

Invitation to the Annual General Meeting of Henkel AG & Co. KGaA, Düsseldorf, Germany



A Brand like a friend

Invitation to the Annual General Meeting

Henkel AG & Co. KGaA,
Düsseldorf

Securities ID Numbers:

Ordinary shares 604 840

Preferred shares 604 843

International Securities Identification Numbers:

Ordinary shares DE 0006048408

Preferred shares DE 0006048432

The shareholders of our Corporation
are hereby invited to attend the

Annual General Meeting

on

Monday, April 20, 2009, 10.00 a.m.,

to be held in the

Congress Center Düsseldorf,

CCD-Stadthalle entrance,

Rotterdammer Strasse 141,

40474 Düsseldorf, Germany

Admission from 8.30 a.m.

This English text is a translation for information only. The original German text published in the electronic version of the Federal Gazette (Bundesanzeiger) of February 25, 2009, is the only authoritative version.

Agenda

1. Presentation of the annual financial statements and the consolidated financial statements as endorsed by the Supervisory Board, and of the management reports of Henkel AG & Co. KGaA and of the Group, the report of the Supervisory Board and the corporate governance and remuneration report for the year ended December 31, 2008. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for the year ended December 31, 2008.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the annual financial statements, stating an unappropriated profit of 548,737,876.54 euros, be approved as presented.

2. Resolution for the appropriation of profit

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the unappropriated profit of 548,737,876.54 euros for the year ended December 31, 2008, be applied as follows:

a) Payment of a dividend of 0.51 euros per ordinary share (259,795,875 shares)	= 132,495,896.25 euros
b) Payment of a dividend of 0.53 euros per ordinary share (178,162,875 shares)	= 94,426,323.75 euros
c) Carry-forward of remainder to the new account (profit carry-forward)	321,815,656.54 euros
	<u><u>= 548,737,876.54 euros</u></u>

Treasury shares are not entitled to dividend. The amount in unappropriated profit which relates to the shares held by the Corporation at the date of the Annual General Meeting will be carried forward as retained earnings.

3. Resolution to approve and ratify the actions of the Management Board and the Personally Liable Partner

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Management Board of Henkel KGaA in office in 2008 (to April 14, 2008) and of the Personally Liable Partner (from April 14, 2008) be approved and ratified for that financial year.

4. Resolution to approve and ratify the actions of the Supervisory Board

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in 2008 be approved and ratified for that financial year.

5. Resolution to approve and ratify the actions of the Shareholders' Committee

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Shareholders' Committee in office in 2008 be approved and ratified for that financial year.

6. Appointment of auditors of the annual financial statements and the consolidated financial statements for fiscal 2009

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin and Frankfurt am Main, Germany, be appointed auditors of the annual financial statements and of the consolidated financial statements for the 2009 financial year.

7. Resolution concerning the amendment of Art. 28 of the Articles of Association to include a new paragraph (3)

In accordance with the regulations governing interim appointments to the Supervisory Board, substitute members for the Shareholders' Committee members may also be elected. The election of substitute members may take place coincidentally to the election of members of the Shareholders' Committee or within a term of office.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board thus propose that the following resolution be adopted:

Art. 28 of the Articles of Association to be amended to include the following paragraph (3):

“(3) Substitute members may be elected in place of Shareholders' Committee members. The election may take place coincidentally to the election of members of the Shareholders' Committee or within a term of office. Should a member of the Shareholders' Committee depart prematurely without the Annual General Meeting having elected a successor, the substitute member shall, insofar as no other ruling has been made at the time of election of the substitute member, take the place of the departing member for the remainder of that member's term of office.”

8. Resolution to adopt the modification to/amendment of Article 17 (6) and (9) of the Articles of Association

In addition to the Nominations Committee, the Supervisory Board has established an Audit Committee that prepares the proceedings and resolutions of the Supervisory Board relating to adoption of the annual financial statements and the consolidated financial statements, and also the auditor appointment proposal to be made to the Annual General Meeting; it further deals with accounting, risk management and compliance issues. The Audit Committee shall furthermore discuss the quarterly and half-year financial reports with the Board of Management prior to their publication.

The provisions of the German Corporate Governance Code require that subcommittee activity be separately remunerated. It is proposed that – with the exception of the members of the Nominations Committee – the members of a committee shall receive 50% of the total cash payment accruing to a member of the Supervisory Board, comprising an annual fixed fee of 20,000 euros (Art. 17 (2) of the Articles of Association) and a dividend bonus (Art. 17 (3) of the Articles of Association); the Chairperson shall receive 100% of the total cash payment accruing to a member of the Supervisory Board. This committee payment is to be paid for the first time in respect of fiscal 2009.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the following resolutions be adopted:

a) Art. 17 (6) and (9) of the Articles of Association shall be worded as follows (amendments are marked in bold)

“(6) The Chairperson shall receive double the total amount, the Vice-Chairperson one and a half times the total amount accruing to an ordinary member per paragraphs (2) to (5) above. **Members who are also members of one or more committees of the Supervisory Board shall each additionally receive a fee of 50% of the amount accruing to a member per paragraphs (2) and (3); if they are the Chairperson of one or more committees, they receive a fee of 100% of this amount. Activity in the Nominations Committee shall not be remunerated separately.** Members of the Supervisory Board who were members of the Supervisory Board **or a committee** for only a portion of the financial year in question or who performed the functions of the Chairperson or Vice-Chairperson within the Supervisory Board **or a committee** for part of the year shall receive these remunerations on a pro-rata time basis.

(9) The members of the Supervisory Board shall be reimbursed by the Corporation for the statutory value-added tax payable on their total remunerations and disbursements. In addition, the members of the Supervisory

Board shall receive an attendance fee of 500 euros for each meeting of the Supervisory Board **and its committees** that they attend. **If several meetings take place on one day, the attendance fee shall only be paid once.**"

- b) The above amendment to the Articles of Association shall apply for the first time with respect to fiscal 2009.

9. Resolution to adopt the modification to/amendment of Article 7 of the Articles of Association

Pursuant to § 27a of the German Securities Trading Act (WpHG) (as amended by the German Risk Limitation Act), which comes into force on May 31, 2009, notifiable shareholdings as defined by §§ 21 and 22 WpHG (Notification of Voting Rights) that reach or exceed the threshold of 10% of the voting rights or a higher threshold, must inform the company concerned of the objectives pursued in acquiring the voting rights and of the origin of the funds used for said acquisition, within 20 trading days following attainment or exceedance of said thresholds. This notification duty exists in addition to the duty to notify voting rights pursuant to §§ 21 and 22 WpHG.

The purpose of the notifications per § 27a WpHG is to ensure that the capital market and the other shareholders are informed in good time of the objectives being pursued by future major shareholders. Henkel has a special shareholder structure: around 52.18% of the voting rights are held by parties to the share-pooling agreement of the Henkel family. Given this special shareholder structure, the Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that Article 7 of the Articles of Association be worded as follows (amendments are marked in bold):

"7. Transfer of Shares, Duties of Notification of Major Shareholders

- (1) A portion of the ordinary shares held by the Henkel Family is subject to the restrictions pursuant to the share-pooling agreement of the Henkel Family with regard to the transfer of such ordinary shares.

(2) **§ 27a (1) of the German Securities Trading Act (WpHG) as amended by the German Risk Limitation Act (Risikobegrenzungsgesetz) does not apply."**

10. Supervisory Board By-Election

Dr. Friderike Bagel has, with effect from the end of the Annual General Meeting, resigned her office as a shareholder-representative member of the Supervisory Board. As prescribed in Article 12 (4) sentence 3 of the Articles of Association, a new member of the Supervisory Board representing the shareholders is to be elected for the remaining term of office of Dr. Bagel.

In accordance with § 96 (1) of the German Joint Stock Corporation Act (AktG) in conjunction with § 7 (1) no. 2 of the 1976 Co-Determination Act and Article 12 (1) of the Articles of Association, the Supervisory Board comprises eight members representing the shareholders and eight members representing the employees. The members of the Supervisory Board representing the shareholders are to be elected by the Annual General Meeting; the Annual General Meeting is not bound to adopt candidates proposed.

The Supervisory Board proposes that the following candidate:

Prof. Dr. Theo Siegert

Managing Partner of de Haen-Carstanjen & Söhne, Düsseldorf

Memberships of statutory German supervisory boards:

Deutsche Bank AG

E.ON AG

ERGO AG

Merck KGaA

Memberships of domestic or foreign supervisory bodies comparable with a statutory German supervisory board:

DKSH Holding Ltd., Schweiz

E. Merck OHG

be elected with effect from the end of the Annual General Meeting for the remaining term of office of the

departing Dr. Bagel as a member of the Supervisory Board representing the shareholders.

11. Election of a substitute member of the Shareholders' Committee

Taking in account the proposed amendment to the Articles of Association under Item 7 on the Agenda, the Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that

Mr. Boris Canessa

Private Investor, Düsseldorf

Membership of statutory German supervisory boards:

Wilhelm von Finck AG

be appointed as a pending substitute member for all currently serving members of the Shareholders' Committee.

The substitute member shall become a member of the Shareholders' Committee if a currently serving member of the Shareholders' Committee departs from the Shareholders' Committee before the end of the regular term of office and the Annual General Meeting does not elect a successor before the departure of the said member. The term of office of the substitute member joining the Shareholders' Committee shall end with the close of the Annual General Meeting during which a successor for the substituted member of the Shareholders' Committee is elected, but not later than the date on which the regular term of office of the substituted member of the Shareholders' Committee would have ended.

If the substitute member joining the Shareholders' Committee departs before the end of the term of office of the Shareholders' Committee, said member shall retake his or her original position as pending substitute member.

12. Resolution to renew authorization to purchase and appropriate the Corporation's own shares ("treasury stock") in accordance with § 71 (1) no. 8 of the German Joint Stock Corporation Act (AktG) and to exclude the pre-emptive rights of existing shareholders

With expiry of the authorization resolved at the last Annual General Meeting, it is proposed that the Personally Liable Partner again be authorized to purchase the Corporation's own shares on the stock exchange or by way of a public purchase offer.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose the following resolution:

- a) That the Personally Liable Partner be authorized in accordance with § 71 (1) no. 8 of the German Joint Stock Corporation Act (AktG) to purchase ordinary and/or preferred shares of the Corporation at any time up to October 19, 2010, subject to the condition that the shares acquired on the basis of this authorization, together with the other treasury stock that the Corporation has already acquired and still holds, and which is attributable to the Corporation in accordance with § 71d and § 71e of the German Joint Stock Corporation Act (AktG), shall not at any time exceed 10% in total of the capital stock.

That the authorization may be exercised once or several times, in whole or in part, by the Corporation, by its Group companies or by third parties acting on the Corporation's or its Group companies' behalf and for their account.

That the authorization to purchase the Corporation's own shares ("treasury stock") at any time up to October 13, 2009, approved by resolution of the shareholders at the Annual General Meeting held on April 14, 2008, be withdrawn with effect from the date when this new authorization becomes operative.

- b) That purchases may be made, at the discretion of the Personally Liable Partner, in the market, by means of a public offer addressed to all shareholders, or by means of a public invitation to submit an offer (invitation to tender).

- (1) In the case of purchase in the market, the consideration paid by the Corporation (excluding incidental costs) for each share must not be more than 10% above or below the opening price of the shares quoted on the XETRA trading system (the electronic securities trading system operated by Deutsche Börse AG) or a comparable successor system on the date when the purchase obligation arises.
- (2) In the case of purchase by means of a public offer, or a public invitation to tender, the Corporation shall stipulate the share purchase price or the share purchase price spread. Where a share purchase price spread is stipulated, the final price shall be determined from the declarations of acceptance or sale tenders received. The public offer or the invitation to tender may include a time limit for acceptance or submissions, certain conditions and also the proviso that the share purchase price spread may be adjusted during the time limit for acceptance or submissions if, following publication of the formal offer or the invitation to submit a tender, there are significant movements in price during the time limit for acceptance or submissions.

The consideration paid by the Corporation (excluding incidental costs) for each share or the share purchase price spread must not be more than 10% above or below the average of the closing prices quoted for the Corporation's shares of the same class on the XETRA trading system or a comparable successor system on the last five trading days prior to the announcement of the offer or the invitation to tender. In the case of an adjustment to the share purchase price, the relevant amount shall be determined on the basis of the price prevailing on the last trading day before the final decision on the offer adjustment.

The volume may be limited. If, in the case of a public offer or a public invitation to tender, the volume of the tendered shares exceeds the envisaged buy-back volume, the tender rights of the shareholders may be excluded insofar as acceptance will then be effected on a pro-rata basis

in accordance with the ratio of shares tendered in each case. Provision may also be made for priority acceptance of smaller numbers of shares up to 100 of the shares offered for purchase or tendered per shareholder.

- (3) The Corporation will make the decision regarding the class of shares to be purchased in keeping with the interests of the shareholders and of the Corporation, and taking into account the approved purposes for such purchases.
- c) The authorization can be exercised for any lawful purpose and in particular for one or more of the purposes specified in d). If it is used for one or more of the purposes specified in d), the pre-emptive rights of existing shareholders to treasury stock purchased are excluded. Moreover, the Personally Liable Partner may, in the case of disposal of purchased treasury stock under the terms of an offer addressed to all shareholders, exclude the pre-emptive rights of the shareholders in respect of fractional entitlements, subject to the approval of the Shareholders' Committee and the Supervisory Board.
 - d) Besides disposal on the stock exchange or by way of an offer addressed to all shareholders, the Personally Liable Partner is hereby authorized – subject to the approval of the Shareholders' Committee and of the Supervisory Board – to use the Corporation's own shares ("treasury stock") acquired on the basis of this or an earlier authorization as follows:
 - (1) To sell or otherwise transfer treasury stock to third parties for the purpose of acquiring businesses, parts of businesses or participating interests in businesses or of forming business combinations.
 - (2) To sell treasury stock against payment in cash to third parties, provided that the selling price is not significantly less than the quoted market price of the shares on the date of the sale. In this case, the proportion of the capital stock represented by the shares sold on the basis of this authorization, together with the proportion of the capital stock represented by new shares issued out of authorized capital during the period

of validity of this authorization with the pre-emptive rights of existing shareholders excluded, as permitted under § 186 (3) sentence 4 of the German Joint Stock Corporation Act (AktG), must not exceed a total of 10% of the capital stock in existence at the time of this authorization becoming operative or being exercised.

- (3) To cancel all or part of the treasury stock without any further resolution in General Meeting being required. Cancellation shall be effected by way of capital reduction or such that the capital stock remains unchanged and the proportion of the other shares relative to the capital stock increases as permitted under § 8 (3) of the German Joint Stock Corporation Act (AktG); in the latter case, the Personally Liable Partner is authorized to adjust the number of shares indicated in the Articles of Association accordingly.

Report to the Annual General Meeting in respect of Item 12 on the Agenda, as required by § 71 (1) no. 8 and § 186 (4) sentence 2 of the German Joint Stock Corporation Act (AktG)

The authorization proposed under **Item 12** relates to the purchase of the Corporation's own shares ("treasury stock"). The authorization to purchase the Corporation's own shares, which was approved at the Annual General Meeting held on April 14, 2008, under Item 9 on the Agenda for that meeting, is only valid until October 13, 2009. It therefore requires renewal, as does the authorization to dispose of shares in other ways, as permitted under § 71 (1) no. 8 sentence 5 of the German Joint Stock Corporation Act (AktG), and the authorization to cancel shares as permitted under § 71 (1) no. 8 sentence 6 of the German Joint Stock Corporation Act (AktG). The proposed authorization will enable the Corporation to realize the benefits associated with the acquisition of its own shares in the interests of the Corporation and its shareholders.

As permitted under § 71 (1) no. 8 of the German Joint Stock Corporation Act (AktG), other forms of purchase and disposal may be applied in addition to the typical method of purchase and disposal in the market. Thus, treasury stock may also be acquired by means of

a public offer addressed to the shareholders or by the public invitation to submit an offer (public invitation to tender). In these cases, the shareholders may decide how many shares they wish to sell and, in the event of a price spread being stipulated, at which price they wish to sell.

In acquiring the Corporation's own shares, the principle of equal treatment as defined in § 53a of the German Joint Stock Corporation Act (AktG) must be upheld. The proposed acquisition of the shares in the market or by way of a public offer or a public invitation to tender is in keeping with this principle. Insofar as the number of tendered or offered shares exceeds the number of shares envisaged for purchase, such purchase or acceptance may be implemented under exclusion of the tender rights of the shareholders on a pro-rata basis related to the number of shares tendered or offered, in order to simplify the purchase process. Giving prior claim to smaller numbers of up to 100 shares tendered per shareholder also serves to simplify the process.

The authorization is also to cover exclusion of the pre-emptive rights of shareholders for fractional entitlements in the event of disposal of treasury stock under the terms of an offer addressed to the shareholders. This is necessary in order to enhance technical efficiency in the disposal of acquired treasury stock by way of such an offer to shareholders. The free fractional amounts of treasury stock excluded from the pre-emptive rights of the shareholders shall be disposed of to the best possible effect for the Corporation, either by sale in the market or by some other process.

The shares thus acquired as treasury stock may be used for all legally permissible purposes including in particular, and to the exclusion of the pre-emptive rights of existing shareholders, those indicated hereinafter.

The proposed resolution includes the grant of authorization to transfer the shares purchased to third parties as consideration for acquiring businesses, parts of businesses or participating interests in businesses or for forming business combinations. The class of share to be used for this purpose will depend on the terms of the transaction concerned.

International competition and the process of business globalization increasingly demand that a company's treasury stock be used as consideration for the acquisition of other businesses, parts of businesses or participating interests in businesses or for forming business combinations. The authorization proposed here for transferring the shares purchased is therefore intended to give the Corporation the necessary flexibility to be able to make the most of opportunities to acquire businesses or participating interests therein rapidly and in a flexible manner as such opportunities arise. The proposed authorization to exclude the pre-emptive rights of existing shareholders likewise serves this purpose. The decision as to whether, in individual cases, treasury stock or – if applicable – shares from authorized capital are used is made by the Personally Liable Partner taking into account the interests of the shareholders of the Corporation. In determining the valuation ratios, the Personally Liable Partner shall consider the market price of the relevant Henkel shares; there is no schematic link with the market price so that negotiation results, once achieved, cannot be put in question by possible fluctuations in the market price. There are currently no definite plans to use this authorization.

Finally, the resolution proposes that Management also be authorized to sell any treasury stock purchased to third parties against payment in cash in a process other than in the market or by way of an offer addressed to all shareholders, and with exclusion of the pre-emptive rights of existing shareholders as permitted under § 186 (3) sentence 4 of the German Joint Stock Corporation Act (AktG). This will enable Management to align the Corporation's internal financial resources to prevailing requirements in a flexible manner and to react at short notice to favorable stock market conditions. The investment and financial interests of shareholders are suitably safeguarded. The authorization ensures that, even together with shares issued out of authorized capital, not more than 10% of the capital stock can be sold or issued with exclusion of the pre-emptive rights of existing shareholders. Suitable protection against the possibility of dilution is provided due to the fact that the shares can only be sold at a price that is not significantly less than the quoted market price of the shares concerned. The sale price is only finalized shortly before the sale. Management will endeavor to keep any discount on the quoted price as small as possible, taking into account

the prevailing market conditions. There are currently no definite plans to use this authorization.

The authorization covers shares that are purchased on the basis of this proposed resolution and those purchased on the basis of authorizations previously approved and ratified in General Meeting. Such shares purchased may be canceled by the Corporation without any further resolution in General Meeting being required. Cancellation shall either be effected by way of capital reduction or, as permitted by § 237 (3) no. 3 of the German Joint Stock Corporation Act (AktG), such that the capital stock remains unchanged by increasing the proportion of the other shares relative to the capital stock pursuant to § 8 (3) of the German Joint Stock Corporation Act (AktG).

In the event that the authorization is used, the Personally Liable Partner shall inform the subsequent Annual General Meeting thereof.

Documents available for examination

Once the Annual General Meeting has been announced, the following documents relating to Agenda Items 1 and 2 will be available for inspection by shareholders at the business premises of Henkel AG & Co. KGaA, Henkelstrasse 67, 40589 Düsseldorf, Germany:

- Annual financial statements, consolidated annual financial statements, management reports for the Corporation and the Group, report of the Supervisory Board, corporate governance and remuneration report, proposal of the Personally Liable Partner for appropriation of profit

The above documents are available via the internet (www.henkel.de/hv; www.henkel.com/agm) and will also be made available at the Annual General Meeting of Henkel AG & Co. KGaA.

Total number of shares and voting rights at the time of convocation of the Annual General Meeting

At the time of convocation of the Annual General Meeting, the capital stock of the Corporation amounted to 437,958,750 euros. This is divided into a total of 437,958,750 bearer shares of no par value with a pro-

portional nominal value of 1.00 euro each, of which 259,795,875 are ordinary shares carrying the same number of voting rights, and 178,162,875 are preferred shares with no voting rights.

Participation in the Annual General Meeting and exercise of voting rights

In accordance with Art. 20 of the Articles of Association, only those shareholders who, no later than the end of the seventh day prior to the day of the Annual General Meeting, that is, with consideration of the ruling in § 123 (4) of the German Joint Stock Corporation Act (AktG), by the end of **April 9, 2009**, transmit to the Corporation a written certificate issued by their depositary bank validating ownership of shares shall be entitled to participate in the Annual General Meeting (ordinary and preferred shares) and to exercise voting rights (ordinary shares only). This certificate should be sent to the following address:

Henkel AG & Co. KGaA
c/o Dresdner Bank AG
WASHV dwpbank AG
Wildunger Strasse 14
60487 Frankfurt am Main, Germany
Fax: +49 (0) 69 / 50 99 – 11 10
E-mail: hv-eintrittskarten@dwpbank.de

Proof of share ownership must relate to the start of the **21st day prior to the Annual General Meeting, that is, to the beginning of March 30, 2009**. In the case of shares not held in a securities depositary managed by a bank or a financial services institution at the relevant time, certification of share ownership may be provided by the Corporation or by a notary, by a bank for the central depositary of securities or another bank or financial services institution. Registration and certification must be in text form and in the German or English languages (§ 126b of the German Civil Code (BGB)).

Please note that, in terms of your relationship with the Corporation, for participation in the Annual General Meeting (holders of ordinary and holders of preferred shares) and for the exercise of your voting rights (holders of ordinary shares only), only shareholders who have provided said certificate will be recognized as such. In the event of doubt as to the correctness or au-

thenticity of the certificate, the Corporation is entitled to demand a further suitable means of proof. If this means of proof is not forthcoming, or is not provided in the appropriate form, the Corporation may refuse participation in the Annual General Meeting and the exercise of voting rights.

On receipt of the certificate validating their ownership of shares, the shareholders concerned will be sent admission cards for the Annual General Meeting by the Registration Office. In order to ensure the timely receipt of these admission cards, we request that shareholders intending to attend the Annual General Meeting request an admission card from their depositary bank at the earliest possible time. The requisite registration and certification of share ownership will then be carried out by the depositary bank.

In order to ensure efficient organization of the Annual General Meeting, we request that you register early, and that you only register if you seriously intend to participate in the Annual General Meeting.

Proxies to exercise voting rights

Shareholders not attending the Annual General Meeting personally may have their voting rights (ordinary shares only) exercised by proxy. Unless otherwise indicated below, the proxy must be issued in writing or by fax. In the case of proxies issued to banks, equivalent institutions or corporations (§ 135 (12) and § 125 (5) of the German Stock Corporation Act (AktG)) or individuals per § 135 (9) of the German Joint Stock Corporate Act (AktG), in particular shareholders' associations, it is, however, sufficient if the proxy is verifiably retained by the authorized representative. The letter of authority must be complete and may only contain statements relating to the exercise of voting rights.

As usual, we also offer our shareholders the option of being represented at the Annual General Meeting by proxyholders nominated by the Corporation. The shareholders wishing to avail themselves of this facility require for this purpose an admission card to the Annual General Meeting to which a corresponding proxy form is attached.

Insofar as proxyholders nominated by the Corporation are vested with this authority of representation, a proxy must be issued by the shareholder concerned together with special instructions as to how the voting rights are to be exercised. Without such instructions, the proxy is invalid. The proxyholders are obliged to cast the votes as instructed and may not exercise voting rights at their own discretion. Shareholders wishing to avail themselves of said facility must submit their completed and signed proxy form to the address given in the proxy form by **April 16, 2009** at the latest. Please note that proxyholders will not accept instructions to speak, lodge appeals against Annual General Meeting resolutions, ask questions or propose motions.

The proxy and instructions to the proxyholders nominated by the Corporation may be issued electronically via the internet instead of in written form, using the procedures stipulated by the Corporation. Proxies and instructions may still be issued or amended via the internet on the date of the Annual General Meeting until the end of the address given by the Chairman of the Management Board/Chief Executive Officer.

Further details relating to participation in the Annual General Meeting and to the issue of proxies and instructions to the proxyholders nominated by the Corporation – particularly via the internet – are contained in an instruction leaflet that will be sent to all shareholders with the admission card. The corresponding information is also available on the internet (www.henkel.de/hv; www.henkel.com/agm).

Shares will not be frozen as a result of registration for the Annual General Meeting; shareholders can therefore use their shares as they wish following registration.

Broadcast of portions of the Annual General Meeting via the Internet

The opening of the Annual General Meeting by the Chairman of the Meeting and also the address given by the Chairman of the Management Board/Chief Executive Officer can be followed live via the internet by anyone wishing to do so. The voting results will also be published on the internet after the Annual General Meeting.

Motions and election nominations submitted by shareholders

Any motions or election nominations by shareholders as envisaged in § 126 and § 127 of the German Joint Stock Corporation Act (AktG) should be exclusively submitted to:

Henkel AG & Co. KGaA

– Annual General Meeting 2009 –

Investor Relations

Henkelstr. 67

40589 Düsseldorf, Germany

Fax: +49 (0)2 11 / 798 – 2863

E-mail: investor.relations@henkel.com

Motions or election nominations submitted by shareholders which have to be made available will, upon receipt, be published in the internet (www.henkel.de/hv; www.henkel.com/agm). Thereby those motions and election nominations received at the above address by the end of April 6, 2009 (24.00 hours) will be considered. Any response from the Management will likewise be published under the internet address indicated.

Publication in the electronic Federal Gazette

The invitation to the Annual General Meeting was published in the electronic Federal Gazette of February 25, 2009.

Düsseldorf, February 2009

Henkel AG & Co. KGaA

Henkel Management AG (Personally Liable Partner)

Management Board

Henkel

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