of Henkel Management AG may temporarily deviate from individual elements of this remuneration policy if deemed necessary in the interests of the corporation's long-term good. Such necessity may occur, in particular, in situations that could adversely affect the long-term survival and profitability of the corporation. These situations may arise due to circumstances in the economy as a whole or exceptional occurrences in the corporation itself. The basic remuneration, STI and LTI, and their ratio to one another, the basis for calculation, the rules governing the specification of their targets and the determination of target achievement, or the determination of the payout amounts and timing, are elements of the remuneration system from which deviations are permissible in exceptional circumstances. Changes during the course of a year to targets and benchmarks that have already been specified for variable performance-related components of remuneration are not permitted.

Deviations from the remuneration system should not extend over more than three years. Such temporary deviation from the remuneration policy described above is conditional on the Supervisory Board of Henkel Management AG unanimously adopting a resolution ascertaining the occurrence of a situation necessitating temporary deviation from the remuneration policy in the interests of the long-term good of the corporation and, by the same token, unanimously deciding on the specific deviations that it believes are necessary. Insofar as executive contract provisions permit unilateral amendment of the relevant remuneration rules, the Supervisory Board of Henkel Management AG will unilaterally implement the deviations it believes to be necessary; otherwise it will make every effort to reach appropriate contractual agreement with the affected member(s) of the Management Board.

Notwithstanding the aforementioned, the Supervisory Board of Henkel Management AG may reduce remuneration to the reasonable amount calculated in application of the strict rules of Section 87 (2) AktG if the situation of the Henkel Group deteriorates to such an extent that to continue awarding the remuneration would be untenable for the corporation.

IV. REPORT ON AGENDA ITEM 12 (Resolution on the authorization pursuant to Section 71 (1) No. 8 AktG to acquire and use treasury shares and to exclude pre-emptive subscription and tender rights, on the retirement of acquired treasury shares and on capital reduction)

In compliance with Sections 71 (1) No. 8 and 186 (4) sentence 2 AktG, the Personally Liable Partner has prepared a written report detailing the reasons for the authorizations proposed in Agenda Item 12 to exclude possible tender rights of shareholders in relation to a share buyback, and to exclude their pre-emptive subscription rights when selling or otherwise disposing of repurchased treasury shares. The report states as follows:

General

The authorization proposed under Agenda Item 12 relates to the purchase of the corporation's own shares ("treasury shares"). The authorization approved by the Annual General Meeting on April 8, 2019 allowing purchase of the corporation's own shares ("treasury shares") is only valid until April 7, 2024. In order to be able to buy back shares in the future, the

authorization to acquire treasury shares resolved by the Annual General Meeting on April 8, 2019, together with the authorizations for other disposals per Section 71 (1) No. 8 sentence 5 AktG and the authorization to retire treasury shares per Section 71 (1) No. 8 sentence 6 AktG have been canceled, with a more up-to-date authorization on the acquisition and usage of treasury shares being proposed for resolution. The proposal would enable the Personally Liable Partner to acquire shares despite restrictions on the principle of equal treatment and on the tender rights of shareholders, and to use treasury shares acquired on the basis of this or earlier authorizations to the exclusion of pre-emptive subscription rights of existing shareholders. The authorization is to remain valid for five years. The proposed authorization will enable the corporation to realize the benefits associated with the acquisition of treasury shares in the interests of the corporation and its shareholders.

The authorization covers the acquisition of both ordinary and preferred shares of the corporation (Henkel shares). The purchase may be limited to shares of one class. The authorization may be exercised in whole or in part, once or several times, individually or jointly by the corporation or by companies dependent upon it in accordance with Section 17 AktG, or by third parties engaged by the corporation or by companies dependent upon it in accordance with Section 17 AktG.

Acquisition of Henkel shares shall be at the discretion of the Personally Liable Partner. The authorization provides for the purchase and sale of treasury shares via the stock market as the basic form of acquisition and disposal.

Section 71 (1) No. 8 AktG allows for other forms of acquisition and disposal of treasury shares in addition to purchase and sale via the stock market. Accordingly, the Personally Liable Partner shall also be given the opportunity to acquire treasury shares by means of a public purchase offer addressed to all shareholders or by means of a public invitation to all shareholders to submit offers for sale. In this case, the shareholders may decide how many shares they wish to sell and, in the event of a price spread being stipulated, at which price they wish to tender them.

Acquisition of treasury shares with exclusion of pre-emptive tender rights

In acquiring the corporation's own (treasury) shares, the principle of equal treatment as defined in Section 53a AktG must be upheld. The proposed acquisition of the shares in the stock market or by way of a public offer of purchase or a public invitation to submit offers for sale is in keeping with this principle.

Inasmuch as the number of shares offered or tendered exceeds the envisaged number of shares to be acquired, purchase or acceptance must be effected on a quota basis. The purchase will then be effected on a pro-rata basis in accordance with the ratio of shares offered (tender ratios) in each case, instead of in proportion to the shareholdings, because this makes it easier to technically handle the acquisition procedure on a commercially sound basis. Allowing preferential rights in respect of smaller numbers of up to 100 shares tendered per shareholder also serves to simplify the purchasing process. Applying the principles of commercial rounding avoids the

problem of arithmetic fractions of shares. The Personally Liable Partner considers that the exclusion contained herein of more comprehensive tender rights of shareholders to be objectively justified and fair to shareholders.

In addition to the acquisition options for treasury shares just described, the authorization also provides for the acquisition to be carried out by means of tender rights made available to the shareholders. These tender rights are structured such that the corporation is only obligated to purchase whole shares. Where tender rights cannot be exercised on this basis, they are voided. This process treats shareholders equally in line with Section 53a AktG and facilitates the technical management of the share buyback procedure.

Use of acquired treasury shares and exclusion of pre-emptive subscription rights

The acquired treasury shares may be resold through a public tender addressed to all shareholders or by placement in the market, thereby upholding the right of shareholders to equal treatment. In addition, the acquired treasury shares may be used for all legally permissible purposes, in particular also for the purposes described in more detail below. Shareholders' pre-emptive subscription rights to treasury shares are excluded in each case.

The proposal contains the authorization that treasury shares may be offered and transferred to third parties against consideration in kind, particularly for the purpose of business combinations or the (direct or indirect) acquisition of entities, operations, parts of businesses, equity interests in businesses,

or other assets, including claims against the corporation or against companies dependent upon it, in accordance with Section 17 AktG.

As a transaction currency, treasury shares are an important instrument in the acquisition of companies, parts of companies, businesses or interests in companies, or in business combinations. Being capable of offering consideration in the form of treasury shares is expected internationally by the capital market and potential sellers and gives the corporation additional scope in purchase negotiations. The granting of treasury shares can be a useful means of providing consideration as it protects the liquidity of the corporation and avoids the tax disadvantages arising from the fiscal regulations in force in certain countries. The authorization proposed here for transferring the shares purchased is therefore intended to place the corporation in a position of being able to make the most of opportunities to acquire businesses, parts of businesses, operations or equity interests in businesses rapidly and in a flexible, liquidity-preserving manner as such opportunities arise, and particularly without having to wait the often unfeasible time required for resolution by the Annual General Meeting. In addition to business acquisitions, the authorization may be specifically used for the acquisition of assets or of rights to asset purchases, in particular the acquisition of claims (loans and bonds) against the corporation or against companies dependent upon it, and thus for the purpose of reducing external debt. Whether, in individual cases, treasury shares or – if available – shares from authorized capital are to be used is decided upon by the Personally Liable Partner, with due consideration being given to the interests

of the shareholders of the corporation. In determining the valuation ratios, the Personally Liable Partner shall consider the market price of the relevant Henkel shares; there is no schematic link with the market price so that negotiation results, once achieved, cannot be put in question by possible fluctuations in the market price. There are currently no definite plans to use this authorization.

It is also envisaged that Management should be authorized to dispose of acquired treasury shares against consideration in cash with exclusion of pre-emptive subscription rights per Section 186 (3) sentence 4 AktG through sale and transfer to third parties by means other than in the market or through an offer addressed to all shareholders. The authorization serves the purpose of ensuring that the corporation always has adequate equity at its disposal, enabling it to respond quickly and effectively to favorable stock market developments. The authorization is also in the interests of the corporation because it gives it greater flexibility and creates the opportunity to expand the group of shareholders through the targeted issuance of shares to collaboration partners or institutional investors. The investment and financial interests of shareholders are suitably safeguarded by such an approach. They can acquire the number of shares required to maintain their shareholding via the stock market under approximately the same conditions. The authorization ensures that the proportion of the capital stock represented by the shares sold on the basis of such authorizations, together with the proportion of the capital stock represented by new shares issued or sold with the pre-emptive subscription rights of existing shareholders excluded in accordance with Section 186 (3) sentence 4 AktG

during the period of validity of this authorization, does not exceed a total of 10 percent of the capital stock in existence at the time of this authorization becoming operative or – if of lower value – being exercised. Also to be taken into account in this restriction are shares that are issued from authorized or conditional capital during the period of validity of this authorization through direct or appropriate application of this provision with exclusion of pre-emptive subscription rights, or which are issued to service bonds with warrants or conversion rights, or bonds that establish a conversion obligation, where such bonds have been issued since the resolution by the Annual General Meeting approving this authorization with exclusion of pre-emptive subscription rights in appropriate application of Section 186 (3) sentence 4 AktG. Moreover, the shares may only be sold at a price that is not materially below the prevailing market price. The sale price is only finalized shortly before the sale. Management will endeavor to keep any discount on the quoted price as small as possible, taking into account the prevailing market conditions. Limiting the number of shares sold and requiring the selling price to be fixed close to the market price ensure that shareholders are adequately protected against the value of their shares becoming diluted. There are currently no definite plans to use this authorization.

Henkel promotes an ownership culture within the corporation, enabling employees of the company as well as employees and members of management bodies of its affiliated companies to acquire a stake in the business through share purchase plans and share-based payment plans. This is intended to strengthen employee identification with the corporation, to

underpin employee loyalty and to enable employees to participate as shareholders in the corporation's long-term development. The transfer of existing or newly repurchased treasury shares instead of a purchase on the stock market to service rights to acquire or obligations to acquire shares in the corporation granted or to be granted to employees of the company and employees and members of management bodies of its affiliated companies, for example in connection with share-based payment plans or employee share ownership plans, may be an economically sensible alternative that avoids the expense that would otherwise be incurred. The proposed exclusion of pre-emptive subscription rights is a prerequisite for use of the shares acquired on the basis of the authorization per Section 71 (1) No. 8 AktG to offer them for acquisition by or to transfer them to employees of the company and/or members of management bodies of its affiliated companies. The exclusion of pre-emptive subscription rights required for this use is thus in the interest of the corporation and its shareholders.

The corporation is also to be authorized to use treasury shares to fulfill warrants or conversion rights or a conversion obligation granted on the issuance of bonds by the corporation or by one of the companies dependent upon it as defined in Section 17 AktG. It may be expedient to service the rights to the purchase of Henkel shares derived from such arrangements by using treasury shares in part or in full instead of new shares issued from a corresponding capital increase. The exclusion of the pre-emptive subscription rights of existing shareholders would be a necessary prerequisite in such a process. The authorization also creates a facility whereby the

pre-emptive subscription rights of existing shareholders may be selectively excluded in the event of a sale of shares by means of an offer addressed to existing shareholders in favor of the holders of bonds with warrants or conversion rights, or bonds that establish a conversion obligation. This creates the possibility whereby, on the issuance of bonds with warrants or conversion rights, or bonds that establish a conversion obligation, purchasers can be granted a pre-emptive right to shares as protection against dilution rather than being offered a reduction in the warrant or conversion price. This can facilitate a larger flow of funds to the corporation.

Finally, the Personally Liable Partner is to be authorized, in the case of disposal of treasury shares under the terms of an offer of sale addressed to all shareholders, to exclude the pre-emptive subscription rights of shareholders in respect of fractional entitlements – with the approval of the Shareholders' Committee and the Supervisory Board. This is necessary in order to enhance technical efficiency in the disposal of acquired treasury shares by way of such an offer to shareholders. The free fractional amounts of treasury shares excluded from the pre-emptive subscription rights of the shareholders shall be disposed of to the best possible effect for the corporation, either by sale in the market or by some other process.

This authorization applies to shares acquired on the basis of this Authorization Resolution, on the basis of Authorization Resolutions of earlier Annual General Meetings, and on the basis of Section 71d sentence 5 AktG, or shares yet to be acquired, (i) by a company dependent on the corporation or

an entity in which the corporation has a majority holding or (ii) by third parties on behalf of the corporation or by third parties on behalf of a company dependent on the corporation or an entity in which the corporation has a majority holding. Such shares purchased may be retired (canceled) by the corporation without any further resolution by the Annual General Meeting being required. Cancellation shall either be effected by way of capital stock reduction or, as permitted by Section 237 (3) No. 3 AktG, such that the capital stock remains unchanged and by increasing the nominal proportion of the other shares relative to the capital stock per Section 8 (3) AktG. The rights of shareholders are not affected in either of the two cases mentioned. The Personally Liable Partner is authorized in such cases to adapt the Articles of Association in line with the change in the number of shares ensuing.

In the event that the authorization is used, the Personally Liable Partner shall inform the subsequent Annual General Meeting thereof.

V. REPORT ON AGENDA ITEM 13 (Resolution on the authorization to use equity derivatives in connection with the acquisition of treasury shares pursuant to Section 71 (1) No. 8 AktG, to exclude pre-emptive subscription and tender rights and to acquire treasury shares via multilateral trading facilities)

Supplemental to the report on Agenda Item 12, the Personally Liable Partner has, in accordance with Sections 71 (1) No. 8 and 186 (4) sentence 2 AktG, prepared a written report detailing in particular the reasons for the authorizations proposed in Agenda Item 13 to exclude possible pre-emptive tender rights of shareholders relating to equity derivatives employed in a share buyback, and, with reference to Agenda Item 12, to exclude the pre-emptive subscription rights of shareholders when selling or otherwise disposing of treasury shares. The report in full states as follows:

Pursuant to the statutory provision in Section 71 (1) No. 8 AktG, the requirement to comply with the principle of equal treatment is sufficiently met if the shares are acquired on the stock market at the current market price of the corporation's

shares at the time of purchase. Since the price for the option (option price) is determined in close alignment to the market, the shareholders not involved in the option transactions likewise do not suffer any value-related disadvantage. On the other hand, the possibility of entering into equity derivatives enables the corporation to take advantage of short-term market opportunities and conclude corresponding equity derivative transactions. Any right of shareholders to enter into such equity derivatives with the corporation is excluded, as are any tender rights of shareholders. This exclusion is necessary in order to enable the use of equity derivatives in connection with the buyback of treasury shares and to achieve the associated benefits for the corporation. It would not be feasible to enter into corresponding equity derivatives with all shareholders. After weighing up the interests of the shareholders and the interests of the corporation on the basis of the advantages that may accrue to the corporation from the use of such derivatives, the Personally Liable Partner thus considers as justified the authorization to exclude or restrict shareholders' pre-emptive rights to enter into such derivatives with the corporation and the pre-emptive tender rights of shareholders.

With regard to the use of treasury shares acquired on the basis of equity derivatives, there are no differences to the possible uses proposed in Agenda Item 12. Concerning justification for the exclusion of pre-emptive shareholder subscription rights when using the shares, reference is therefore made to the report of the Personally Liable Partner in relation to Agenda Item 12.

It may be advantageous for the corporation to acquire or dispose of its treasury shares via a multilateral trading facility (“MTF”) rather than via the stock market. MTFs are legally defined in Section 2 (6) of the German Stock Exchange Act. The trading volume in shares of the corporation via MTFs is in some cases significantly higher than on the regulated market. By repurchasing shares via MTFs, the corporation can thus secure access to a larger trading volume. This may enable the corporation to acquire or sell the shares on more favorable terms than through a regulated market, which may result in significant overall savings, particularly in the case of high buyback volumes. As a matter of principle, the corporation will only acquire or sell treasury shares via MTFs for which it can be assumed that the prices formed will not deviate significantly from the regulated stock market prices. In formal terms, such MTFs in particular hardly differ materially from a stock exchange. Moreover, the same upper and lower price limits apply to the acquisition or disposal of shares via MTFs as to the share buyback via the stock market according to the authorization proposed under Agenda Item 12; this is because, in the case of purchase via MTFs, the prices are again linked to the stock market prices determined by the opening auction in electronic trading on the Frankfurt Stock Exchange and may not exceed or fall below those stock market prices by more than 10 percent. Treasury shares acquired via MTFs count toward the upper limit governing the acquisition of treasury shares. The provisions for the use of the shares thus acquired, including the exclusion of shareholders’ pre-emptive subscription rights, provided for in Agenda Item 12, shall apply mutatis mutandis. For the reasons described above, treasury shares may also be sold via an MTF, irrespec-

tive of how they were acquired. The shares acquired by exercising this authorization shall count toward the acquisition limit specified in the Authorization Resolution.

In the event that the authorization is used, the Personally Liable Partner shall inform the subsequent Annual General Meeting thereof.

VI. FURTHER INFORMATION AND ADVISORIES

1. Total number of shares and voting rights

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 carrying the same number of voting rights, and 178,162,875 are preferred shares with no voting rights. Preferred shares with no voting rights cannot be used to vote in the 2023 Annual General Meeting; Section 140 (2) sentence 1 German Stock Corporation Act [AktG] does not apply in this case. At the reporting date of December 31, 2022, a total of 2,913,528 of the aforementioned shares were ordinary treasury shares and a total of 12,954,521 were preferred treasury shares, from which no rights accrue to the corporation. The number of treasury shares is increasing continuously due to the share buyback program, which will run until the end of

March 2023 at the latest. The current status is published weekly and is available on our website (<https://www.henkel.com>; <https://www.henkel.de>).

2. Conditions of participation in the Annual General Meeting and of exercising voting rights

Registration and validation of shares held

In accordance with Article 20 of the Articles of Association in conjunction with Section 123 (2) and (4) AktG, only those shareholders (holders of ordinary and/or preferred shares) who, by the end of **April 17, 2023 (24:00 hours/midnight CEST, 22:00 hours UTC)**, present to the corporation a special validation issued by their custodial/depository bank confirming ownership of shares shall be entitled to attend – either in person or represented by proxyholders – the Annual General Meeting (AGM) and to exercise voting rights (holders of ordinary shares only). Said validation should be sent in text form to the following address:

Henkel AG & Co. KGaA
c/o Computershare Operations Center
80249 München (Munich)
Germany
or by fax to: +49 (0) 89 30903-74675
or by email to: anmeldestelle@computershare.de

The validation of share ownership shall be provided in accordance with Section 67c (3) AktG or by means of some other

form of proof of share ownership issued by the ultimate intermediary in text form in German or English and shall refer to the beginning of the 21st day before the Annual General Meeting (**Record Date**), i.e. to the **beginning of April 3, 2023 (24:00 hours/midnight CEST, 22:00 hours UTC)**. In the case of shares not held in a securities depository managed by an intermediary pursuant to Section 67a (4) AktG at the relevant time, validation may be provided by the corporation or by a notary, by a bank for the central depository of securities or another custodial/depository bank or financial services institution.

In the event of doubt as to the correctness or authenticity of the validation, the corporation is entitled to demand a further suitable means of proof. If this means of proof is not forthcoming, or is not provided in the appropriate form, the corporation may refuse participation in the Annual General Meeting and the exercising of voting rights (Article 20 (3) of the Articles of Association).

The registration and validation documentation must be in either German or English. The validation may also be provided in text form.

Significance of the validation deadline / Free disposability of shares

The Record Date is the key cutoff date for participation in the Annual General Meeting and exercising shareholder rights, and voting rights in particular. Pursuant to Section 123 (4) sentence 5 AktG in relation to the corporation in respect of participation in the Annual General Meeting (holders of ordi-

nary and holders of preferred shares) or in respect of exercising voting rights (holders of ordinary shares only), only shareholders who have provided the necessary validation as to their status will be recognized as such. The entitlement to participate and the scope of voting rights are measured solely on the basis of the shareholding on the Record Date. The Record Date or the registration is not a barrier to the sale of the shareholding. Shareholders can therefore still dispose of their shares as they wish following registration. Disposal after the Record Date has no effect on the right to participate and the entitlement to exercise voting rights. Persons who do not hold any shares as of the Record Date and only become shareholders thereafter are not entitled to attend and vote unless they acquire proxy rights to do so or receive authorization to exercise such rights. The Record Date has no bearing on any dividend entitlement.

3. Mail-in ballot (postal voting) procedure

Ordinary shareholders may cast their votes by mail-in ballot (postal voting). In this case, too, shareholders need to register and present appropriate validation of their share ownership as stipulated (see the detailed explanations under point 2).

Mail-in votes are submitted by using your admission card with the voting instructions table, and should be sent by letter, fax or email or via the internet-based Henkel InvestorPortal as follows:

- Mail-in votes cast in text form (letter, fax or email) must reach the corporation at the address shown at the bottom of the form by **April 23, 2023 (24:00 hours/midnight CEST, 22:00 hours UTC)**.
- In the case of mail-in voting via the Henkel InvestorPortal, mail-in votes can be cast **up to the day of the Annual General Meeting by the end of the address by the Chair of the Management Board**. The Henkel InvestorPortal can be accessed as described above under "Access to the Henkel InvestorPortal."

Mail-in votes sent in via permitted channels can be withdrawn or amended right up to the end of the period allowed for their submission.

Opting for a mail-in vote does not prevent a shareholder from attending the Annual General Meeting. Personal attendance at the Annual General Meeting results in the automatic withdrawal of mail-in votes already submitted.

Authorized representatives (proxyholders) may also use the mail-in (absentee) ballot system (see the more detailed explanations under point 4 below). If both mail-in votes and proxies/instructions to proxyholders of the corporation are received from the shareholder, the mail-in votes are always considered to have priority.

Please note that mail-in voting means that the requests to speak, file objections against Annual General Meeting resolutions, ask questions or table motions cannot be accepted.

If no explicit or unambiguous mail-in vote is cast on an Agenda Item, this shall be deemed an abstention for this Agenda Item. Mail-in votes that cannot be unequivocally attributed to a proper registration will not be considered.

You can find further instructions in an advisory leaflet which is available to shareholders together with additional information on the internet (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>).

4. Voting, assignment of powers of representation (proxies) and proxy voting procedures

Assigning powers of representation to the voting proxies nominated by the corporation

We offer our ordinary shareholders the option of being represented in line with their instructions at the Annual General Meeting by proxyholders nominated by the corporation. In this case, too, shareholders need to register and present validation of their share ownership as stipulated (see the detailed explanations under point 2).

You can authorize the voting proxy nominated by the corporation by completing the proxy (aka power of representation or power of attorney)/instruction form printed on your admission card and sending it by letter mail, fax or email or via the Henkel InvestorPortal, as follows:

- The corresponding proxy/instruction form must reach the corporation in text form (including by letter, fax or email) at the address shown at the bottom of the form **by April 22, 2023 (24:00 hours/midnight CEST, 22:00 hours UTC).**
- Powers of representation assigned to voting proxyholders nominated by the corporation can alternatively be issued using the data on the admission card via the Henkel InvestorPortal **until the day of the Annual General Meeting by the end of the address by the Chair of the Management Board.** The Henkel InvestorPortal can be accessed as described above under "Access to the Henkel InvestorPortal."

Proxies/powers of representation and instructions to the voting proxyholders nominated by the corporation may still be withdrawn or amended by the permissible channels/ means of transmission until the end of the period during which they can be issued via the Henkel InvestorPortal (time of receipt).

The proxyholders nominated by the Corporation may only exercise the voting right for those items on the agenda for which the authorizers issue express and unambiguous instructions. In the absence of an explicit and unambiguous instruction, the proxyholder will abstain from voting on the respective voting item. The proxyholders are obliged to cast the votes as instructed and may not exercise voting rights at their own discretion. If a separate vote is to be taken on an item on the agenda, the instructions given shall apply to each individual sub-item.

Please note that proxyholders cannot accept instructions or commissions to speak, lodge appeals against Annual General Meeting resolutions, nor accept instructions or commissions relating to procedural motions, nor can they ask questions or propose motions.

Assigning proxies (powers of representation) to third parties

Shareholders can exercise their voting rights through a proxy. In this case, too, shareholders need to correctly register and present validation of their share ownership as stipulated (see the detailed explanations under point 2). If the shareholder authorizes more than one person as their proxyholder, the corporation may reject one or more of them pursuant to Section 134 (3) sentence 2 AktG.

The assignment of a proxy, its revocation/cancelation and the verification of such power of representation/power of attorney to the corporation must be in text form unless otherwise stipulated below.

Shareholders can assign proxies to their chosen proxyholders by completing the proxy form (information to be provided in text form) printed on the admission card and passing it to their assigned representative (proxyholder) who, on presentation of said form at the Annual General Meeting, will in return receive voting card documents (for holders of ordinary shares only) or a participation document (for holders of preferred shares). Alternatively, proxies can also be assigned electronically via the internet by using the data on the admission card in accordance with the procedures laid down by

the corporation. Assignment of proxies is permissible via any approved means. The use of the access/login credentials by the proxyholder is also regarded as proof of authorization.

In the event that intermediaries within the meaning of Section 135 AktG are authorized as proxyholders, the law does not require the text form, nor do the Articles of Association contain special provisions for such a case. The form required for the authorization must therefore be requested from and stipulated by the prospective proxyholder. Pursuant to Section 135 (1) AktG, the proxy in these cases must be granted to a specific intermediary and verifiably recorded by that intermediary. The proxy form must also be complete and may only contain declarations relating to the exercise of voting rights. However, a breach of this and certain other requirements specified in Section 135 AktG for the authorization of an intermediary does not affect the validity of voting in accordance with Section 135 (7) AktG. The above shall apply mutatis mutandis to the assignment of proxies to shareholders' associations, voting rights advisors and persons who make a business offer to shareholders with a view to exercising their voting rights at the Annual General Meeting (Section 135 (8) AktG).

5. Order of processing the mail-in votes cast, proxies and instructions, and other voting advisories

If votes are cast by mail-in ballot via several channels and/or if the proxyholders receive powers of representation/power of attorney and instructions via several means of transmission, the most recently received declaration shall be deemed to have priority in each case. If it is not possible to identify which declaration was received last, declarations will be considered in the following descending order of priority: (1) Received through the Henkel InvestorPortal; (2) Received by email; (3) Received by fax; (4) Received by letter post.

If a separate ballot is held on an Agenda Item without this having been communicated in advance of the Annual General Meeting, the mail-in vote cast or a mail-in instruction relating to this Agenda Item as a whole shall apply accordingly for each separate ballot.

Voting by mail-in ballot or issuing instructions to the voting proxies nominated by the corporation is only possible in respect of the proposed resolutions announced by the corporation before the Annual General Meeting, including proposals for resolution from shareholders announced prior to the Annual General Meeting by the corporation in response to a request made by a minority per Section 122 (2) AktG, as a countermotion per Section 126 (1) AktG or as a nomination for election per Section 127 AktG.

A mail-in vote or an instruction regarding the profit appropriation proposal announced under Agenda Item 2 remains valid even if the profit appropriation proposal is adjusted at the Annual General Meeting as described under Agenda Item 2.

6. (Partial) broadcast of the Annual General Meeting via the internet

By order of the Chair of the Annual General Meeting, the opening of the AGM and the address given by the Chair of the Management Board of the Personally Liable Partner may be transmitted live via the internet. This live broadcast does not enable participation in the AGM in the sense of Section 118 (1) sentence 2 AktG.

The recording of the opening and the speech by the Chair of the Management Board will be available on the corporation's website (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>) after the Annual General Meeting. The speech by the Chair of the Management Board of the Personally Liable Partner is expected to be available in advance on the internet on April 17, 2023 (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>).

7. Additional agenda item proposals requested by a minority per Section 122 (2) German Stock Corporation Act [AktG]

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 and announced accordingly. In addition, pursuant to Section 87 (4) AktG, the Annual General Meeting may, upon application pursuant to Section 122 (2) sentence 1 AktG, reduce the maximum remuneration for the Management Board determined in accordance with Section 87a (1) sentence 2 No. 1 AktG. Each new item must be accompanied by reasoned grounds or a motion for resolution or amendment.

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. Calculation of share ownership shall be in accordance with Section 70 AktG. Section 121 (7) AktG also applies *mutatis mutandis*. 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 workday before or after cannot be considered. Thus, Sections 187 to 193 of the German Civil Code are not applicable

Such request must be addressed in writing to the Management Board and be received by the corporation **by the end of March 24, 2023 (24:00 hours/midnight CET, 23:00 hours UTC)**. We kindly ask you to send corresponding requests exclusively to the following address:

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

Amendments and additions to the AGM agenda that need to be announced in advance must – unless already included in the Notice of Convocation – be published immediately on receipt of the request in the same way as the Notice of Convocation. They will also be made available on the internet (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>) and notified to the shareholders per Section 125 (1) sentence 3 AktG.

If requests for additions to the Agenda are to be announced in accordance with the above, any proposed resolutions attached thereto shall be treated at the Annual General Meeting as if they had been submitted verbally at the Annual General Meeting, provided that the shareholder submitting the request is duly authorized and has registered for the Annual General Meeting (for more details, see point 2).

8. Countermotions and election nominations per Sections 126 (1) and 127 of the German Stock Corporation Act [AktG]

Ordinary and/or preferred shareholders can submit countermotions in relation to proposals for resolution submitted by the Personally Liable Partner and/or Supervisory Board and/or Shareholders' Committee on individual agenda items, and may also submit nominations for the elections of members of the Supervisory Board and Shareholders' Committee, or of auditors, included on the Agenda (Sections 126 (1) and 127 AktG).

Any countermotions (with reasoned grounds) or election nominations by shareholders per Sections 126 (1) and 127 AktG should be exclusively submitted to the address or via the channels indicated immediately below; countermotions or election nominations submitted in some other way cannot be considered.

**Henkel AG & Co. KGaA
– Annual General Meeting –
Investor Relations
Henkelstrasse 67
40589 Düsseldorf, Germany
or by fax to: +49 (0) 211 798-2863
or by email to: info@ir.henkel.com**

Countermotions (with reasoned grounds) or election nominations submitted by shareholders requiring announcement – possibly containing amended content per Section 127 sentence 4 AktG – will, on receipt, be made available together with the name of the proposing shareholder on the corporation's website (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>). Countermotions or election nominations received at the address or via the channels indicated above by the end of **April 9, 2023 (24:00 hours/midnight CEST, 22:00 hours UTC)** will be included for consideration. A countermotion does not need to be made accessible if one of the grounds for exclusion per Section 126 (2) sentence 1 AktG exists. The grounds for a countermotion also do not need to be made accessible if the total number of characters is more than 5,000 (Section 126 (2) sentence 2 AktG). Nominations for election submitted by shareholders per Section 127 AktG do not need to be substantiated. Nominations for election will only be made available if they contain the name, occupation and place of residence of the person nominated; in the case of the pro-posed auditor, they must contain the company name and domicile, and in the case of elections to the Supervisory Board, they must contain details of memberships of other statutory oversight bodies. Any response from Management will likewise be made available on the websites indicated.

Shareholders are requested to validate their ownership of shares at the time of submitting the motion.

The right of any shareholder to submit countermotions relating to the various items on the agenda during the Annual

General Meeting, and to nominate candidates for election as Supervisory Board and/or Shareholders' Committee members, or to submit proposals regarding the appointment of auditors, even if such motions were not previously submitted to the corporation within the stipulated timeframe, remains unaffected.

Please note that countermotions and election nominations proposed by shareholders may only be voted upon if they have been moved during the Annual General Meeting, even if they have been submitted to the corporation in advance and within the stipulated timeframe.

9. Information rights pursuant to Sections 131 (1) to (1f) and 293g (3) of the German Stock Corporation Act [AktG]

Pursuant to Section 131 (1) AktG, each shareholder, whether a holder of ordinary or preferred shares, or each shareholder representative, may at the Annual General Meeting 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 for correctly appraising an Agenda Item and there is no valid right of refusal to provide such information based on reasons cited in Section 131 (3) AktG. Pursuant to Section 293g (3) AktG regarding Agenda Item 14, moreover,

each shareholder shall, on request, be provided in the Annual General Meeting with information on all affairs and matters pertaining to the subsidiary that are or may be material to conclusion of the control and profit and loss transfer agreement indicated.

Pursuant to Section 131 (2) sentence 2 AktG in conjunction with Article 23 (2) sentences 3 and 4 of the corporation's Articles of Association, the Chair of the Annual General Meeting may place a reasonable limit on the time afforded under the right of shareholders to speak and ask questions.

10. Receipt of a voting confirmation pursuant to Section 118 (1) sentences 3 to 5, (2) sentence 2 of the German Stock Corporation Act [AktG] or proof of the vote count pursuant to Section 129 (5) AktG

Pursuant to Section 118 (1) sentence 3, (2) sentence 2 AktG, when voting rights are exercised electronically, the submitter must receive electronic confirmation from the corporation of the receipt of the electronically cast vote in accordance with the requirements set out in Article 7 (1) and Article 9 (5) subparagraph 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 118 (1) sentence 4 AktG. In addition, pursuant to Section 129 (5) sentence 1 AktG, the

person voting may request **confirmation** from the company within one month of the date of the Annual General Meeting as to whether and how his or her vote was counted. The corporation shall provide the confirmation in accordance with the requirements set out in Article 7 (2) and Article 9 (5), second subparagraph, of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 129 (5) sentence 3 AktG. Confirmation of the vote count pursuant to Section 129 (5) AktG can be obtained via the Henkel InvestorPortal within one month of the date of the Annual General Meeting using the credentials on the admission card.

11. Supplementary information/ Website via which information required per Section 124a of the German Stock Corporation Act [AktG] can be accessed

This Notice of Convocation of the Annual General Meeting with the statutory disclosures and explanations, the documents and motions of shareholders requiring announcement, and other information and explanations, particularly with regard to participation in the Annual General Meeting, mail-in voting, the assignment of proxies and the issuance of instructions to proxyholders, and also relating to shareholder rights per Sections 122 (2), 126 (1), 127 and 131 (1) AktG, can be obtained from the corporation's website (<https://www.henkel.com/agm>; <https://www.henkel.de/hv>).

The voting results will be made available on the same websites on conclusion of the Annual General Meeting.

This Notice of Convocation was published in the Federal Gazette on **March 7, 2023** and transmitted to other media likely and able to broadcast and disseminate the information throughout the European Union. In the event of discrepancies, the version published in the Federal Gazette shall be solely authoritative.

12. Data protection information for shareholders

We process personal data (such as name, address, number of shares, class of shares, type of ownership of shares and AGM admission 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 their personal data is legally mandatory for the purpose of preparing for, and your participation in, the Annual General Meeting. The data controller responsible for the processing of such data 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].

Henkel AG & Co. KGaA broadcasts the Annual General Meeting on the internet via the Henkel InvestorPortal and enables shareholders' rights to be exercised via the Henkel InvestorPortal. This may give rise to the processing of shareholders' personal data. Data processing may also be necessary to enable organization of the Annual General Meeting. The legal basis for these processing operations derived from overriding legitimate interests is Article 6 (1) sentence 1 point f) GDPR. Henkel AG & Co. KGaA generally receives the personal data of shareholders via the registration office of the bank/financial services institution which the shareholders have entrusted with the safekeeping of their shares (i.e. their custodial or depository bank). In some cases, Henkel AG & Co. KGaA may also receive personal data directly from shareholders.

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, solely and to the extent necessary for the execution of the commissioned service. 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 obligated to treat such data as confidential. In addition, personal data of shareholders or shareholder representatives exercising their voting rights will be made available to other shareholders and shareholder representatives who follow the virtual

Annual General Meeting by means of an electronic link within the framework of the statutory provisions (in particular the list of participants, Section 129 AktG). This also applies to the announcement of shareholder requests for amendments/additions to the Agenda as well as counter motions and election proposals. Henkel AG & Co. KGaA may also be obligated to disclose personal data relating to shareholders or shareholder representatives to other recipients, such as public authorities, for the purpose of complying with statutory notification requirements.

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.

Legally, 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 assert these rights against Henkel AG & Co. KGaA free of charge via the email 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 legal right of objection.

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 email: datenschutz@henkel.com

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

Düsseldorf, March 2023

Henkel AG & Co. KGaA

Henkel Management AG
 (Personally Liable Partner)

Management Board

Do you have any questions relating to the Annual General Meeting?

Our AGM Hotline is available on
+49 (0) 211 797-3937

You can, of course, also send us an email at
info@ir.henkel.com

For technical questions regarding the use of the Henkel InvestorPortal, the Shareholder Hotline is available Monday to Friday between 8:00 a.m. and 5:00 p.m. (CEST) on **+49 (0) 89 30903-6321**. You can also reach the Shareholder Hotline by email at **investorportal@computershare.de**.

Our Annual Report, this Notice of Convocation of the Annual General Meeting and other documents are available for downloading at:
<https://www.henkel.com/agm>; <https://www.henkel.de/hv>.

Supplementary information on the candidate proposed under Agenda Item 7 “Resolution on a by-election to the Supervisory Board”

In addition to the information provided under Agenda Item 7, the curriculum vitae of Mr. Laurent Martinez as the proposed candidate is reproduced below:

Laurent Martinez

Chief Financial Officer, Alstom S.A., Saint-Ouen-sur-Seine, France

Born June 23, 1968 in Grenoble, France



Picture credits: private

Professional career

Since 2018	Chief Financial Officer, Alstom S.A., Saint-Ouen-sur-Seine, France
1996 – 2018	Airbus Group
2015 – 2018	Head of Services, Airbus, France
2009 – 2015	Head of Group Accounting and Financial Reporting, France
2004 – 2009	Chief Financial Officer, Astrium, Space Transportation Systems, France
2001 – 2004	Head of Financial Reporting, Space & Defense, Germany
1999 – 2001	Head of Financial Reporting, Astrium, Space Transportation Systems, France
1996 – 1999	Head of Project Management, Nilesat & Teledesic, Astrium, France
1994 – 1995	Auditor, Banque National de Paris, Panama

Education

2000	Degree in Accounting and Finance, Paris, France
1993	Master’s degree in Project Management, University of Toulouse, France
1992	Degree in Engineering, ENSEEIHT, Toulouse, France

Memberships of statutory supervisory boards in Germany

None

Memberships of oversight bodies in Germany or abroad comparable to statutory supervisory/administrative boards in Germany

Alstom Group:
Alstom Holdings (Chair), France