

## Notes

### **Information on how to participate in the 2010 Annual General Meeting and in the 2010 Extraordinary Meeting for Preferred Shareholders, and on the assignment and use of proxies (powers of representation)**

#### **Dear Shareholder,**

In order to participate in the Annual General Meeting (holders of ordinary shares and preferred shares) and in the Extraordinary Meeting for Preferred Shareholders (holders of preferred shares only), scheduled to take place immediately after the Annual General Meeting, and to exercise your voting rights in the Annual General Meeting (holders of ordinary shares only) or in the Extraordinary Meeting for Preferred Shareholders (holders of preferred shares only), you will need to request an admission card from your depository bank. Please ensure that you adhere to the deadlines indicated in the Notice of Convocation for the Annual General Meeting and for the Extraordinary Meeting for Preferred Shareholders as indicated in Section “Conditions of participation and exercising your voting rights”. In order to ensure that you receive your admission card promptly, please place your order as early as possible with your depository bank.

#### **With this admission card you can**

- participate personally in the Annual General Meeting (holders of ordinary shares and preferred shares) or in the Extraordinary Meeting for Preferred Shareholders (holders of preferred shares only), or
- have yourself represented by a third party and assign to this representative either in writing or electronically a proxy (power of representation) allowing their participation in the relevant meeting and – if you

possess voting shares – authorizing them to exercise your voting rights or

- – if you possess voting shares – assign a proxy (power of representation) in writing or electronically to the proxyholders nominated by the Corporation together with instructions on how to vote on the proposed resolutions of the administration in the meeting concerned.

Proxies and voting instructions can be issued electronically using a web-based proxy assignment and voting instruction system to which you will be able to gain access using the data shown on your admission card.

In order to ensure the smooth running of the two meetings and correct exercise of your voting rights, we would ask you to ensure compliance with the following instructions:

#### **1. Personal participation/attendance in the Annual General Meeting (holders of both ordinary and preferred shares) or in the Extraordinary Meeting for Preferred Shareholders (holders of preferred shares only) / Registration**

If you wish to participate personally in the Annual General Meeting or in the Extraordinary Meeting for Preferred Shareholders, please ensure that you present the top section of the admission card form or all admission card forms to the “Shareholders’ Registration Office”.

At the “Shareholders’ Registration Office”, you will be handed a corresponding voting card form for the Annual General Meeting (ordinary shares) or the Extraordinary Meeting for Preferred Shareholders (preferred shares) in exchange for the admission card form. In the event that you only hold preferred shares, the voting card for the Extraordinary Meeting for Preferred Shareholders also authorizes you to attend the Annual General Meeting. In order to ensure accurate identification of all participants,

we also request that you present all the admission cards in your possession at the same time.

The meeting rooms open at 8.30 a.m. In the interest of participant safety, we will – as in previous years – be taking extensive safety precautions. Any dangerous objects such as penknives, scissors or aerosol cans found when checking persons or luggage will be collected and stored for the period of the respective meeting; you will be able to pick up such items from the storage area as you leave the meeting concerned. However, in order to avoid unnecessary delays during the admission checks, we would urgently request that you avoid bringing any dangerous objects and, indeed, – if possible – bags of any kind to your meeting.

## **2. Participation of a representative of your choice**

If you wish to be represented by a third party, please fill in the proxy form/power of representation printed on the back of the top section of the admission card (writing the first and last names of your representative in block capitals, if you would), sign the form as indicated and hand the admission card proxy/power of representation over to your chosen representative. The person thus empowered must register by presenting the admission card/power of representation on the day of the Annual General Meeting or the Extraordinary Meeting of Preferred Shareholders as described in Section 1 above.

As an alternative to the written power of representation, you can use the web-based proxy assignment and voting instruction system in order to electronically authorize a third party to participate on your behalf in the Annual General Meeting or the Extraordinary Meeting of Preferred Shareholders, and to exercise your votes accordingly (cf. Section 4). If you use the web-based proxy assignment and voting instruction system made available by us, please do not forget to inform your chosen representative of the fact that you have assigned them this proxy. Your

representative should also carry an official ID card or passport so that they can identify themselves in the meeting concerned. The proxyholders must also register at the “Shareholders’ Registration Office” where they will be provided with the appropriate voting card documentation in accordance with the voting rights assigned for the Annual General Meeting (ordinary shares only) or the Extraordinary Meeting for Preferred Shareholders (preferred shares only).

## **3. Assigning proxies and issuing voting instructions to proxyholders nominated by the Corporation**

If you do not wish or are unable to attend the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders yourself, and do not wish to nominate a third party as your representative to attend personally at the meeting concerned, we can offer you the facility – if you have voting shares – of having your voting rights exercised by employees of the Corporation. The Corporation has appointed Messrs. Heinz Nicolas and Dr. Michael Schmitt as proxyholders authorized to act in sole representation of holders of voting rights. Both these gentlemen are employees of Henkel AG & Co. KGaA. Said proxyholders would be authorized by your proxy/power of representation to exercise your voting rights only inasmuch as you have issued express instructions relating to the individual items on the agenda; they are not permitted to exercise voting rights at their own discretion. The proxyholders are obliged to vote in accordance with your instructions on the individual agenda items. If a certain agenda item should require voting on individual details, the instruction relating to this agenda item shall also apply to voting on the details.

To assign a written power of representation and written voting instructions to the proxyholders nominated by the Corporation, please use the bottom section of the admission card form. Complete the form by inserting your instructions, and please do not forget to sign it before

sending it off (if sending by fax, please sign the front and back of the page). Send the completed and signed form by post or fax (front and back pages) **by April 15, 2010 at the latest** at the following address:

Henkel AG & Co. KGaA  
c/o Computershare HV-Services AG  
Prannerstr. 8  
80333 Munich, Germany  
Fax: 0049 (0)89 / 3 09 03 – 7 46 75

Written powers of representation and voting instructions received after this date will be invalid. Please note that we have no influence on postal delivery times.

You can also assign powers of representation and voting instructions to the proxyholders electronically using our web-based proxy assignment and voting instruction system (cf. Section 4).

#### **4. Electronic proxy assignment and voting instruction system**

Please make sure that proxies and voting instructions issued via the web-based proxy assignment and voting instruction system are issued as early as possible.

**The electronic assignment of proxies to a third party must** – both for the Annual General Meeting and for the Extraordinary Meeting for Preferred Shareholders – **be completed by the end of April 18, 2010, (24.00 h) at the latest.**

**The electronic assignment of proxies and also the electronic issuance of voting instructions to the proxyholders must** – both for the Annual General Meeting and for the Extraordinary Meeting for Preferred Shareholders – **have been completed by the end of the address by the Chairman of the Management Board at the Annual General Meeting.**

#### **4.1 Technical requirements**

In order to use the web-based proxy assignment and voting instruction system, your browser must support 128-bit-SSL encryption. If your browser does not support this, please download and install the latest versions available on the internet of Mozilla/Firefox ([www.mozilla-europe.org](http://www.mozilla-europe.org)) or of Microsoft Internet Explorer ([www.microsoft.com](http://www.microsoft.com)). The proxy assignment and voting instruction system is opened in a separate window. If this does not function properly in your case, please ensure that the browser-internal pop-up blocker is switched to allow this access event. For further information, please consult the online help section of your browser.

#### **4.2 Registering with the system for the first time**

You can use our web-based proxy assignment and voting instruction system for the purpose of electronically assigning your representative a proxy and – provided that the shares that you hold entitle you to vote in the Annual General Meeting (ordinary shares only) or in the Extraordinary Meeting for Preferred Shareholders (preferred shares only) – voting instructions.

You will be able to gain access via the Corporation's website at [www.henkel.de/hv](http://www.henkel.de/hv) (German version) or [www.henkel.com/agm](http://www.henkel.com/agm) (English version). The link "Annual General Meeting" takes you to the web-based proxy assignment and voting instruction system.

**Please note that you will need to register separately for your ordinary shares and for your preferred shares.**

When first registering, you will be asked initially to enter the five-digit number of your admission card and the single-digit check character next to it.

Admission card number/  
Check number

In the dialog window that then appears, click on the REGISTER button. In the screen form that follows, enter your personal data such as first name, last name, domicile and number of shares.

Please enter the data requested in the fields provided by copying exactly **what is written on the admission card**. This also applies even if your name or domicile has been incorrectly spelled on the card. Please also ensure that titles, additional names, etc. are not entered in the “First name” or “Last name” fields unless they are specifically shown on the admission card. After checking your data, click on CONTINUE.

You will now be assigned a personal eight-character access code which you should note or print out immediately. You will require this access code together with the admission card number and the check character each time you log onto the system. Click on CONTINUE and confirm agreement with the legal advisory and liability exclusion clause.

On the following page, either click on the button ASSIGN PROXY AND VOTING INSTRUCTIONS TO CORPORATION'S PROXYHOLDERS or ASSIGN PROXY TO THIRD PARTY.

#### **4.3 Electronic assignment of proxy and voting instructions to the Corporation's proxyholders / Changes and cancellations**

After selecting the option ASSIGN PROXY AND VOTING INSTRUCTIONS TO CORPORATION'S PROXYHOLDERS, an “ASSIGN PROXY” page opens. By clicking on the button ASSIGN PROXY, you first assign your power of representation to the proxyholders nominated by Henkel AG & Co. KGaA.

Clicking on CONTINUE takes you to the “Issue Voting Instructions” page. Here you have the choice either to agree to the proposals of the Administration in toto (all proposals) or to issue an instruction for each of the individual

agenda items (whereupon you need to click on either YES, NO, or ABSTENTION as appropriate). Once you have issued all your instructions, click again on CONTINUE.

You are then provided with a chance to check your instructions. If your instructions have been entered correctly, click on ISSUE INSTRUCTIONS, otherwise click on CHANGE INSTRUCTIONS. The ensuing instruction confirmation can then be printed out for your own documentation purposes. To complete the session and exit the dialog screen, click on LOG OFF.

**The electronic assignment of proxies and also the electronic issuance of voting instructions to the proxyholders must – both for the Annual General Meeting and for the Extraordinary Meeting for Preferred Shareholders – have been completed by the end of the address by the Chairman of the Management Board at the Annual General Meeting.**

You can also subsequently cancel any proxy already issued and change your voting instructions. To gain access once again to the proxy assignment and voting instruction system, enter the number of your admission card, the check character and the personal access code assigned to you when you first registered with the system. **Any cancellations and changes must – whether related to the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders – have been completed by the end of the address by the Chairman of the Management Board at the Annual General Meeting.**

#### **4.4 Electronic assignment of power of representation to a third party / Cancellations**

Inasmuch as the shares in your possession represent voting rights in the Annual General Meeting (ordinary shares only) or in the Extraordinary Meeting for Preferred Shareholders (preferred shares only), you can also assign powers of representation to a third party.

After selecting the ASSIGN PROXY TO THIRD PARTY option, the “Third Party Proxy” screen opens. There, please enter the name and place of abode of your chosen representative and then click on ASSIGN PROXY. You will then receive a confirmation of the proxy assignment which you can print out for documentation purposes. Exit the dialog screen by clicking on the LOG OFF button.

**The electronic assignment of proxies to a third party must – both for the Annual General Meeting and for the Extraordinary Meeting for Preferred Shareholders – be completed by the end of April 18, 2010, (24.00 h) at the latest.**

Please note that, when considering assigning a proxy to a third party electronically, you must be sure that the representative in question is prepared to participate personally in the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders, and, inasmuch as the shares in your possession represent voting rights in the Annual General Meeting (ordinary shares only) or in the Extraordinary Meeting for Preferred Shareholders (preferred shares only) – to actively participate in the voting procedure where appropriate in order to exercise the assigned voting rights. The proxyholders must also register at the “Shareholders’ Registration Office” where they will be provided with the appropriate voting card documentation in accordance with the voting rights assigned for the Annual General Meeting (ordinary shares only) or the Extraordinary Meeting for Preferred Shareholders (preferred shares only). Please therefore ensure that your representative understands your wishes in this respect.

You can also use the proxy assignment and voting instruction system in order to cancel the proxy electronically assigned to a third party. To gain access again to the system, proceed as described under Section 4.3 above. The cancellation must – whether related to the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders – have been completed by the end of April 18, 2010, (24.00 h) at the latest.

#### **4.5 Motions and shareholder election proposals in accordance with Clause 126 and Clause 127 AktG [German Joint Stock Corporation Act]**

Where notifiable motions by shareholders (countermotions) pertaining to the agenda of the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders or nominations for elections have been received, you will be able to read their wordings on the internet under [www.henkel.com/agm](http://www.henkel.com/agm) via the “Annual General Meeting” link or under [www.henkel.de/hv](http://www.henkel.de/hv) via the “Hauptversammlung” link respectively. If you would like to second the announced countermotions or candidates proposed, please enter NO against the original items on the agenda to which the motions relate. If there is a further vote on the agenda items concerned, however, you will not be able to participate in this through the proxyholders nominated by the Corporation.

### **5. Legal advisory / Liability exclusion clause**

#### **5.1 Proxies and voting instructions**

- (1) The admission card still entitles shareholders to attend the Annual General Meeting or the Extraordinary Meeting of Preferred Shareholders personally even after they have assigned a proxy to the proxyholders nominated by the Corporation (be it in writing or electronically via the internet). Personal registration by the shareholder or a third party in possession of a written proxy at the admission desks of the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders automatically revokes the proxy and instructions issued to the proxyholders nominated by the Corporation (likewise irrespective of whether these have been issued in writing or electronically via the internet).
- (2) If you have issued the proxyholders nominated by the Corporation your proxy and instructions both in writing and electronically via the internet, irrespective of the date of receipt we shall only regard instructions received with the written proxy as binding.

If you have assigned your proxy to the proxyholders nominated by the Corporation but have issued no voting instructions, the proxyholders will not be able to represent you in the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders.

- (3) In the event of a proxy being assigned to the proxyholders nominated by the Corporation, the name of the proxyholders shall appear in the list of people attending the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders. Your name will not be disclosed.
- (4) Please note that you will not be able to participate via the proxyholders nominated by the Corporation in votes concerning motions relating to the Annual General Meeting procedure or to the procedure of the Extraordinary Meeting for Preferred Shareholders, in votes relating to countermotions submitted during the respective meeting, or in votes relating to any other motions that have not been notified in advance of the Annual General Meeting or the Extraordinary Meeting for Preferred Shareholders. Similarly, shareholders' submissions, motions or questions cannot be accepted by said proxyholders for either meeting via the internet.
- (5) In terms of exercising voting rights, the proxyholders are governed solely by the instructions received from the shareholders they represent, and they shall vote exclusively in accordance with the instructions so issued. The Management Board of Henkel AG & Co. KGaA has no authority to issue instructions in relation to the voting behavior of the proxyholders.
- (6) The proxyholders have no influence on the resolution contents voted upon and are neither authorized nor able to intervene in the technical procedures.
- (7) The proxyholders are authorized to issue subproxies. In order to ensure that exercising the voting rights of the shareholders remains beyond jeopardy, the proxyhold-

ers issue subproxies internally to further employees of the Corporation as a precaution so that, on the day of the Annual General Meeting and the Extraordinary Meeting for Preferred Shareholders, shareholder representation is reliably assured. The same principles as detailed above also apply to employees in receipt of such sub-proxies.

## **5.2 Using the internet service**

When you receive your admission card, please ensure that the envelope has not been tampered with and carefully safeguard the personal access code assigned to you when first registering on the proxy assignment and voting instruction system. If you should suspect any abuse of the online service, you can have your personal access code blocked by phoning the hotline at +49 (0) 89 / 3 09 03 – 63 21. You will then be assigned a new personal access code.

The availability, functional efficiency, stability or reliability of the web-based proxy assignment and voting instruction system relating to the Annual General Meeting of or to the Extraordinary Meeting of Preferred Shareholders Henkel AG & Co. KGaA can – like the internet transmission (“webcast”) of the Annual General Meeting – be affected by technical fluctuations and malfunctions as is still common within the current state of the art. Neither Henkel AG & Co. KGaA nor the proxyholders that you may have authorized are able to exert any influence on the availability, functional efficiency, stability or reliability of the tele-communications network and internet services of third parties utilized. If, despite all the security arrangements put in place, we should discover that third parties have succeeded in exerting unauthorized influence on the data stored via the internet for exercising shareholders' voting rights, which data having been treated in accordance with Federal Data Protection law, we reserve the right to interrupt or prematurely discontinue utilization of the system without prior notice. In this case, only those proxies and instructions issued via the internet for which manipulation can be ruled out will be allowed to stand.

### **5.3 Liability exclusion clause**

We cannot issue any guarantee, nor accept any liability, for the functional efficiency, availability, stability and reliability of the web-based proxy assignment and voting instruction system, nor for access to the system including the internet services and the network elements of third parties utilized. Moreover, other than in cases of willful or gross negligence, we cannot accept any responsibility for errors and deficiencies in the hard- and software utilized for exercising shareholders' voting rights via the internet, including that of the utilized service providers. We recommend that our web-based system be used in good time so that – in the event of subsequent system failure – your proxies and voting instructions may be delivered in written form.

### **Data protection advisory**

Personal data are registered, stored, processed and used exclusively for the purpose of issuing by electronic means your proxy and voting instructions. In order to satisfy the duty of proof required under German company law, this data will be retained by us for a period of three years.

Düsseldorf, February 2010

Yours faithfully,

**Henkel AG & Co. KGaA**

Henkel

*A Brand Like a Friend*