

**Henkel AG & Co. KGaA,  
Düsseldorf/Germany**

Notice of Convocation of  
Annual General Meeting  
2018





# Notice of Convocation of Annual General Meeting Henkel AG & Co. KGaA, Düsseldorf/Germany

## 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 our

### **Annual General Meeting**

in the Congress Center Düsseldorf,  
CCD-Stadthalle entrance,  
Rotterdammer Strasse 141,  
40474 Düsseldorf, Germany,  
taking place on

**Monday, April 9, 2018, at 10.00 a.m.**

Admission is from 8.30 a.m.

# Agenda a glance

## Annual General Meeting 2018

- 1. 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, including the explanatory corporate governance/corporate management and remuneration reports together with the information required according to Sections 289a (1) and 315a (1) of the German Commercial Code [HGB], and presentation of the report of the Supervisory Board for fiscal 2017. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for fiscal 2017**
- 2. Resolution for the appropriation of profit**
- 3. Resolution to approve and ratify the actions of the Personally Liable Partner**
- 4. Resolution to approve and ratify the actions of the members of the Supervisory Board**
- 5. Resolution to approve and ratify the actions of the members of the Shareholders' Committee**
- 6. Resolution on the appointment 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 fiscal 2018**
- 7. Resolution on a supplementary election to the Supervisory Board**
- 8. Resolution on a supplementary election to the Shareholders' Committee**

## I. AGENDA

**I. 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, including the explanatory corporate governance/corporate management and remuneration reports together with the information required according to Sections 289a (1) and 315a (1) of the German Commercial Code [HGB], and presentation of the report of the Supervisory Board for fiscal 2017. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for fiscal 2017**

Pursuant to Section 171 of the German Stock Corporation Act [AktG], the Supervisory Board has approved and endorsed the annual financial statements and the consolidated financial statements prepared by the Personally Liable Partner. Pursuant to Section 286 (1) AktG, it is proposed that the annual financial statements be approved and adopted by the Annual General Meeting; the other aforementioned documents shall be made available to the Annual General Meeting without the requirement of any further resolution in this regard.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the annual financial statements, stating an unappropriated profit of 1,435,475,690.42 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 Henkel AG & Co. KGaA for fiscal 2017 in the amount of 1,435,475,690.42 euros be applied as follows:

a) Payment of a dividend of 1.77 euros per ordinary share (259,795,875 shares)	=	459,838,698.75 euros
b) Payment of a dividend of 1.79 euros per preferred share (178,162,875 shares)	=	318,911,546.25 euros
c) The remainder to be carried forward to retained earnings	=	656,725,445.42 euros
		<hr/>
	=	1,435,475,690.42 euros

As of the time of this Notice of Convocation, the Corporation possesses treasury shares. According to Section 71b German Stock Corporation Act [AktG], treasury shares do not qualify for a dividend. The amount in unappropriated profit which relates to the shares held by the corporation (treasury shares) at the date of the Annual General Meeting will be carried forward as retained earnings. As the number of such treasury shares can change up to the time of the Annual General Meeting, a correspondingly adapted proposal for the appropriation of profit will be submitted to the AGM, providing for an unchanged payout of 1.77 euros per ordinary share qualifying for a dividend and 1.79 euros per preferred share qualifying for a dividend, with corresponding adjustment of the payout totals and of the retained earnings carried forward to the following year.

According to Section 58 (4) sentence 2 AktG, the entitlement to dividends falls due on the third business day following the Annual General Meeting, i.e. on Thursday, April 12, 2018. No provision can be made for an earlier due date (Section 58 (4) sentence 3 AktG).

### **3. Resolution to approve and ratify the actions of the Personally Liable Partner**

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the actions of the Personally Liable Partner be approved and ratified for fiscal 2017.

### **4. Resolution to approve and ratify the actions of the members 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 officiating in fiscal 2017 be approved and ratified for that fiscal year.

### **5. Resolution to approve and ratify the actions of the members 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 officiating in fiscal 2017 be approved and ratified for that fiscal year.

### **6. Resolution on the appointment 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 fiscal 2018**

Concurring with the recommendations of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, be appointed as auditor of the annual financial statements and of the consolidated financial statements and as examiner for review of the financial report for the first six months of fiscal 2018.

Neither the recommendation by the Audit Committee to the Supervisory Board nor the Supervisory Board's proposal was unduly influenced by any third party. Similarly, there were no regulations or arrangements in place that might have limited the options for auditor selection.

## **7. Resolution on a supplementary election to the Supervisory Board**

Mr. Johann-Christoph Frey has resigned his mandate as shareholder representative with effect from the end of this Annual General Meeting in order to join the Shareholders' Committee.

Pursuant to Section 96 (1) of the German Stock Corporation Act [AktG] in conjunction with Section 7 (1) sentence 1 no. 2 of the German Codetermination Act 1976 and Article 12 (1) of the Articles of Association, the Supervisory Board consists of eight shareholder representatives and eight employee representatives. In accordance with Section 96 (2) sentence 1 AktG, the Supervisory Board must consist of at least 30 percent women and at least 30 percent men (statutory minimum proportion).

The minimum proportion applies to the Supervisory Board as a whole. If, on the basis of a resolution passed by a majority vote prior to the election, the shareholder and/or employee representatives demonstrate to the Chair of the Supervisory Board their opposition to such overall proportionality, the minimum proportion for this election must be met separately by the shareholders side and the employees side (Section 96 (2) sentence 3 AktG). In all cases, fractional numbers shall be mathematically rounded up or down to a whole number of persons.

Both the shareholder representatives and the employee representatives objected in accordance with Section 96 (2) sentence 3 AktG to overall proportionality, meaning that at least two seats on the Supervisory Board must be occupied by women and men on both sides in order to meet the statutory minimum proportion.

Of the shareholder representatives, two women and six men are currently represented on the Supervisory Board, meaning that the minimum proportion is currently met by the shareholder representatives.



The proposal for election below complies with the recommendation of the Nominations Committee and takes into account the objectives adopted by the Supervisory Board for its composition as well as the aforementioned statutory provisions with due consideration being given to the company-specific situation in accordance with Section 5.4.1 of the German Corporate Governance Code [DCGK], and the profile of skills and expertise for the Supervisory Board prepared by it. In the event of a corresponding election, the statutory minimum proportion pursuant to Section 96 (2) sentence 1 AktG continues to be fulfilled, i.e. each gender is represented with at least two seats on the shareholder representatives' side.

The Supervisory Board proposes that

**Mr. Philipp Scholz**

Lecturer/Adjunct Professor at the Humboldt University of Berlin, Berlin

No memberships of a statutory supervisory/administrative board in Germany or comparable German or foreign oversight bodies

be elected as a shareholder-representative member of the Supervisory Board with effect from the end of this Annual General Meeting for the remaining term of office of the Supervisory Board, i.e. for the period up to the end of the Annual General Meeting which resolves on approval and ratification of the actions of the Supervisory Board for fiscal 2019 (expiry of Annual General Meeting 2020).

Pursuant to Section 5.4.1 of the German Corporate Governance Code, it is hereby declared that Philipp Scholz is a member of the Henkel Family Share-Pooling Agreement or is personally related to such members, who in aggregate hold a majority of the ordinary shares issued by the Corporation.

In accordance with Section 5.4.1 of the German Corporate Governance Code, the Supervisory Board has satisfied itself that the candidate is able to devote the expected amount of time required.

## **8. Resolution on a supplementary election to the Shareholders' Committee**

Mr. Boris Canessa resigned his seat on the Shareholders' Committee with his departure effective as of the end of April 30, 2017. Pursuant to Article 27 (1) of the Articles of Association, the Shareholders' Committee consists of at least five and at most ten members appointed by the Annual General Meeting.

The Shareholders' Committee and the Supervisory Board propose that

**Mr. Johann-Christoph Frey**

Private investor, Klosters (Switzerland)

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be elected with effect from the end of this Annual General Meeting as a member of the Shareholders' Committee for the remaining term of office of the Shareholders' Committee, i.e. for the period up to the end of the Annual General Meeting which resolves on approval and ratification of the actions of the Shareholders' Committee for fiscal 2019 (expiry of Annual General Meeting 2020).

Pursuant to Section 5.4.1 of the German Corporate Governance Code, it is hereby declared that Johann-Christoph Frey is a member of the Henkel Family Share-Pooling Agreement or is personally related to such members, who in aggregate hold a majority of the ordinary shares issued by the Corporation.

## II. Further information and advisories

### 1. Total number of shares and voting rights

As of the date of this Notice of Convocation of the Annual General Meeting, the capital stock of the Corporation amounted to 437,958,750.00 euros. This is divided into a total of 437,958,750 bearer shares of no par value with a proportional nominal value of 1.00 euros 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. Preferred shares with no voting rights cannot be used to vote in the Annual General Meeting; Section 140 (2) sentence 1 German Stock Corporation Act [AktG] does not apply in this case.

### 2. Conditions of participation in the Annual General Meeting and of exercising voting rights

#### Registration

In accordance with Article 20 of the Articles of Association in conjunction with Section 123 (2) and (4) German Stock Corporation Act [AktG], only those shareholders (holders of ordinary and/or preferred shares) who, by the end of **April 3, 2018 (24:00 hours/midnight CEST)**, present to the Corporation a special validation issued by their depositary/custodial bank confirming ownership of shares shall be entitled to attend – either in person or represented by their proxyholder – the Annual General Meeting and to exercise voting rights (ordinary shares only). Said validation should be sent in text form to the following address:

**Henkel AG & Co. KGaA**

**c/o Computershare Operations Center**

**80249 München (Munich)**

**or by fax: +49 (0) 89 30903-74675**

**or by email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

The validation of share ownership must relate to the start of the **21st day prior to the Annual General Meeting (Record Date), that is, to the beginning of March 19, 2018 (00:00 hours CET)**. In the case of shares not held in a securities depositary managed by a bank or a custodial financial services institution at the relevant time, certification of share ownership may be provided by the Corporation

or by a notary, by a central depository of securities or another bank or financial services institution.

The registration and validation documentation must be in either German or English. Validation may be provided in text form.

The Record Date is the cutoff date for determining share ownership for participation in the Annual General Meeting and exercising voting rights. Pursuant to Section 123 (4) sentence 5 AktG as related to the Corporation in respect of participation in the Annual General Meeting (holders of ordinary and holders of preferred shares) or for exercising voting rights (holders of ordinary shares only), only shareholders who have validated share ownership will be recognized as such.

In the event of doubt as to the correctness or authenticity of the validation, 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 exercising of voting rights (Article 20 (3) of the Articles of Association).

### **Free disposability of shares**

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

Normally, the depository institutions take care of the registration formalities and presentation of the validation of shareholdings on behalf of their clients. On receipt of their registration and validation of their ownership of shares, shareholders will be sent admission cards allowing participation in the Annual General Meeting, together with the relevant proxy assignment forms or postal vote forms, by the Registration Office. In order to ensure the timely receipt of these admission cards, we ask that shareholders intending to attend the Annual General Meeting request an admission card from their depository bank at the earliest possible time.

To ensure efficient organization of the Annual General Meeting, we request that shareholders register early, and that they only register if

they seriously intend to participate in the Annual General Meeting. Having an admission card is not a prerequisite for participation. Its purpose is merely to facilitate the organizational procedures. If you do not receive your admission card in time despite proper registration, the relevant participation documents can be issued to you at the venue on the day of the Annual General Meeting.

### **3. Postal voting procedure**

Shareholders not attending the Annual General Meeting personally may exercise their voting rights (ordinary shares only) by way of the postal voting system. In this case, too, shareholders need to register and present validation of their share ownership in the required form and within the deadlines indicated (cf. Item 2 above).

Postal voting can be effected in writing (i.e. by conventional mail) or through electronic communications.

If submitting a written postal vote, please ensure that you only use the admission card sent to you with voting table for this purpose. Postal votes submitted by conventional mail must reach the Corporation in text form at the address shown at the bottom of the form **by April 6, 2018 (24:00 hours/midnight CEST)**. Voting rights can also be exercised electronically via the internet (Henkel Investor-Portal) subject to compliance with the procedures laid down by the Corporation.

Postal votes may be withdrawn or amended while in transit, right up to the time when they can be cast at the Annual General Meeting.

Opting for a postal vote does not prevent a shareholder from attending the Annual General Meeting. Personal attendance at the Annual General Meeting results in the automatic withdrawal of postal votes already submitted.

If both postal votes and proxies/instructions are received by proxy-holders of the Corporation, the postal votes will be given precedence.

Please note, however, that when selecting the postal voting option, you will not be able to vote on counter motions made or on 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, object to Annual General Meeting resolutions, pose questions or submit motions.

If an individual vote is to be taken on an item on the agenda, the instructions given shall apply to each individual sub-item.

You can find further instructions on an advisory leaflet which is available to shareholders together with further information on the internet ([www.henkel.com/agm](http://www.henkel.com/agm); [www.henkel.de/hv](http://www.henkel.de/hv)).

#### **4. Voting, assignment of powers of representation (proxies) and proxy voting procedures**

##### **Assigning power of representation (proxy) to third parties**

Shareholders who do not want to participate personally at the Annual General Meeting can appoint a representative (proxyholder) to attend on their behalf, to exercise their shareholder rights and – if they own ordinary shares – exercise their voting rights. In this case, too, shareholders need to register and present validation of their share ownership in the required form and within the deadlines indicated (cf. Item 2 above).

The assignment of a proxy, its revocation/cancelation and verification of such power of representation to the Corporation must be in text form unless otherwise stipulated below. Revocation may also be effected by the shareholder personally attending the Annual General Meeting.

Shareholders can assign powers of representation to their chosen proxyholders by completing the proxy form (information to be provided in text form) printed on the admission card and passing it to their assigned representative (proxyholder) who, on presentation of said form at the Annual General Meeting, will receive in exchange for the admission card form, voting card documents (holders of ordinary shares only) or a participation document (holders of preferred shares). Alternatively, powers of representation (proxies) can be also assigned electronically via the internet by using the data on the admission card in accordance with the procedures laid down by the Corporation.

When assigning powers of representation to banks, similar institutions or corporate entities (Sections 135 (10) and 125 (5) German Stock Corporation Act [AktG]) or persons pursuant to Section 135 (8) AktG, and in particular shareholder associations, the law neither stipulates a text form, nor do the Articles of Association contain any special provision governing such actions. For this group of proxyholders, therefore, the assignment of powers of representation (proxies) should be as required by the assignee (i.e. the prospective proxyholder). According to the law, in such cases, the power of representation must be granted to a specific authorized representative and be verifiably recorded by the authorized assignee. The power of representation assignment form must also be complete and may only contain declarations relating to the exercise of voting rights. However, violation of this and certain other requirements specified in Section 135 AktG relating to the authorization of a bank, a shareholders' association or other persons, institutions or companies of equal standing in accordance with Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) AktG does not affect the effectiveness of the voting.

### **Assigning powers of representation to proxyholders in the employ of the Corporation**

As usual, we also offer our ordinary shareholders the option of being represented at the Annual General Meeting by proxyholders nominated by the Corporation. In this case, too, shareholders need to register and present validation of their share ownership in the required form and within the deadlines indicated (cf. Item 2 above). Holders of ordinary shares wishing to avail themselves of this facility can use the proxy/instruction form printed on the admission card for the Annual General Meeting, and issue their instructions accordingly. However, only instructions relating to the proposals for resolution announced by the Corporation prior to the Annual General Meeting are possible, including any proposal on profit appropriation amended in the Annual General Meeting as described under Item 2 on the Agenda, or relating to previously announced proposals for resolution from shareholders submitted prior to the Annual General Meeting by the Corporation in response to a request made by a minority per Section 122 (2) German Stock Corporation Act [AktG], as a countermotion per Section 126 (1) AktG or as a nomination for election per Section 127 AktG. The proxyholders nominated by the Corporation can only

cast votes on agenda items for which the shareholder has given an explicit and clear voting instruction. In case there is no such voting instruction, the proxyholders will abstain from voting on the specific agenda item. The proxyholders are obliged to cast the votes as instructed and may not exercise voting rights at their own discretion. If an individual vote is to be taken on an item on the agenda, the instructions given shall apply to each individual subitem. Holders of ordinary shares wishing to avail themselves of this facility must submit their appropriately completed proxy form (in text form) to the address given in the proxy form **by April 6, 2018 (24:00 hours/ midnight CEST)** at the latest. Please note that proxyholders cannot accept instructions or commissions to speak, lodge appeals against Annual General Meeting resolutions, nor instructions or commissions relating to procedural motions, nor can they ask questions or propose motions.

Using the data on the admission card, shareholders can also – as an alternative – assign powers of representation (proxies) electronically via the internet to proxyholders nominated by the Corporation by following the procedures laid down by the Corporation.

If a shareholder appoints more than one proxyholder, the Corporation may reject one or several of these per Section 134 (3) sentence 2 AktG.

You can find further instructions on an advisory leaflet which is available to shareholders together with further information on the internet ([www.henkel.com/agm](http://www.henkel.com/agm); [www.henkel.de/hv](http://www.henkel.de/hv)).

##### **5. Partial broadcast of the Annual General Meeting via the internet**

By order of the Chairperson of the Annual General Meeting, the opening of the Annual General Meeting and the address given by the Chairperson of the Management Board may be transmitted live via the internet. This live broadcast does not enable participation in the Annual General Meeting in the sense of Section 118 (1) sentence 2 German Stock Corporation Act [AktG].



## **6. Additional agenda item proposals requested by a minority pursuant to Section 122 (2) German Stock Corporation Act [AktG]**

Ordinary and/or preferred shareholders whose shareholdings together equate to one twentieth of the capital stock or a proportional share of the capital stock equivalent to 500,000.00 euros – corresponding to 500,000 ordinary or preferred shares or a combination of the two classes – can request that items be included on the agenda and announced accordingly.

Applicants are required to prove that they have owned the shares for at least 90 days prior to the date on which the request is received, and that they retain ownership of the shares until the decision on the request by the Management Board. Calculation of share ownership shall be in accordance with Section 70 AktG. Section 121 (7) AktG also applies as appropriate. According to said provisions, the date of receipt of the request is not to be included in the count. Shifting the date from a Sunday, a Saturday or a public holiday to a work day before or after cannot be entertained. Thus, Sections 187 to 193 of the German Civil Code are not applicable.

Each new item must be accompanied by a justification or a motion for resolution or amendment. Such request must be addressed in writing to the Management Board and be received by the Corporation by the end of **March 9, 2018 (24:00 hours/midnight CET)**. Corresponding requests should be sent to the address indicated in Item 7 below.

Amendments and supplements to the AGM agenda that need to be announced in advance must – unless already announced in the Notice of Convocation – be announced immediately on receipt of the request in the same way as the Notice of Convocation. They will also be made available on the internet ([www.henkel.com/agm](http://www.henkel.com/agm); [www.henkel.de/hv](http://www.henkel.de/hv)).

## **7. Countermotions and election nominations pursuant to Sections 126 (1) and 127 German Stock Corporation Act [AktG]**

Ordinary and/or preferred shareholders can submit countermotions in relation to proposals submitted by the Personally Liable Partner and/or Supervisory Board and/or Shareholders' Committee on individual agenda items, and may also submit nominations for the elections detailed on the agenda (Sections 126 (1) and 127 AktG).

Any countermotions (with justification) or election nominations by shareholders pursuant to Sections 126 (1) and 127 AktG should be exclusively submitted to the address immediately below; countermotions or election nominations submitted in some other way cannot be considered.

**Henkel AG & Co. KGaA**

**– Annual General Meeting 2018 –**

**Investor Relations**

**Henkelstrasse 67**

**40589 Düsseldorf, Germany**

**or by fax: +49 (0) 211 798-2863**

**or by email: [investor.relations@henkel.com](mailto:investor.relations@henkel.com)**

Countermotions (with justification) or election nominations by shareholders requiring announcement – possibly containing amended content per Section 127 sentence 4 AktG – will, on receipt, be made available together with the name of the proposing shareholder on the Corporation's website ([www.henkel.com/agm](http://www.henkel.com/agm); [www.henkel.de/hv](http://www.henkel.de/hv)). Countermotions or election nominations received at the address indicated above by the end of **March 25, 2018 (24:00 hours/ midnight CEST)** will be included for consideration. A countermotion does not need to be made accessible if one of the grounds for exclusion in accordance with Section 126 (2) AktG exists. The grounds for a countermotion also do not need to be made accessible if the total number of characters is more than 5,000. Election nominations per Section 127 AktG do not need to be made available if they do not contain the name, profession and domicile of the proposed candidates, and, in the case of nominations for the election of Supervisory Board members, details relating to the membership of other statutory supervisory boards and oversight committees. Any response from Management will likewise be made available on the web address indicated.

Shareholders are requested to validate their ownership of shares at the time of submitting the motion.

The right of any shareholder to submit countermotions relating to the various items on the agenda during the Annual General Meeting, and to propose candidates for election as Supervisory Board and/or Shareholders' Committee members, or to submit proposals regarding the appointment of auditors, even if such motions were not previously submitted to the Corporation within the stipulated timeframe, remains unaffected.

It should be noted that countermotions and election nominations by shareholders may only be voted upon if they have been submitted during the Annual General Meeting, even if they have been submitted to the Corporation in advance and within the stipulated timeframe.

#### **8. Information rights pursuant to Section 131 (1) of the German Stock Corporation Act [AktG]**

Pursuant to Section 131 (1) AktG, each shareholder, whether a holder of ordinary or preferred shares, or shareholder representatives, may at the Annual General Meeting verbally request and require of the Personally Liable Partner that it provide information on Corporation matters, the legal and business relations of the Corporation with affiliated entities, and the position of the Group and of companies included in the consolidated financial statements, where such information is necessary for correctly appraising an item on the agenda and there is no valid right of refusal to provide such information based on reasons cited in Section 131 (3) AktG.

Pursuant to Section 131 (2) sentence 2 AktG in conjunction with Article 23 (2) sentences 3 and 4 of the Corporation's Articles of Association, the Chairperson of the Annual General Meeting may place a reasonable limit on the time afforded under the right of shareholders to speak and ask questions.

**9. Supplementary information/Website via which information required per Section 124a German Stock Corporation Act [AktG] can be accessed**

This Notice of Convocation of the Annual General Meeting with the statutory disclosures and explanations, the documents and motions of shareholders to which access must be provided, and other information and explanations, particularly with regard to participation in the Annual General Meeting, postal voting, the assignment of powers of representation (proxies) and the issuance of instructions to proxyholders, and also relating to shareholder rights per Sections 122 (2), 126 (1), 127 and 131 (1) AktG, can be obtained from the Corporation's website ([www.henkel.com/agm](http://www.henkel.com/agm); [www.henkel.de/hv](http://www.henkel.de/hv)).

The voting results will be made available on the same websites on conclusion of the Annual General Meeting.

This Notice of Convocation was published in the Federal Gazette on **February 22, 2018** and transmitted to other media likely and able to broadcast and disseminate the information throughout the European Union. In the event of discrepancies, the version published in the Federal Gazette shall be solely authoritative.

Düsseldorf, February 2018

Henkel AG & Co. KGaA

Henkel Management AG  
(Personally Liable Partner)

Management Board

**Supplementary information on the candidates proposed under agenda items 7 and 8 for election to the Supervisory Board or Shareholders' Committee**

In addition to the information provided under agenda items 7 and 8, the CVs of the proposed candidates are reproduced below:

**Agenda item 7 – Supplementary election to the Supervisory Board**

**Philipp Scholz**

**Lecturer/Adjunct Professor**

born February 19, 1967 in  
Hanover, Germany



**Career to date**

- |             |   |
|-------------|---|
| Since 2008  | Lecturer/Adjunct Professor at the Humboldt University of Berlin, Berlin<br>Faculty: History of Science, Epistemology and Hermeneutics |
| 2007 – 2008 | Research Associate, Institute for German Literature, Humboldt University of Berlin, Berlin, Germany                                   |
| 2007 – 2008 | Guest Lecturer, University of Leipzig, Leipzig, Germany   |
| 2001 – 2007 | Lecturing assignments at the Humboldt University of Berlin, Berlin, Germany   |
| 1992 – 1994 | Site Manager, Scholz Architectural Practice   |

**Education**

- |             |   |
|-------------|---|
| 1994 – 2000 | Studies of Modern German Literature and History in Hanover, Hamburg and Berlin, Germany |
| 1988 – 1992 | Eurythmy Academy of The Hague, The Hague, The Netherlands                               |

**Memberships of statutory supervisory boards and in comparable German or foreign oversight bodies of commercial enterprises**

None

## Agenda item 8 – Supplementary election to the Shareholders' Committee

### Johann-Christoph Frey

#### Private Investor

Born November 26, 1955 in Düsseldorf, Germany

Member of the Supervisory Board of Henkel AG & Co. KGaA since April 11, 2016



#### Career to date

Since 1986	Private Investor
1983 – 1985	Assistant to the Executive Board, Plaza & Janés, Barcelona, Spain
1980 – 1981	Marketing Manager, Henkel Austria, Vienna, Austria

#### Education

1981 – 1983	MBA, IESE, Barcelona, Spain
1974 – 1980	Master's Degree in Business Administration, Westfälische Wilhelms University (WWU), Münster, Germany
1974	High School Diploma ("Abitur"), Max-Planck-Gymnasium, Düsseldorf, Germany

#### Memberships of statutory supervisory boards and in comparable German or foreign oversight bodies of commercial enterprises

None

**Do you have any questions or suggestions regarding the Annual General Meeting?**

Our AGM Hotline is available on **+49 (0) 211 797-3937**

You can, of course, also send us an email at **[investor.relations@henkel.com](mailto:investor.relations@henkel.com)**

If you have technical questions regarding the use of the Henkel InvestorPortal site, you can call us on **+49 (0) 89 30903-6321** or send us a mail at **[aktionaersportal@computershare.de](mailto:aktionaersportal@computershare.de)**

Our Annual Report, this Notice of Convocation of the Annual General Meeting and other documents are available for downloading at: **<http://www.henkel.com/agm>** or **<http://www.henkel.de/hv>**

Henkel AG & Co. KGaA  
40191 Düsseldorf, Germany  
Phone: +49 (0) 211 797-0  
[www.henkel.com](http://www.henkel.com)