

*ANNUAL  
GENERAL  
MEETING*

2023

**INFORMATION ACC. TO SECTION 125  
GERMAN STOCK CORPORATION  
ACT (AKTG) IN CONNECTION WITH  
COMMISSION IMPLEMENTING  
REGULATION (EU) 2018/1212 (“EU-IR”)**



**A. Specification of the message**

1. Unique identifier of the event: Annual General Meeting of Henkel AG & Co. KGaA  
**(Formal information acc. to EU-IR: 3ad9ed508291ed11813e005056888925)**
2. Type of message:  
Notice of convocation of Annual General Meeting  
**(Formal information acc. to EU-IR: NEWM)**

**B. Specification of the issuer**

1. ISIN:  
Ordinary shares DE0006048408  
Preferred shares DE0006048432
2. Name of issuer: Henkel AG & Co. KGaA

**C. Specification of the meeting**

1. Date of the General Meeting: April 24, 2023  
**(Formal information acc. to EU-IR: 20230424)**
2. Time of the General Meeting: 10:00 a.m. (CEST), 8:00 a.m. UTC
3. Type of General Meeting: Annual General Meeting  
**(Formal information acc. to EU-IR: GMET)**

4. Location of the General Meeting:  
Congress Center Düsseldorf, Entrance CCD Stadthalle, Rotterdamer Strasse 141, 40474 Dusseldorf, Germany  
**(Formal information acc. to EU-IR: Congress Center Düsseldorf, Eingang CCD Stadthalle, Rotterdamer Straße 141, 40474 Dusseldorf, Germany)**
5. Record Date: April 2, 2023  
**(Formal information acc. to EU-IR: 20230402)**
6. Uniform Resource Locator (URL):  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>

**D. Participation in the general meeting**

- 1. Method of participation by shareholder**  
Participation in person,  
Exercise of voting rights by issuing powers of attorney and instructions to the proxies appointed by the Company, Exercise of voting rights by postal vote  
**(Formal information acc. to EU-IR: PH; PX; EV)**
- 2. Issuer deadline for the notification of participation**  
Registration for the Annual General Meeting by: April 17, 2023, 24:00 hours (CEST) (time of receipt)  
**(Formal information acc. to EU-IR: 20230417; 22:00 hours UTC)**

**3. Issuer deadline for voting**

- Exercising voting rights by absentee ballot / exercising voting rights by granting power of attorney and issuing instructions to the proxy appointed by the Company / authorizing third parties,
- which is done by letter: April 22, 2023, 24:00 hours (CEST) (time of receipt),
  - by e-mail or fax: April 22, 2023, 24:00 hours (CEST) (time of receipt),
  - electronically via the Henkel InvestorPortal (<https://www.henkel.de/hv>; <https://www.henkel.com/agm>): by end of the address by the Chair of the Management Board.  
**(Formal information acc. to EU-IR: 20230422; 22:00 hours UTC)**

## E. Agenda

### Agenda item 1

1. Unique identifier of the agenda item: 1
2. Title of the agenda item: Presentation of the annual financial statements, the consolidated financial statements and the combined management report relating to Henkel AG & Co. KGaA and the Group, each as approved and endorsed by the Supervisory Board, and the report of the Supervisory Board for fiscal 2022. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for fiscal 2022
3. Uniform Resource Locator (URL) of the materials: <https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

### Agenda item 2

1. Unique identifier of the agenda item: 2
2. Title of the agenda item:  
Resolution on the appropriation of profit
3. Uniform Resource Locator (URL) of the materials: <https://www.henkel.de/hv>; <https://www.henkel.com/agm>

4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**

5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

### Agenda item 3

1. Unique identifier of the agenda item: 3
2. Title of the agenda item:  
Resolution to approve and ratify the actions of the Personally Liable Partner
3. Uniform Resource Locator (URL) of the materials: <https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

### Agenda item 4

1. Unique identifier of the agenda item: 4
2. Title of the agenda item: Resolution to approve and ratify the actions of the members of the Supervisory Board

3. Uniform Resource Locator (URL) of the materials: <https://www.henkel.de/hv>; <https://www.henkel.com/agm>

4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**

5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

### Agenda item 5

1. Unique identifier of the agenda item: 5
2. Title of the agenda item:  
Resolution to approve and ratify the actions of the members of the Shareholders' Committee
3. Uniform Resource Locator (URL) of the materials: <https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 6**

1. Unique identifier of the agenda item: 6
2. Title of the agenda item: Resolution on the appointment for fiscal 2023 of the auditor of the annual financial statements and the consolidated financial statements and of the examiner for financial review of the financial report for the first six months of the fiscal year
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 7**

1. Unique identifier of the agenda item: 7
2. Title of the agenda item: Resolution on a by-election to the Supervisory Board
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**

5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 8**

1. Unique identifier of the agenda item: 8
2. Title of the agenda item: Resolution to approve the 2022 remuneration report
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Advisory Vote  
**(Formal information acc. to EU-IR: AV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 9**

1. Unique identifier of the agenda item: 9
2. Title of the agenda item: Resolution to approve the 2023 remuneration policy for members of the Management Board
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>

4. Vote: Advisory Vote  
**(Formal information acc. to EU-IR: AV)**

5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 10**

1. Unique identifier of the agenda item: 10
2. Title of the agenda item: Resolution on the addition of a new paragraph 4 to Article 19 of the Articles of Association to enable the convocation of future virtual annual general meetings
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 11**

1. Unique identifier of the agenda item: 11
2. Title of the agenda item: Resolution on the addition of a new paragraph 7 to Article 23 of the Articles of Association to enable members of the Supervisory Board to participate in the Annual General Meeting by means of video and audio transmission
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 12**

1. Unique identifier of the agenda item: 12
2. Title of the agenda item: Resolution on the authorization pursuant to Section 71 (1) No. 8 AktG (German Stock Corporation Act) to acquire and use treasury shares and to exclude pre-emptive subscription and tender rights, on the retirement of acquired treasury shares, and on capital reduction

3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 13**

1. Unique identifier of the agenda item: 13
2. Title of the agenda item: Resolution on the authorization to use equity derivatives in connection with the acquisition of treasury shares pursuant to Section 71 (1) No. 8 AktG (German Stock Corporation Act), to exclude pre-emptive subscription and tender rights and to acquire treasury shares via multilateral trading facilities
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

**Agenda item 14**

1. Unique identifier of the agenda item: 14
2. Title of the agenda item: Resolution on the approval of conclusion of a control and profit and loss transfer agreement between Henkel AG & Co. KGaA (controlling entity) and Henkel IP Management and IC Services GmbH (controlled entity)
3. Uniform Resource Locator (URL) of the materials:  
<https://www.henkel.de/hv>; <https://www.henkel.com/agm>
4. Vote: Binding vote  
**(Formal information acc. to EU-IR: BV)**
5. Alternative voting options:  
Vote in favor, vote against, abstention  
**(Formal information acc. to EU-IR: VF; VA; AB)**

## F. Specification of the deadlines regarding the exercise of other shareholders rights

### Shareholders right:

#### Agenda item proposals requested by a minority per Section 122 (2) of the German Stock Corporation Act [AktG]

1. Object of deadline: Submission of request to propose additional agenda items
2. Applicable issuer deadline:  
March 24, 2023, 24:00 hours (CET) (time of receipt)  
**(Formal information acc. to EU-IR: 20230324; 23:00 hours UTC)**

### Shareholders right:

#### Counter motions per Section 126 (1) of the German Stock Corporation Act [AktG]

1. Object of deadline: Submission of counter motions in relation to proposals on individual agenda items
2. Applicable issuer deadline: April 9, 2023, 24:00 hours (CEST) (time of receipt)  
**(Formal information acc. to EU-IR: 20230409; 22:00 hours UTC)**

### Shareholders right:

#### Election nominations per Section 127 of the German Stock Corporation Act [AktG]

1. Object of deadline: Submission of nominations for the elections of members of the Supervisory Board and of the Shareholders' Committee, or election of auditors
2. Applicable issuer deadline: April 9, 2023, 24:00 hours (CEST) (time of receipt)  
**(Formal information acc. to EU-IR: 20230409; 22:00 hours UTC)**

### Shareholders right:

#### Objection per Section 245 number 1 of the German Stock Corporation Act (AktG)

1. Object of deadline:  
Submission of an objection to a resolution of the AGM
2. Applicable issuer deadline:  
April 24, 2023 from the beginning of the AGM until the closure of the AGM by the Chair  
**(Formal information acc. to EU-IR: 20230424)**