

Henkel AG & Co. KGaA, Düsseldorf

Notice of Convocation of the Annual General Meeting 2016



Excellence is our Passion



Agenda at a Glance

Annual General Meeting 2016

- 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 endorsed by the Supervisory Board, including the corporate governance/corporate management and remuneration reports and the information required according to Sections 289 (4), 315 (4), 289 (5) and 315 (2) of the German Commercial Code [HGB], and presentation of the report of the Supervisory Board for fiscal 2015. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for fiscal 2015**
- 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 Supervisory Board**
- 5. Resolution to approve and ratify the actions of the Shareholders' Committee**
- 6. Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements and the examiner for the financial review of interim financial reports for fiscal 2016**
- 7. Resolution on new elections to the Supervisory Board**
- 8. Resolution on new elections to the Shareholders' Committee**

Notice of Convocation of 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 our
Annual General Meeting
in the Congress Center Düsseldorf,
CCD-Stadthalle entrance,
Rotterdammer Strasse 141,
40474 Düsseldorf, Germany
taking place on
Monday, April 11, 2016, at 10.00 a.m.

Admission is from 8.30 a.m.

I. AGENDA

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 endorsed by the Supervisory Board, including the corporate governance/corporate management and remuneration reports and the information required according to Sections 289 (4), 315 (4), 289 (5) and 315 (2) of the German Commercial Code [HGB], and presentation of the report of the Supervisory Board for fiscal 2015. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for fiscal 2015

Pursuant to Section 171 of the German Stock Corporation Act [AktG], the Supervisory Board has 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 documents mentioned above shall be made available to the Annual General Meeting without the requirement of adoption or approval.

The Personally Liable Partner, the Shareholders' Committee and the Supervisory Board propose that the annual financial statements, stating an unappropriated profit of 766,311,011.08 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 766,311,011.08 euros for fiscal 2015 be applied as follows:

a) Payment of a dividend of 1,45 euros per ordinary share (259,795,875 shares)	= 376,704,018.75 euros
b) Payment of a dividend of 1,47 euros per preferred share (178,162,875 shares)	= 261,899,426.25 euros
c) The remainder to be carried forward to retained earnings	= 127,707,566.08 euros
	<u>= 766,311,011.08 euros</u>

As of the time of this convocation of the Annual General Meeting, the Corporation does not possess treasury shares. According to Section 71b 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 until the Annual General Meeting, a suitably adapted proposal for the appropriation of profit will be submitted to it, providing for an unchanged payout of 1.45 euros per ordinary share qualifying for a dividend and 1.47 euros per preferred share qualifying for dividend, with corresponding adjustment of the retained earnings carried forward to the following year.

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 2015.

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 officiating in fiscal 2015 be approved and ratified for that fiscal 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 officiating in fiscal 2015 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 the examiner for the financial review of interim financial reports for fiscal 2016

Finding itself in agreement 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 the financial review of interim financial reports for fiscal 2016.

7. Resolution on new elections to the Supervisory Board

Pursuant to Article 12 (2) of the Articles of Association as passed by resolution of the 2012 Annual General Meeting, the tenure of the shareholder representatives sitting on the Supervisory Board ends with this year's Annual General Meeting, necessitating new elections. In accordance with Section 101 (1) of the German Stock Corporation Act [AktG], the members of the Supervisory Board representing the shareholders shall be elected by the Annual General Meeting; the Annual General Meeting is not bound by nominations proposed for election.

In accordance with Section 96 (1) AktG in conjunction with Section 7 (1) sentence 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. Pursuant to Section 96 (2) sentence 1 AktG, the Supervisory Board must comprise at least 30 percent women and at least 30 percent men (minimum quota rule).

The minimum quota must be satisfied by the Supervisory Board as a whole. In the event that the shareholder and/or employee representatives raise an objection submitted to the Chair of the Supervisory Board with respect to satisfying the overall quota based on a resolution passed by majority prior to the election, the minimum quota for this election shall be separately satisfied on the part of the shareholders and on the part of the employees (Section 96 (2) sentence 3 AktG). In all cases, figures shall be mathematically rounded up or down to arrive at whole numbers of people.

Both the shareholder representatives and the employee representatives raised objections to fulfilling the overall quota in accordance with Section 96 (2) sentence 3, which means that both the shareholder and the employee representatives must have at least two seats on the Supervisory Board occupied by women and two by men in order to satisfy the minimum quota rule.

The following nominations for election correspond to the recommendations of the Nominations Committee and, notwithstanding the Corporation's specific situation as per Section 5.4.1 of the German Corporate Governance Code, take into account the composition objectives adopted by the Supervisory Board in addition to the above-mentioned statutory regulations. Once elections have been completed, the minimum quota rule pursuant to Section 96 (2) sentence 1 AktG will have been satisfied, i.e. each gender will have at least two seats on the shareholder representative side.

The Supervisory Board proposes that

a) **Dr. rer. nat. Simone Bagel-Trah**

Private Investor, Düsseldorf

Memberships of statutory supervisory / administrative boards in Germany:

Henkel Management AG (Chair)

Bayer AG

Heraeus Holding GmbH

Memberships of comparable supervisory / oversight bodies:

Henkel AG & Co. KGaA (Shareholders' Committee, Chair)

b) **Dr. rer. nat. Kaspar von Braun**

Astrophysicist, Pasadena (USA)

No memberships of statutory supervisory / administrative boards in Germany or comparable domestic or foreign oversight bodies

c) **Johann-Christoph Frey**

Private Investor, Klosters (Switzerland)

No memberships of statutory supervisory / administrative boards in Germany or comparable domestic or foreign oversight bodies

d) **Benedikt-Richard Freiherr von Herman**

Dipl.-Kaufmann, Wain

No memberships of statutory supervisory / administrative boards in Germany or comparable domestic or foreign oversight bodies

e) **Timotheus Höttges**

Chairman of the Executive Board of Deutsche Telekom AG, Bonn

Memberships of statutory supervisory / administrative boards in Germany:

FC Bayern München AG

Telekom Group:

Telekom Deutschland GmbH (Chair)

Memberships of comparable supervisory / oversight bodies:

BT Group plc, UK

Telekom Group:

T-Mobile US, Inc. (Chair), USA

f) Prof. Dr. sc. nat. Michael Kaschke

Chairman of the Executive Board of Carl Zeiss AG,
Oberkochen

Memberships of statutory supervisory / administrative
boards in Germany:
Deutsche Telekom AG

Carl Zeiss Group:
Carl Zeiss Industrielle Messtechnik GmbH (Chair)
Carl Zeiss Meditec AG (Chair)
Carl Zeiss Microscopy GmbH (Chair)
Carl Zeiss SMT GmbH (Chair)

Memberships of comparable supervisory / oversight bodies:
Carl Zeiss Group:
Carl Zeiss Australia Pty. Ltd. (Chair), Australia
Carl Zeiss Far East Co. Ltd. (Chair), China/Hong Kong
Carl Zeiss India (Bangalore) Private Ltd. (Chair), India
Carl Zeiss Pte. Ltd. (Chair), Singapore
Carl Zeiss (Pty.) Ltd., South Africa

g) Barbara Kux

Private Investor, Zurich (Switzerland)

Memberships of comparable supervisory / oversight bodies:
Engie S.A., France
Firmenich S.A., Switzerland
Pargesa Holding S.A., Switzerland
Total S.A., France
Umicore N.V., Belgium

h) Prof. Dr. oec. publ. Theo Siegert

Managing Partner of de Haen-Carstanjen & Söhne, Düsseldorf

Memberships of statutory supervisory / administrative
boards in Germany:
E.ON SE
Merck KGaA

Memberships of comparable supervisory / oversight bodies:
DKSH Holding Ltd., Switzerland
E. Merck OHG

be elected as Supervisory Board members representing the
shareholders for a tenure of four years, i.e. for the period up
to conclusion of the Annual General Meeting that resolves on
approval and ratification of the actions of the Supervisory Board
for fiscal 2019.

Johann-Christoph Frey, who would switch from the Sharehold-
ers' Committee to the Supervisory Board, Benedikt-Richard
Freiherr von Herman and Timotheus Höttges are proposed as
new members. The other candidates already belong to the
Supervisory Board and are proposed for re-election.

In accordance with Section 5.4.1 of the German Corporate
Governance Code, it is hereby declared that Dr. Simone Bagel-
Trah, Dr. Kaspar von Braun, Johann-Christoph Frey and Ben-
edikt-Richard Freiherr von Herman are members of the Henkel
family share-pooling agreement or have a personal relationship
with such members who, in aggregate, hold a majority of the
ordinary shares issued by the Corporation. In the view of the
Supervisory Board, none of the other candidates nominated has
a personal or business relationship notifiable according to this
regulation with Henkel AG & Co. KGaA or its Group companies,
the corporate bodies of Henkel AG & Co. KGaA or a shareholder
with a material interest in Henkel AG & Co. KGaA.

It is intended that candidates will be elected individually.

It is envisaged that Dr. Simone Bagel-Trah will, in the event that
she is elected to the Supervisory Board, will be proposed as a
candidate for Chair of the Supervisory Board.

8. Resolution on new elections to the Shareholders' Committee

Pursuant to Article 28 (1) of the Articles of Association as passed
by resolution of the 2012 Annual General Meeting, the tenure
of the Shareholders' Committee ends with this year's Annual
General Meeting, necessitating new elections.

The Shareholders' Committee and the Supervisory Board pro-
pose that

a) Prof. Dr. oec. HSG Paul Achleitner

Chairman of the Supervisory Board of Deutsche Bank AG,
Munich

Memberships of statutory supervisory / administrative boards
in Germany:
Bayer AG
Daimler AG
Deutsche Bank AG (Chair)

b) Dr. rer. nat. Simone Bagel-Trah

Private Investor, Düsseldorf

Memberships of statutory supervisory / administrative
boards in Germany:
Henkel AG & Co. KGaA (Chair)
Henkel Management AG (Chair)
Bayer AG
Heraeus Holding GmbH

c) Boris Canessa

Private Investor, Düsseldorf

No memberships of statutory supervisory / administrative
boards in Germany or comparable domestic or foreign over-
sight bodies

d) Stefan Hamelmann

Private Investor, Düsseldorf

No memberships of statutory supervisory / administrative boards in Germany or comparable domestic or foreign oversight bodies

e) Dr. rer. pol. h.c. Christoph Henkel

Founding Partner Canyon Equity LLC, London

No memberships of statutory supervisory / administrative boards in Germany or comparable domestic or foreign oversight bodies

f) Prof. Dr. rer. pol. Ulrich Lehner

Former Chairman of the Management Board of Henkel KGaA, Düsseldorf

Memberships of statutory supervisory / administrative boards in Germany:

Deutsche Telekom AG (Chair)
E.ON SE
Porsche Automobil Holding SE
ThyssenKrupp AG (Chair)

g) Dr.-Ing. Dr.-Ing. E.h. Norbert Reithofer

Chairman of the Supervisory Board of Bayerische Motoren Werke AG, Munich

Memberships of statutory supervisory / administrative boards in Germany:

Bayerische Motoren Werke AG (Chair)
Siemens AG

h) Konstantin von Unger

Partner, Quarton International AG, London

Memberships of statutory supervisory / administrative boards in Germany:

Henkel AG & Co. KGaA

Memberships of comparable supervisory / oversight bodies:
Ten Lifestyle Management Ltd., UK

i) Jean-François van Boxmeer

Chairman of the Executive Board of Heineken N.V., Amsterdam

Memberships of domestic or foreign oversight bodies comparable with a statutory supervisory / administrative board in Germany:

Mondelez International Inc., USA

j) Werner Wenning

Chairman of the Supervisory Board of Bayer AG, Leverkusen

Memberships of statutory supervisory / administrative boards in Germany:

Bayer AG (Chair)
E.ON SE (Chair)
Henkel Management AG
Siemens AG

be elected as Shareholders' Committee members for a tenure of four years, i.e. for the period up to conclusion of the Annual General Meeting that resolves on approval and ratification of the actions of the Shareholders' Committee for fiscal 2019.

Boris Canessa, who intends to switch from the Supervisory Board to the Shareholders' Committee, is proposed as a new member. The other candidates already belong to the Shareholders' Committee and are proposed for re-election.

In accordance with Section 5.4.1 of the German Corporate Governance Code, it is hereby declared that Dr. Simone Bagel-Trah, Boris Canessa, Stefan Hamelmann, Dr. Christoph Henkel and Konstantin von Unger are members of the Henkel family share-pooling agreement or have a personal relationship with such members who, in aggregate, hold a majority of the ordinary shares issued by the Corporation. In the view of the Shareholders' Committee and of the Supervisory Board, none of the other candidates nominated has a personal or business relationship notifiable according to this regulation with Henkel AG & Co. KGaA or its Group companies, the corporate bodies of Henkel AG & Co. KGaA or a shareholder with a material interest in Henkel AG & Co. KGaA.

It is intended that candidates will be elected individually.

It is envisaged that Dr. Simone Bagel-Trah will, in the event that she is elected to the new Shareholders' Committee, will be proposed as a candidate for Chair of the Shareholders' Committee.

II. FURTHER INFORMATION AND ADVISORIES**i. Total number of shares and voting rights**

As of the time of this 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 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. The preferred shares do not carry any voting rights in the Annual General Meeting, neither under the conditions laid down in Section 140 (2) sentence 1 AktG.

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

Note

In accordance with Article 20 of the Articles of Association in conjunction with Section 123 (4) AktG, only those shareholders (holders of ordinary and/or preferred shares) who, by the end of **April 4, 2016** (24:00 hours/midnight CET), 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 proxy-holder – the Annual General Meeting and to exercise voting rights (ordinary shares only). This validation should be sent to the following address:

Henkel AG & Co. KGaA
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
E-mail: 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 21, 2016 (00:00 hours/midnight 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 depositary of securities or another bank or financial services institution.

The registration and validation documentation must be in either German or English. A text format is sufficient for validation purposes.

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 depositary 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 depositary 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.

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 by the deadline and present validation of their share ownership (cf. item 2 above).

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

If submitting a postal vote by conventional mail, please ensure that you only use the form sent to you with the admission card for this purpose. Postal votes submitted by conventional mail must reach the Corporation in written text form at the address shown at the bottom of the form by **April 8, 2016**. Voting rights can also be exercised electronically via the internet 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 proposals, pose questions or submit motions.

For further instructions relating to the postal vote option, please refer to the advisory leaflet sent to shareholders together with the admission card. The corresponding information is also available on the internet (www.henkel.com/agm; www.henkel.de/hv).

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

Assigning powers of representation (proxy) to third parties

Shareholders who do not want to participate personally at the Annual General Meeting can appoint a representative (proxy-holder) 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 by the deadline and present validation of their share ownership (cf. item 2 above).

The assignment of a proxy, its revocation/cancellation 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 proxy-holders by completing the proxy form (information to be provided in text form) printed on the admission card and passing it to their assigned representative (proxy-holder) who, on presentation of said form at the Annual General Meeting, will receive in exchange for the admission card form, voting card documents (ordinary shares only) or a participation document (preferred shares). Alternatively, powers of representation (proxies) can be also assigned electronically via the internet with the data on the admission card by following 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) 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 proxy-holders, therefore, the assignment of powers of representation (proxies) should be as required by the assignee (i.e. the prospective proxy-holder).

Assigning powers of representation to proxy-holders 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 proxy-holders nominated by the Corporation. Ordinary shareholders 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. Without such in-

structions, the proxy is invalid. 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 submitted by a minority per Section 122 (2) AktG, as a countermotion per Section 126 (1) AktG or as a nomination for election per Section 127 AktG. The proxy-holders are obliged to cast the votes as instructed and may not exercise voting rights at their own discretion. Ordinary shareholders 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 8, 2016** at the latest. Please note that proxy-holders 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 assign powers of representation (proxies), including those for proxy-holders nominated by the Corporation, and issue instructions electronically via the internet by following the procedures laid down by the Corporation.

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

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 AktG.

6. Additional agenda item proposals requested by a minority pursuant to Section 122 (2) 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 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. Each new item must be accompanied by a justification or a formulated resolution. Such request must be addressed in writing to the Management Board and be received by the Corporation by the end of **March 11, 2016** (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 published/announced in advance must – unless already announced in the Notice of Convocation – be published/announced immediately on receipt of the request in the same way as the Notice of Convocation.

7. Countermotions and election nominations by shareholders pursuant to Sections 126 (1) and 127 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 2016 –
Investor Relations
Henkelstr. 67
40589 Düsseldorf, Germany
Fax: +49 211 / 798 - 2863
E-mail: 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 published together with the name of the proposing shareholder on the Corporation's website (www.henkel.com/agm; www.henkel.de/hv). Countermotions or election nominations received at the address indicated above by the end of **March 27, 2016** (24:00 hours/midnight CET) will be included for consideration. Any response from Management will likewise be published 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 pointed out 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) AktG

Pursuant to Section 131 (1) AktG, each shareholder, whether a holder of ordinary or preferred shares, 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 in appraising an item on the agenda and there is no valid right of refusal to provide such information.

Pursuant to Section 131 (2) sentence 4 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 AktG can be accessed

The Notice of Convocation of the Annual General Meeting with the statutory information 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 proxy-holders, 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; www.henkel.de/hv).

Together with their admission card, shareholders will be sent details pertaining to participation in the Annual General Meeting, postal voting and the appointment of proxy-holders, and the issuance of instructions to same.

The ballot results will be announced on the same websites on conclusion of the Annual General Meeting.

This Notice of Convocation was published in the Federal Gazette on February 25, 2016 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 2016

Henkel AG & Co. KGaA

Henkel Management AG
(Personally Liable Partner)

The Management Board

