
AGENDA AT A GLANCE

NOTICE OF CONVOCAATION
OF ANNUAL GENERAL MEETING
2024

I. AGENDA

II. REMUNERATION REPORT 2023

**III. REMUNERATION SYSTEMS
FOR THE SUPERVISORY BOARD
AND THE SHAREHOLDERS'
COMMITTEE**

IV. FURTHER INFORMATION
AND ADVISORIES

III. REMUNERATION SYSTEMS FOR THE SUPERVISORY BOARD AND THE SHAREHOLDERS' COMMITTEE OF HENKEL AG & CO. KGAA

(Agenda Item 10)

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Remuneration systems for the Supervisory Board and the Shareholders' Committee of Henkel AG & Co. KGaA

Pursuant to Section 113 (1) sentence 2 German Stock Corporation law [Aktiengesetz, AktG], the compensation of Supervisory Board members may be set in the Articles of Association or approved by the Annual General Meeting. The compensation for the Supervisory Board and the Shareholders' Committee was set by the Annual General Meeting as a provision of the Articles of Association (Articles 17 and 33 of the Articles of Association). The Annual General Meeting of Henkel AG & Co. KGaA on April 16, 2021, confirmed the remuneration arrangements for the Supervisory Board and Shareholders' Committee with a majority of 99.96 percent.

Pursuant to Section 113 (3) AktG, the Annual General Meeting shall resolve on the compensation of the members of the Supervisory Board at least every four years, whereby a purely confirmatory resolution of the existing compensation is permissible. The above provisions are applied accordingly to the compensation of the members of the Shareholders' Committee.

Regulation, structure and amounts

The system for the compensation of Supervisory Board members and members of the Shareholders' Committee is based on statutory requirements and takes into account the principles of good corporate governance, in particular the recommendations and suggestions of the German Corporate Governance Code (GCGC).

The following principles in particular are taken into account in structuring the compensation:

- The compensation strengthens the independence of the committee members.
- The compensation is appropriate in relation to the respective tasks of the body.
- Appropriate account is taken of the role and function of the members concerned in the respective body and its committees.

Remuneration is of a purely fixed nature to strengthen impartiality and to avoid conflicts of interest for corporate body members performing their supervisory function. In accordance with GCGC recommendations, remuneration is increased or additional remuneration paid to take account of the responsibility and scope of duties associated with being Chair, Vice Chair or member of a (sub)committee.

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Remuneration is granted on the basis of the duration of the appointment during the financial year. Members who belong to the Supervisory Board or the Shareholders' Committee for only part of the fiscal year are remunerated on a pro rata basis. This shall apply mutatis mutandis to membership of a committee and to the assumption of the chairmanship or deputy chairmanship of the Supervisory Board, the Shareholders' Committee or a committee. If several meetings are held on the same day, the attendance fee shall be paid only once to the members of the Supervisory Board concerned. If a member of the Supervisory Board is also a member of the Supervisory Board of the General Partner and receives remuneration for this, the remuneration granted for the activity on the Supervisory Board of the Company is reduced accordingly. There are no compensation-related agreements between the Company and the members of the Supervisory Board or the members of the Shareholders' Committee that go beyond the provisions of the Articles of Association. There are no provisions for severance payments, pensions or early retirement.

The upper limit of compensation for the respective member of the Supervisory Board or Shareholders' Committee is the sum of fixed compensation, compensation for the individual tasks assumed on the Supervisory Board or Shareholders' Committee and its committees, and attendance fees (Supervisory Board only).

The compensation regulations and the compensation system are regularly reviewed for appropriateness by the General Partner, the Shareholders' Committee and the Supervisory Board; external compensation experts may also be consulted. A comparison is also made with the compensation arrangements of comparable companies to ensure that the level of compensation is in line with the market. Due to the special nature of committee activities, a comparison with the compensation of employees of the Company is generally not meaningful and is therefore not carried out as a rule. At least every four years, and in the event of proposals to amend the compensation regulations, the Annual General Meeting passes a resolution on the compensation of the members of the Supervisory Board and the members of the Shareholders' Committee. The Annual General Meeting may also confirm the existing compensation system.

Corresponding resolution proposals to the Annual General Meeting are submitted by the General Partner, the Shareholders' Committee and the Supervisory Board in accordance with the statutory rules of competence and the Articles of Association, so that there is mutual control between the executive bodies. The decision on the final structure of the compensation system is assigned to the Annual General Meeting. This division of responsibilities counteracts any conflicts of interest. If external compensation experts are consulted, care is taken to ensure that they are independent.

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Compensation amount according to the currently applicable regulations

The currently applicable compensation of the members of the Supervisory Board is governed by Article 17 (Compensation of the Supervisory Board) of the Articles of Association as follows:

- Each member of the Supervisory Board receives a fixed annual compensation of 70,000 euros (Chair: 140,000 euros, Vice Chair: 105,000 euros).
- Members of the Audit Committee receive additional remuneration of 45,000 euros (Chair 90,000 euros).
- Members of the Sustainability Committee receive additional remuneration of 25,000 euros (Chair: 50,000 euros).
- Members of the Nomination Committee receive additional remuneration of 25,000 euros (Chair: 35,000 euros).

Remuneration for members of the Sustainability or Nomination Committee is only paid if the respective committee has been active at least twice in the financial year in order to fulfill its duties.

Supervisory Board members who only belong to the Supervisory Board or a committee for part of a financial year or who have chaired or deputy chaired the Supervisory Board or a committee receive pro rata remuneration.

The currently applicable compensation of the members Shareholders' Committee is governed by Article 33 (Compensation of the Shareholders' Committee) of the Articles of Association as follows:

- Each member of the Shareholders' Committee receives a fixed annual compensation of 100,000 euros (Chair: 200,000 euros, Vice Chair: 150,000 euros).
- Members of the Shareholders' Committee who are also members of one or more subcommittees of the Shareholders' Committee each receive additional remuneration of 100,000 euros (Chair: 200,000 euros).

Members of the Shareholders' Committee who only belong to the Shareholders' Committee or a committee for part of a financial year or who have chaired or deputy chaired the Shareholders' Committee or a committee receive pro rata remuneration.

The higher remuneration allocated to the members of the Shareholders' Committee as compared to the Supervisory Board reflects the fact that, under the Articles of Association, the Shareholders' Committee participates in the management of the corporation.

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Miscellaneous

The members of the Supervisory Board or a committee receive an attendance fee amounting to 1,000 euros for each meeting in which they participate. If several meetings take place on one day, the attendance fee is only paid once. In addition, the members of the Supervisory Board and of the Shareholders' Committee are reimbursed expenses incurred in connection with their positions. Any employer contributions for social insurance arising from Supervisory Board activities or activities on the Shareholders' Committee in accordance with domestic or foreign laws are also paid by the company or reimbursed to the Supervisory Board member or member of the Shareholders' Committee.

The corporation can take out directors and officers insurance (D&O insurance) that also covers members of the corporate bodies. For members of the Supervisory Board and Shareholders' Committee, a deductible amounting to 10 percent per loss event is applied in such cases, subject to a maximum for the fiscal year of one and a half times their annual fixed remuneration.

The corporation provides the members of the Supervisory Board and Shareholders' Committee with technical support, equipment and benefits in kind to an extent that is appropriate for them to exercise their office. The Chairwoman of the Supervisory Board and of the Shareholders' Committee is provided with an office and secretarial support to enable her to perform these duties.

The corporation does not grant any loans or advances to members of the Supervisory Board or the Shareholders' Committee.