

Henkel AG & Co. KGaA, Düsseldorf

Annual General Meeting and Extraordinary Meeting
of Preferred Shareholders on April 13, 2015

Notes

Procedural Information

Dear Shareholder,

Welcome to our Annual General Meeting (for holders of both ordinary and preferred shares) and to the Extraordinary Meeting for Preferred Shareholders (for holders of preferred shares only) scheduled to be held afterwards. On behalf of the Company and of the Chairman of the Meeting, we would like to provide you with some organizational details and procedural instructions with the request that these be duly observed.

Registration

When you hand in your admission card at the registration counters, you will be provided with a block of voting cards for the Annual General Meeting (AGM) (holders of ordinary shares only) and/or a block of voting cards for the Extraordinary Meeting for Preferred Shareholders (holders of preferred shares). These documents are proof of your entitlement to attend the respective meeting. The block of voting cards for the Extraordinary Meeting for Preferred Shareholders also entitles the holder to attend the AGM. Please make sure that you keep hold of the voting cards issued to you for the full duration of the respective meeting.

It is important that you hand in all of your original admission cards to the registration counters when you arrive so that we have a full set of details of those attending at the meetings and the associated numbers of voting shares represented. If you have not presented all the admission cards in your possession, please do this immediately, and in all circumstances prior to commencement of the respective voting process. Only in this way we will be able to make an accurate record of the shareholdings represented in our list of participants of the relevant meeting and take these shares – if they represent voting rights – into account in voting processes.

Broadcast and recordings

The AGM opening address by the meeting's Chairman and also the address by the Chairman of the Management Board will be broadcast live via the internet. There will be no broadcast or recording of the remaining parts of the AGM or any part of the Extraordinary Meeting for Preferred Shareholders.

During the AGM and the Extraordinary Meeting for Preferred Shareholders, there will be no photographic or sound recordings. The cameras and microphones installed around the auditorium have been provided solely for the purpose of transmission to the screens and monitors in the building and for the above-mentioned portion that is broadcast live via the internet. Other image and sound recordings are not permitted.

Requests for leave to speak and addressing the meetings

The discussion of the agenda will take place in the form of a general debate.

We request that any shareholders or their representatives/proxy holders wishing to take part in the discussions of the agenda items submit their requests to speak using the official forms which can be found at the speaker registration desk next to the podium in the main auditorium (Stadthalle). Please enter your name, the number of your voting card block, the agenda items on which you would like to speak, and a few keywords indicating the comments or questions that you intend to put before the meeting.

Registered speakers will then be called by the Chairman of the meeting. Please be aware, therefore, that it is not possible to give you a specific time or a specific running order for your turn to speak.

In order to ensure that speakers can be properly heard by all participants of the meeting, you will be requested only to speak from the podium. In order to ensure that proceedings are kept within a reasonable length, we would request that all speakers make their presentations as short as possible.

Voting

In the AGM, only holders of ordinary shares will be entitled to vote. In the Extraordinary Meeting for Preferred Shareholders, only holders of preferred shares will be entitled to vote. Please make a note of the instructions given by the meeting Chairman regarding voting procedures. Voting cards shall, in all cases, only be collected in the main auditorium, and not in the foyer. Please ensure that you only use the voting cards valid for the relevant meeting and carrying the numbers called out by the meeting Chairman, as otherwise your vote will be invalid.

The votes will be counted using a computer-aided registration and voting system.

The votes on the individual agenda items will be carried out using a subtraction process, unless otherwise stipulated by the meeting Chairman. In this process, only the "No" votes and abstentions are actually counted. The "Yes" votes are determined by deducting the abstentions and "No" votes from the actual number of voting shares registered as present at the meeting. The details:

Voting process in the AGM

Following the general debate, it is planned that the votes on the individual agenda items will be carried out in one stage. The voting procedure will be executed using voting cards provided in the voting card block (the first two collective voting cards marked M 1 and M 2).

For the voting for agenda items 1 to 6 the collective voting card 1 (marked M 1) and for agenda items 7 to 10 the collective voting card 2 (marked M 2) should be used. Listed at the top of the collective voting cards are the corresponding agenda items.

A “No” box and an “Abstention” box is allocated to each agenda item. Please proceed as follows:

For “Yes” votes:

- ▶ CAST NO VOTE

Shareholders and shareholder representatives/proxy holders in general agreement with the resolution proposals relating to agenda items 1 to 10, i.e. who wish to vote “Yes” to each item, therefore, should NOT submit any voting cards.

For “No” votes and “Abstentions”:

- ▶ Mark and submit the relevant voting card accordingly.

Shareholders and shareholder representatives/proxy holders wishing to vote “No” or to abstain in respect of individual, several or all agenda items need to check the appropriate “No” or “Abstention” box against each relevant agenda item and place the relevant voting card in the collection urns. If the “No” and the “Abstention” box are both checked for one and the same agenda item, these votes will be treated as void. Please use the pen handed to you with the voting cards to write your crosses; under no circumstances should you use a red pen or red ink color.

Voting process in the Extraordinary Meeting for Preferred Shareholders

The voting procedure will be executed using voting cards provided in the voting card block collected by holders of preferred shares.

The voting card marked V should be used for the voting regarding agenda item 2. Listed on this voting card is the corresponding agenda item and a “No” box and an “Abstention” box. Please proceed as follows:

For “Yes” votes:

- ▶ CAST NO VOTE

Shareholders and shareholder representatives/proxy holders in general agreement with the resolution proposals relating to agenda item 2 should NOT submit any voting cards.

For “No” votes and “Abstentions”:

- ▶ Mark and submit the relevant voting card accordingly.

Shareholders and shareholder representatives/proxy holders wishing to vote “No” or to abstain in respect of agenda item 2 need to check the “No” or “Abstention” box and place the voting card in the collection urns. If the “No” and the “Abstention” box are both checked, the vote will be treated as void. Please use the pen handed to you with the voting cards to write your crosses; under no circumstances should you use a red pen or red ink color.

Leaving the meetings early/Issuing voting proxies

If you wish to leave the AGM or the Extraordinary Meeting for Preferred Shareholders before voting commences or is completed, please ensure you follow the following instructions:

- If you wish, you can ask **another participant** to represent your shareholding. For this purpose, fill in the proxy card (form) that you will find in your voting card block, marked “Proxy to Third Parties”. Remove the form from your block and hand over the block of remaining voting cards to the participant that you have nominated on your proxy card (form). Hand in your proxy card to the exit counter as you leave meeting.
- You can also appoint a **proxy holder** nominated by Henkel AG & Co. KGaA to cast your votes. In this case, please use the proxy and authorization card which you will also find in your voting card block, entitled “Proxy and Authorization”. Please check the votes that you wish to make to the individual agenda items on this card by placing a cross in the appropriate boxes. Then hand over the complete voting card block together with the proxy carrying your signature and the voting instructions indicated by a cross, to our staff at the exit counter, who will then pass the card on to the nominated proxy holder.
- If you do not require your shareholding to be represented, please hand in your voting card block at the exit counter. Your shares will then be deducted from those registered as present.
- In the event that you are in possession of several voting card blocks, please note that the foregoing hints apply to each voting card block.

In order to ensure that the voting process can be carried out smoothly, we would request that you only leave the relevant meeting during vote casting if you have issued a voting proxy.

We ask for your understanding that throughout the conference venue smoking is not permitted. Please be aware that ▶ NO MOBILE PHONES are to be used in the auditorium.

Yours faithfully,

Henkel AG & Co. KGaA

Henkel AG & Co. KGaA
40191 Düsseldorf, Germany
Phone: +49 (0) 211 / 797-0
www.henkel.com

