

REMUNERATION SYSTEMS

**FOR THE SUPERVISORY BOARD,
THE SHAREHOLDERS' COMMITTEE
AND HENKEL MANAGEMENT AG**

EDITION 2022

The Annual General Meeting of Henkel AG & Co. KGaA on April 16, 2021 confirmed the remuneration systems for the Supervisory Board and Shareholders' Committee with a majority of 99.96 percent. By resolution of the Annual General Meeting on April 4, 2022, the remuneration of the members of the Audit Committee was increased from 35,000 euros per year to 45,000 euros per year; the Chairman of the Audit Committee receives remuneration of 90,000 euros per year. Article 17 of the Articles of Association has been amended accordingly.

Henkel

Remuneration systems for the Supervisory Board, the Shareholders' Committee and Henkel Management AG

The following are presented

1. the remuneration system for members of the Supervisory Board and the Shareholders' Committee of Henkel AG & Co. KGaA (hereafter also "Company"),
2. the liability remuneration of Henkel Management AG as the Personally Liable Partner of Henkel AG & Co. KGaA plus reimbursement of expenses, and
3. the remuneration of the members of the Supervisory Board of Henkel Management AG.

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

Pursuant to Section 113 (1) sentence 2 German Stock Corporation law [Aktiengesetz, AktG], the compensation of Supervisory Board members may be set in the Articles of Association or approved by the Annual General Meeting. The compensation for the Supervisory Board and the Shareholders' Committee was set by the Annual General Meeting as a provision of the Articles of Association (Articles 17 and 33 of the Articles of Association). The Annual General Meeting of Henkel AG & Co. KGaA on April 16, 2021, confirmed the remuneration arrangements for the Supervisory Board and Shareholders' Committee with a majority of 99.96 percent.

Pursuant to Section 113 (3) AktG, the Annual General Meeting shall resolve on the compensation of the members of the Supervisory Board at least every four years, whereby a purely confirmatory resolution of the existing compensation is permissible. The above provisions are applied accordingly to the compensation of the members of the Shareholders' Committee.

Regulation, structure and amounts

The system for the compensation of Supervisory Board members and members of the Shareholders' Committee is based on statutory requirements and takes into account the principles of good corporate governance, in particular the recommendations and suggestions of the German Corporate Governance Code (GCGC).

The following principles in particular are taken into account in structuring the compensation:

- The compensation strengthens the independence of the committee members.
- The compensation is appropriate in relation to the respective tasks of the body.
- Appropriate account is taken of the role and function of the members concerned in the respective body and its committees.

Remuneration is of a purely fixed nature to strengthen impartiality and to avoid conflicts of interest for corporate body members performing their supervisory 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.

Remuneration is granted on the basis of the duration of the appointment during the financial year. Members who belong to the Supervisory Board or the Shareholders' Committee for only part of the fiscal year are remunerated on a pro rata basis. This shall apply mutatis mutandis to membership of a committee and to the assumption of the chairmanship or deputy chairmanship of the Supervisory Board, the Shareholders' Committee or a committee. If several meetings are held on the same day, the attendance fee shall be paid only once to the members of the Supervisory Board concerned. If a member of the Supervisory Board is also a member of the Supervisory Board of the General Partner and receives remuneration for this, the remuneration granted for the activity on the Supervisory Board of the Company is reduced accordingly. There are no compensation-related agreements between the Company and the members of the Supervisory Board or the members of the Shareholders' Committee that go beyond the provisions of the Articles of Association. There are no provisions for severance payments, pensions or early retirement.

The upper limit of compensation for the respective member of the Supervisory Board or Shareholders' Committee is the sum of fixed compensation, compensation for the individual tasks assumed on the Supervisory Board or Shareholders' Committee and its committees, and attendance fees (Supervisory Board only).

The compensation regulations and the compensation system are regularly reviewed for appropriateness by the General Partner, the Shareholders' Committee and the Supervisory Board; external compensation experts may also be consulted. A comparison is also made with the compensation arrangements of comparable companies to ensure that the level of compensation is in line with the market. Due to the special nature of committee activities, a comparison with the compensation of employees of the Company is generally not meaningful and is therefore not carried out as a rule. At least every four years, and in the event of proposals to amend the compensation regulations, the Annual General Meeting passes a resolution on the compensation of the members of the Supervisory Board and the members of the Shareholders' Committee. The Annual General Meeting may also confirm the existing compensation system.

Corresponding resolution proposals to the Annual General Meeting are submitted by the General Partner, the Shareholders' Committee and the Supervisory Board in accordance with the statutory rules of competence and the Articles of Association, so that there is mutual control between the executive bodies. The decision on the final structure of the compensation system is assigned to the Annual General Meeting. This division

of responsibilities counteracts any conflicts of interest. If external compensation experts are consulted, care is taken to ensure that they are independent.

Compensation amount according to the currently applicable and to be confirmed regulations

The currently applicable compensation of the members of the Supervisory Board and the Shareholders' Committee is governed by Article 17 (Compensation of the Supervisory Board) and Article 33 (Compensation of the Shareholders' Committee) of the Articles of Association, respectively, as follows:

- Each member of the Supervisory Board and the Shareholders' Committee receives a fixed annual compensation of 70,000 euros and 100,000 euros respectively. The Chair of the Supervisory Board and of the Shareholders' Committee receives double and the Vice Chair one and a half times the aforementioned amounts.
- Members of the Supervisory Board who are also members of the Audit Committee receive additional remuneration of 45,000 euros; if they chair the Audit Committee, 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 subcommittees of the Shareholders' Committee each receive additional remuneration of 100,000 euros; if they chair one or more subcommittees, they receive 200,000 euros.

The higher remuneration allocated to the members of the Shareholders' Committee as compared to the Supervisory Board reflects the fact that, under the Articles of Association, the Shareholders' Committee participates in the management of the corporation.

Miscellaneous

The members of the Supervisory Board or a committee receive an attendance fee amounting to 1,000 euros for each meeting in which they participate. If several meetings take place on one day, the attendance fee is only paid once. In addition, the members of the Supervisory Board and of the Shareholders' Committee are reimbursed expenses incurred in connection with their positions. The members of the Supervisory Board are also reimbursed the value-added tax (VAT) payable on their total remunerations and defrayed expenses.

The corporation can take out directors and officers insurance (D&O insurance) that also covers members of the corporate bodies. For members of the Supervisory Board and Shareholders' Committee, 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 fixed remuneration.

The corporation provides the members of the Supervisory Board and Shareholders' Committee with technical support, equipment and benefits in kind to an extent that is appropriate for them to exercise their

office. The Chairwoman of the Supervisory Board and of the Shareholders' Committee is provided with an office and secretarial support to enable her to perform these duties.

The corporation does not grant any loans or advances to members of the Supervisory Board or the Shareholders' Committee.

2. Remuneration of Henkel Management AG for assumption of personal liability, and reimbursement of expenses to same

For assumption of personal liability and management responsibility, Henkel Management AG in its function as Personally Liable Partner of Henkel AG & Co. KGaA receives 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 corporation of all expenses incurred in connection with the management of the corporation's business, including the remuneration and pensions paid to its corporate bodies.

3. Remuneration of the members of the Supervisory Board of Henkel Management AG

According to Article 14 of the Articles of Association of Henkel Management AG, the members of the Supervisory Board of Henkel Management AG are each entitled to receive annual remuneration of 10,000 euros. However, those members of said Supervisory Board who are also and simultaneously members of the Supervisory Board or the Shareholders' Committee of Henkel AG & Co. KGaA do not receive this remuneration.