

## Notes

**Information on how to participate in the Annual General Meeting and in the Extraordinary Meeting for Holders of Preferred Shares, which takes place after the Annual General Meeting, and on the use of proxies**

Dear Shareholder,

In order to participate in the Annual General Meeting (holders of ordinary shares and holders of preferred shares) and in the Extraordinary Meeting for Holders of Preferred Shares, taking place after the Annual General Meeting (holders of preferred shares only), and to exercise your voting rights in the Annual General Meeting (available to holders of ordinary shares only) or in the Extraordinary Meeting for Holders of Preferred Shares (available to holders of preferred shares only) you need the respective admission card which you can obtain from your depositary bank. In so doing, you must also ensure compliance with the deposition/lodgment deadline as described in the conditions of participation in/attendance of the Annual General Meeting/Extraordinary Meeting for Holders of Preferred Shares (Record Date March 26, 2007; Registration until April 10, 2007). In order to ensure that you receive your admission card(s) promptly, please ensure that you place your order as early as possible with your depositary bank.

### **With this (these) admission card(s), you can**

- participate either personally or by proxy in the Annual General Meeting (holders of ordinary shares and holders of preferred shares) or in the Extraordinary Meeting for Holders of Preferred Shares (holders of preferred shares only),
- assign a proxy and issue instructions
  - in writing (by post or fax), or
  - electronically via our Internet-supported Proxy Appointment and Instruction systemto the proxy holders nominated by the Company, authorizing them to exercise your voting rights in accordance with your wishes at the respective Meeting.

More detailed information relating to the above is given in the following:

### **I. Personal participation/attendance in the Annual General Meeting (holders of both ordinary and pre-**

### **ferred shares) or in the Extraordinary Meeting for Holders of Preferred Shares (holders of preferred shares only)**

If you wish to participate either personally or through a proxy appointed by you in writing (e.g. a shareholders' association) in the Annual General Meeting or in the Extraordinary Meeting for Holders of Preferred Shares, please ensure that you or your proxyholder presents the top section of the admission card form or of all admission card forms) to the "Shareholders' Registration Office" for registration. If you intend to use a proxy, please first fill in the Power of Representation printed on the back of the top section, sign it and hand the section over to your proxy (representative).

At the "Shareholders' Registration Office", you or your proxy will be handed a corresponding voting card form for the Annual General Meeting (ordinary shares) or the Extraordinary Meeting for Holders of Preferred Shares (preferred shares) (preferred shares) in exchange for the admission card form. In case you are only holding preferred shares, the voting card for the Extraordinary Meeting for Holders of Preferred Shares equally authorizes to participate in the Annual General Meeting. In order to complete the registration procedure we also request that you or your proxy present all the admission card forms in your/their possession at the same time.

The meeting rooms open at 8.30. In view of the participants' safety we will – as in the previous years – take safety precautions. Any dangerous objects such as penknives, scissors or aerosol cans found when checking persons or luggage will be collected and stored for time of the respective meeting. In order to avoid unnecessary delays for the shareholders, please do not bring any dangerous objects or preferable any bags at all.

### **II. Assigning proxies and issuing voting instructions to the proxyholders nominated by the Company**

If you do not wish, or are unable, to attend the Annual General Meeting or the Extraordinary Meeting for Holders of Preferred Shares yourself, and do not wish to nominate a third party as your proxy to attend personally at the Annual General Meeting or the Extraordinary Meeting for Holders of Preferred Shares, we can offer you the facility of having your voting rights exercised by employees of the Company. You can appoint these

proxyholders before the respective meeting or even during the respective meeting. The Company has appointed Messrs. Heinz Nicolas and Dr. Michael Schmitt as proxyholders authorized to act in sole representation. Both these gentlemen are employees of Henkel KGaA. The proxyholders would be authorized by your proxy to exercise your voting rights only inasmuch as you have issued express instructions relating to the individual items on the agenda. The proxyholders are obliged to vote in accordance with your instructions on the individual agenda items..

### **1. Written assignment of proxy and voting instructions transmitted by post or fax**

To assign a written proxy and written voting instructions to the proxyholders nominated by the Company, 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 sides of the page). Send the completed and signed form by post or fax, so as to reach us at the following address by **April 12, 2007 at the latest**:

Henkel KGaA  
c/o Computershare HV-Services AG  
Prannerstraße 8  
80333 München  
Germany  
Fax No.: +49 (0) 89 – 3 09 03 – 7 46 71

### **2. Electronic Proxy Assignment and Voting Instruction system using the Internet**

Your proxy and instructions to the proxyholders nominated by the Company can also be issued via the Internet. The proxy and instructions should be issued as early as possible, and both those for the Annual General Meeting and for the Extraordinary Meeting for Holders of Preferred Shares must arrive at the latest on the day of the Annual General Meeting by the end of the address given by the Chairman of the Management Board in Annual General Meeting.

#### **a) Technical requirements**

In order to be able to use the Internet-supported Proxy Assignment and Voting Instruction system, your browser must support 128-bit SSL encryption. If your browser does not support this, please install a current version of

Netscape Navigator ([www.netscape.com](http://www.netscape.com)) or of Microsoft Internet Explorer ([www.microsoft.com](http://www.microsoft.com)) on your PC.

#### **b) Registering with the system for the first time/Electronic assignment of proxy and voting instructions**

You can use our Internet-supported Proxy Assignment and Voting Instruction system in order to issue your proxy and instructions by electronic means in so far as the shares you hold have voting right in the Annual General Meeting (ordinary shares only) or in the Extraordinary Meeting for Holders of Preferred Shares (preferred shares only). You can access the system via the Company's website at [www.ir.henkel.de](http://www.ir.henkel.de) (German version) or [www.ir.henkel.com](http://www.ir.henkel.com) (English version). The link "Annual General Meeting" takes you to the Internet-supported Proxy Assignment and Voting Instruction system.

First enter the number of your admission card and the single-digit check number next to it.

Admission card number/

Check number

 

Click on the CONTINUE button. To register, you will need to enter in the screen form that then follows your personal data such as first name, last name, domicile and number of shares.

Please enter the data requested in the fields provided by repeating exactly what is written on the admission card. This also applies even if your name or domicile has been incorrectly spelt 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 REGISTER. 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 number each time you log onto the system. Click on CONTINUE and confirm agreement with the legal advisory and liability exclusion clause.

The next screen can be used for issuing your proxy and instructions. Here you have a choice of either voting in favor of the Management's proposals or of issuing a separate instruction for each of the individually listed agenda items (where you should click on YES, NO, or

ABSTENTION as appropriate). Once you have issued all your instructions, click on CONFIRM INSTRUCTIONS.

You are then provided with a summary view to enable you to check that all your entries are correct. If your instructions have been correctly assigned, click on SUBMIT INSTRUCTIONS, and if not, click on CHANGE INSTRUCTIONS. The confirmation of instructions that follows completion of the procedure can then be printed out for filing.

### **c) Revocation/modification of electronically issued proxy and instructions**

You can revoke your proxy and change your instructions even after you have issued them. You can again access the Proxy Assignment and Voting Instruction system by entering the number of your admission card, the check number and the personal access code assigned to you when you first registered with the system. Any revocation and changes – both with respect to the Annual General Meeting and to the Extraordinary Meeting for Holders of Preferred Shares - must likewise have been implemented by the end of the address made by the Chairman of the Management Board on the day of the Annual General Meeting.

## **3. Counter-motions by shareholders**

Where notifiable motions by shareholders (countermotions) pertaining to the agenda of the Annual General Meeting or the Extraordinary Meeting for Holders of Preferred Shares have been received, you will be able to read their wording in the Internet under [www.ir.henkel.de](http://www.ir.henkel.de) via the “Annual General Meeting” link. If you would like to second the announced counter-motions pertaining to the Management’s proposals, 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 even if you have assigned a proxy to the proxyholders nominated by the Company.

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

### **a) Proxies assigned to the proxyholders nominated by the Company**

(1) The admission card still entitles shareholders to attend the Annual General Meeting or the Extraordinary Meeting for Holders of Preferred Shares per-

sonally even after they have assigned a proxy to the proxyholders nominated by the Company (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 Holders of Preferred Shares automatically revokes the proxy and instructions issued to the proxyholders nominated by the Company (likewise irrespective of whether these have been issued in writing or electronically via the Internet).

- (2) If you should have issued the proxyholders nominated by the Company 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.
- (3) If you have assigned your proxy to the proxyholders nominated by the Company but have issued no instructions, the proxyholders will not be able to represent you in the Annual General Meeting or the Extraordinary Meeting for Holders of Preferred Shares.
- (4) In the event of a proxy being assigned to the proxyholders nominated by the Company, the name of the proxyholders shall appear in the list of people attending the Annual General Meeting or the Extraordinary Meeting for Holders of Preferred Shares. Your name will not be disclosed.
- (5) The proxyholders act as independent agents in the exercise of their voting proxy. Their actions in terms of exercising voting rights are governed solely by the instructions received from the shareholders they represent, and they shall vote exclusively in accordance with the instructions issued to them. The Management Board of Henkel 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. They have no access to the proxies or instructions issued and are also unable to manipulate the instructions issued.

(7) The proxyholders are authorized to issue subproxies. In order to ensure that exercising the voting rights of the shareholders remains beyond jeopardy, the proxyholders issue subproxies internally to further employees of the Company as a precaution so that, on the day of the Annual General Meeting and the Extraordinary Meeting for Holders of Preferred Shares, shareholder representation is reliably assured. The same principles as detailed above also apply to employees in receipt of such sub-proxies.

#### **b) 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 – 6 32. You will then be assigned a new personal access code.

Please note that you will not be able to participate via the proxyholders nominated by the Company in votes concerning motions relating to the Annual General Meeting procedure or to the procedure of the Extraordinary Meeting for Holders of Preferred Shares, 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 Holders of Preferred Shares. Similarly, shareholders' submissions or questions cannot be accepted via the Internet.

The availability, functional efficiency, stability or reliability of the Internet-supported Proxy Assignment and Voting Instruction system relating to the Annual General Meeting of Henkel KGaA or to the special meeting of preferred shareholders 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 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 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 system without prior notice. In this case, only those proxies and instructions issued by Internet will be considered in respect of which manipulation can be ruled out.

#### **c) Liability exclusion clause**

We cannot issue any guarantee, nor accept any liability, for the functional efficiency, availability, stability and reliability of the Internet-supported 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, 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, other than in cases of willful or gross negligence. We recommend to use our Internet supported system early enough in order to be able to deliver – in case of system failure – the Proxy and Voting Instruction by way of writing.

#### **d) Data protection advisory**

Your 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 corporation law, this data will be retained by us for a period of three years.

**Henkel KGaA**

