

Henkel AG & Co. KGaA, Düsseldorf, Germany

**Information on how to participate  
in the 2013 Annual General Meeting,  
how to vote by post and how to assign and  
use proxies (powers of representation)**

### Dear Shareholder,

In order to participate in the Annual General Meeting (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 possess ordinary shares – authorizing them to exercise your voting rights, or
- if you hold ordinary shares, assign a proxy in writing or electronically to the proxyholders nominated by the Corporation, together with instructions on how to vote on the proposed resolutions of the Administration in the AGM.

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 Annual General Meeting, 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 your 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 11, 2013 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.



On the following page, click on one of the buttons POSTAL VOTING or ASSIGN PROXY AND VOTING INSTRUCTIONS TO CORPORATION'S PROXYHOLDERS, 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 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 proxyholders / Changes and cancellations

After selecting the option ASSIGN PROXY AND VOTING INSTRUCTIONS TO CORPORATION'S PROXYHOLDERS, an "Assign Proxy" page opens. By clicking on the button ASSIGN PROXY, you first assign your power of representation to the proxyholders 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 to (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 INSTRUC-

TIONS. 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 proxyholders 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 proxyholders 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. Please therefore ensure that your representative understands your wishes in this respect and hand the admission card or the acknowledgement of electronic assignment over to your representative. We will not notify your representative on the assignment of a proxy.

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 elections to 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 proxyholder, to issue a proxy to a third party or for assignment of a proxy and voting instructions to the proxyholders nominated by the Corporation, be it in writing or electronically. See also section 6.3.

### 6.2 Proxies and voting instructions

- (1) The voting instructions to proxyholders 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 elections to 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 Annual General Meeting 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 proxyholders nominated by the Corporation or a third party. See also section 6.3.

(4) If you have assigned your proxy to the proxyholders nominated by the Corporation but have issued no voting instructions, the proxyholders will not be able to represent you in the AGM.

(5) In the event of a proxy being assigned to the proxyholders nominated by the Corporation, the name of the proxyholders shall appear in the list of people attending the AGM.

(6) You will not be able to participate via the proxyholders nominated by the Corporation in ballots concerning motions relating to the AGM procedure, in ballots relating to countermotions submitted during the meeting, or in ballots on candidates to office proposed during the meeting. Similarly, the same proxyholders 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.

(7) In exercising voting rights, the proxyholders 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 proxyholders.

(8) The proxyholders have no influence on the resolution contents voted upon and are neither authorized nor able to intervene in the technical procedures.

(9) 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 Corporation as a precaution so that, on the day of the Annual General Meeting, shareholder representation is reliably assured. The same principles as detailed above also apply to employees in receipt of such sub-proxies.

### 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 proxyholders 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 proxyholders 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 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 relating to the AGM 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 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 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.

#### Tickets

Due to the fact that both transport consortiums, Verkehrsverbund Rhein-Ruhr (VRR) and Verkehrsverbund Rhein-Sieg (VRS) do no longer accept our admission cards as tickets, we are unable to provide you with tickets for the Annual General Meeting. We regret this very much.

Düsseldorf, March 2013

Yours faithfully,

**Henkel AG & Co. KGaA**



