

Henkel AG & Co. KGaA, Düsseldorf

Annual General Meeting on April 11, 2016

**Information on how to participate in the  
Annual General Meeting 2016, how to vote  
by post and how to assign and use proxies  
(powers of representation)**



Excellence is our Passion

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### Dear Shareholder,

In order to participate in the Annual General Meeting (AGM) (holders of ordinary shares and of preferred shares) and to exercise your voting rights in the AGM (holders of ordinary shares only), we request that you place your order for an admission card as early as possible with your depository bank. In so doing, please ensure that you adhere to the deadlines indicated in the Notice of Convocation for the AGM as indicated in the section "Conditions of participation in the AGM and of exercising your voting rights."

With this admission card and the information contained therein you can

- participate personally in the AGM (holders of ordinary shares and preferred shares), or
- exercise your voting rights (holders of ordinary shares only) in writing or electronically by way of postal voting, 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 AGM and – if you hold ordinary shares – authorizing them to exercise your voting rights, or
- assign a proxy in writing or electronically to the proxy holders nominated by the Corporation, together with instructions on how to vote on the proposed resolutions of the Administration in the AGM (holders of ordinary shares only).

The medium for electronic voting (postal voting) and the electronic assignment of proxies and instructions is a web-based postal voting, proxy assignment and voting instruction system to which you are provided access by the data contained on your admission card.

In order to ensure the smooth running of the AGM and the correct assignment of proxies and 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)/Registration

If you wish to participate personally in the AGM, please ensure that you present the top section of the admission card form or all admission card forms to the "Shareholders' Registration Office" for registration.

At the Shareholders' Registration Office, you will be handed corresponding voting documents for the AGM (ordinary shares) or a participation document (preferred shares) in exchange for the admission card form. In order to ensure accurate identification of all participants, we 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 all participants, 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 AGM; you will be able to pick up such items from the storage area as you leave the meeting. 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 the meeting.

#### 2. Exercise of voting rights by postal voting

If you hold ordinary shares you can submit your votes on the individual agenda items by means of postal voting, without having to be physically present at the AGM.

Postal voting can be effected in writing (i.e. by conventional mail) or through electronic communications.

If you select postal voting by conventional written means, please use the bottom section on the front of the admission card form. Send the completed and signed form by post or fax **by April 8, 2016 at the latest** to the address shown at the bottom of the form.

Written postal votes arriving later than the above deadline will not be counted. Please bear in mind that we have no influence on mail delivery times.

You can also exercise your voting rights (postal voting) electronically using the web-based postal voting, proxy assignment and voting instruction system (see section 5).

Please note, however, that when selecting the postal voting option, you will not be able to vote on counter motions made or candidates for election nominated in the course of the AGM. Similarly, the postal voting option means that you will not have an opportunity to speak, pose questions or submit motions.

#### 3. Participation of a representative of your choice

If you wish to be represented in the AGM by a third party (option available to holders of both ordinary and preferred shares), 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 and residence of your representative in block capitals, please), sign the form as indicated and hand the admission card/power of representation over to your chosen representative. The person thus empowered (proxy holder) must register by presenting the admission card/proxy on the day of the AGM as described in section 1 above.

As an alternative to the written power of representation, you can use the web-based postal voting, proxy assignment and voting instruction system in order to electronically authorize a third

party to participate on your behalf in the AGM and – if you hold ordinary shares – to exercise your votes accordingly (see section 5). If you use the web-based postal voting, proxy assignment and voting instruction system provided by us, please do not forget to inform your chosen representative of the fact that you have assigned them this proxy. Your representative (proxy holder) should also carry an official ID card or passport so that they can identify themselves at the AGM. Such proxy holders must likewise register at the Shareholders' Registration Office where – if they are representing a holder of ordinary shares – they will be provided with the appropriate voting documents.

#### 4. Assigning proxies and issuing voting instructions to proxy holders nominated by the Corporation

We can also offer you the facility – if you hold ordinary shares – of having your voting rights exercised by employees of the Corporation. The Corporation has appointed Messrs. Heinz Nicolas and Dr. Michael Schmitt as proxy holders authorized to act in sole representation of holders of voting rights. Both these gentlemen are employees of Henkel AG & Co. KGaA. Said proxy holders 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 proxy holders are obliged to vote in accordance with your instructions on the individual agenda items.

To assign a written power of representation and written voting instructions to the proxy holders nominated by the Corporation, please use the bottom front 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. Send the completed and signed form by post or fax (front and back of form) **by April 8, 2016 at the latest** to the address shown at the bottom of the form.

Written proxies arriving later than the above deadline will not be admitted. Please bear in mind that we have no influence on mail delivery times.

You can also issue your proxies electronically using the web-based postal voting, proxy assignment and voting instruction system (cf. section 5).

#### 5. Electronic postal voting, proxy assignment and voting instruction system

Postal voting submissions, proxy assignments and voting instructions should be made/issued via the web-based system as early as possible, **and, at the latest, on the day of the AGM by the end of the address by the Chairperson of the Management Board.**

#### 5.1 Technical requirements

In order to use the web-based postal voting, proxy assignment and voting instruction (web-based) 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 web-based system opens 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. Please note that using smart phones or similar devices could result in a limited availability of the web-based postal voting, proxy assignment and voting instruction system.

#### 5.2 Registering with the system for the first time

You can access the web-based system via the company's web site 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 "Hauptversammlung" (German) or "Annual General Meeting" takes you to the web-based postal voting, proxy assignment and voting instruction system.

#### Please note that you will need to register separately for each of yours admission cards (ordinary shares and/or preferred shares).

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

Admission card no./Check character    
Internet access code: SAMPLEOI

To continue, click on the on-screen REGISTER button and confirm agreement with the legal advisory and liability exclusion clause.

On the following page, click on one of the buttons POSTAL VOTING or ASSIGN PROXY AND VOTING INSTRUCTIONS TO CORPORATION'S PROXY HOLDERS, or ASSIGN PROXY TO THIRD PARTY.

#### 5.3 Voting electronically (postal voting)/Subsequent changes and cancellations

Selecting the option POSTAL VOTING opens the "Electronic Voting" screen. Here you can either agree with all the Administration's proposals, or exercise your votes per agenda item by clicking on YES, NO or ABSTAIN. Once you have cast your votes on all agenda items, click on CONTINUE.

You are now shown a screen with your voting choices for checking. If you do not want to make any further changes, click on SAVE VOTES, otherwise click on CHANGE VOTES. Once you click on SAVE VOTES, the confirmation that appears can be printed out for your documentation purposes. You can then close the session by clicking on the LOG OFF on-screen button.

**Electronic voting must be completed at the latest, on the day of the AGM by the end of the address by the Chairperson of the Management Board.**

You can still cancel or change your votes, even though they may have been saved. To access the web-based system, simply re-enter the number of your admission card, the check character and the internet access code. **Cancellations or changes of votes must likewise be completed at the latest on the day of the AGM by the end of the address by the Chairperson of the Management Board.**

#### 5.4 Electronic assignment of proxy and voting instructions to the Corporation's proxy holders/Changes and cancellations

After selecting the option ASSIGN PROXY AND VOTING INSTRUCTIONS TO CORPORATION'S PROXY HOLDERS, an "Assign Proxy" page opens. By clicking on the button ASSIGN PROXY, you first assign your power of representation to the proxy holders 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 Administration's proposals 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 now shown a screen with your instructions for checking. If your instructions have been entered correctly, click on ISSUE INSTRUCTIONS, otherwise click on CHANGE INSTRUCTIONS. Once you click on ISSUE INSTRUCTIONS, the confirmation that appears can be printed out for your documentation purposes. You can then close the session by clicking on the LOG OFF on-screen button.

**The electronic assignment of proxies and also the electronic issuance of voting instructions to the proxy holders must be completed at the latest on the day of the AGM by the end of the address by the Chairperson of the Management Board.**

You can also subsequently cancel any proxy already issued and change your voting instructions. To access the web-based system, simply re-enter the number of your admission card,

the check character and the internet access code. **Cancellations and changes must likewise be completed at the latest on the day of the AGM by the end of the address by the Chairperson of the Management Board.**

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

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 be shown a confirmation of the proxy assignment which you can print out for documentation purposes. Close the session by clicking on the LOG OFF on-screen button.

**The electronic assignment of power of representation to a third party must be completed at the latest on the day of the AGM by the end of the address by the Chairperson of the Management Board.**

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 AGM and, if you hold ordinary shares, to actively participate in the voting procedure where appropriate in order to exercise the assigned voting rights. Such proxy holders must also register at the Shareholders' Registration Office where – if they are representing a holder of ordinary shares – they will be provided with the appropriate voting documents. We will not notify your representative on the assignment of a proxy. Please therefore ensure that your representative understands your wishes in this respect and hand the admission card(s) or the acknowledgement of electronic assignment over to your representative.

You can also use the web-based system in order to cancel the proxy electronically assigned to a third party. To gain access, simply re-enter the number of your admission card, the check character and the internet access code. **Cancellations must be completed at the latest on the day of the AGM by the end of the address by the Chairperson of the Management Board.** Please ensure that your representative has been informed of such cancellation.

## 6. Legal advisory / Liability exclusion clause

### 6.1 Postal voting

- (1) The votes cast with respect to Agenda Item 2 also count in the event that a modified proposal for profit appropriation, duly adapted to the number of shares qualifying for a dividend, is submitted to the AGM.

- (2) If there should be a series of individual ballots with respect to a single agenda item (especially likely in the case of approval and ratification of the actions of corporate bodies), the votes cast with respect to said agenda item shall also apply to each individual ballot within that item.
- (3) Even after the postal voting option has been taken, the admission card can still be used by the holder to participate in the AGM either personally or represented by a proxy holder, to issue a proxy to a third party or for assignment of a proxy and voting instructions to the proxy holders nominated by the Corporation, be it in writing or electronically. See also section 6.3.
- (7) In exercising voting rights, the proxy holders 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 proxy holders.
- (8) The proxy holders have no influence on the resolution contents voted upon and are neither authorized nor able to intervene in the technical procedures.
- (9) The proxy holders are authorized to issue subproxies. In order to ensure that exercising the voting rights of the shareholders remains beyond jeopardy, the proxy holders issue subproxies internally to further employees of the Corporation as a precaution so that, on the day of the AGM, shareholder representation is reliably assured. The same principles as detailed above also apply to employees in receipt of such sub-proxies.

## 6.2 Proxies and voting instructions

- (1) The voting instructions to proxy holders with respect to Agenda Item 2 also count in the event that a modified proposal for profit appropriation, duly adapted to the number of shares qualifying for a dividend, is submitted to the AGM.
- (2) If there should be a series of individual ballots with respect to a single agenda item (especially likely in the case of approval and ratification of the actions of corporate bodies), the voting instructions with respect to said agenda item shall also apply to each individual ballot within that item.
- (3) The admission card still entitles shareholders to attend the AGM personally or through a third-party proxy, or to submit a postal vote (be it in writing or electronically), even after they have assigned a proxy to the proxy holders nominated by the Corporation or a third party. See also section 6.3.
- (4) If you have assigned your proxy to the proxy holders nominated by the Corporation but have issued no voting instructions, the proxy holders will not be able to represent you in the AGM.
- (5) In the event of a proxy being assigned to the proxy holders nominated by the Corporation, the names of the shareholder and of the proxy holders shall appear in the list of people attending the AGM.
- (6) You will not be able to participate via the proxy holders nominated by the Corporation in ballots concerning motions relating to the AGM procedure, in ballots relating to counter-motions submitted during the meeting, or in ballots on candidates to office proposed during the meeting. Similarly, the same proxy holders cannot be instructed, either in writing or electronically via the internet, to speak to the AGM, to submit objections against AGM resolutions, to ask questions or to submit procedural or other motions.

## 6.3 Personal attendance/Duplicate voting/Order of precedence

- (1) The personal attendance of the shareholder or a third-party proxy of the AGM shall be regarded as revocation of any previous postal voting in writing or electronically via the internet and of any proxy and voting instructions issued to proxy holders nominated by the Corporation. In case of such personal attendance there is due to technical reasons no possibility of electronic postal voting or proxy assignment and voting instruction.
- (2) The personal participation of the shareholder or a third-party holding a written proxy in the AGM shall be regarded as cancelling any proxies issued to a third party electronically via the internet.
- (3) In the event that postal votes and voting instructions issued to proxy holders nominated by the Corporation are received, postal votes will be given precedence in the count. In the event that postal votes or voting instructions are received by several means and it cannot be determined in which order they arrived they will be considered in the count in the following order: internet, email, facsimile, and hard copy form at last.

### Using the internet service

When you receive your admission card, please ensure that the envelope has not been tampered with and carefully safeguard the internet access code. If you should suspect any abuse of the web-based service, please contact the hotline at +49 (0) 89 / 3 09 03 – 63 21.

The availability, functional efficiency, stability or reliability of the web-based postal voting, proxy assignment and voting instruction system of Henkel AG & Co. KGaA can – like the internet transmission (“webcast”) of the AGM itself – be affected by technical fluctuations and malfunctions. Neither Henkel AG & Co. KGaA nor the proxy holders that you may have authorized are able to exert any influence on the availability, functional efficiency, stability or reliability of the telecommunications 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 web-based system without prior notice. In this case, only those votes (postal voting) and proxies and instructions issued via the internet for which manipulation can be ruled out will be allowed to stand.

### Liability exclusion clause

We cannot issue any guarantee, nor accept any liability, for the functional efficiency, availability, stability and reliability of the web-based postal voting, 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 those systems of the utilized service providers.

We recommend that our web-based system be used in good time so that, in the event of a system failure, your postal votes, proxies and voting instructions may still be delivered in written form within the preset timeframe.

### Data protection advisory

Personal data are registered, stored, processed and used exclusively for the purpose of enabling you to submit your postal votes or issue proxy assignments and voting instructions. In order to satisfy the duty of proof required under German stock corporation law, this data will be retained by us for a period of three years.

Düsseldorf, February 2016

Yours faithfully,

**Henkel AG & Co. KGaA**



