

CONVOCATION OF
ANNUAL
GENERAL
MEETING
2025



AGENDA AT A GLANCE

NOTICE OF CONVOCAZIONE
OF ANNUAL GENERAL MEETING
2025

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Annual General Meeting 2025

- 1. Presentation of the annual financial statements, the consolidated financial statements and the combined management report relating to Henkel AG & Co. KGaA and the Henkel Group, each as approved by the Supervisory Board, and the report of the Supervisory Board for the fiscal year 2024. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for the fiscal year 2024**
- 2. Resolution on the appropriation of profit**
- 3. Resolution to ratify the actions of the Personally Liable Partner**
- 4. Resolution to ratify the actions of the members of the Supervisory Board**
- 5. Resolution to 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 for the fiscal year 2025, on the appointment of the examiner for the financial review of the financial report for the first six months of the fiscal year 2025, and also on the appointment of the sustainability reporting auditor for the fiscal year 2025**
- 7. Resolution on a by-election to the Shareholders' Committee**
- 8. Resolution on the renewal of the authorization to hold virtual General Meetings in accordance with Article 19 (4) of the Articles of Association**
- 9. Resolution to approve the 2024 Remuneration Report**
- 10. Resolution to cancel the existing authorized capital and to create a new authorized capital (Authorized Capital 2025) against cash contributions with subscription rights, and to amend the Articles of Association accordingly**

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NOTICE OF CONVOCAATION OF ANNUAL GENERAL MEETING 2025 HENKEL AG & CO. KGAA, DÜSSELDORF

Unique event identifier:

1ee493cb64ceef11b53c00505696f23c

Securities Identification Numbers:

Ordinary shares 604840

Preferred shares 604843

International Securities Identification Numbers:

Ordinary shares DE0006048408

Preferred shares DE0006048432

The shareholders of our Company are herewith invited to attend our

Annual General Meeting

to be held on

Monday, April 28, 2025, 10.00 a.m. (CEST)

at Congress Center Düsseldorf,

Entrance: "CCD Stadthalle,"

Rotterdammer Strasse 141,

40474 Düsseldorf, Germany

Admission is from 8.30 a.m. CEST

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1. Presentation of the annual financial statements, the consolidated financial statements and the combined management report relating to Henkel AG & Co. KGaA and the Henkel Group, each as approved by the Supervisory Board, and the report of the Supervisory Board for the fiscal year 2024. Resolution to approve the annual financial statements of Henkel AG & Co. KGaA for the fiscal year 2024

With the exception of the annual financial statements, the aforementioned documents are part of the Annual Report 2024. The combined management report also includes the corporate governance report, including the corporate governance statement and the disclosures pursuant to Sections 289a (1), 315a (1) of the German Commercial Code (Handelsgesetzbuch – HGB), each as amended.

Pursuant to Section 171 of the German Stock Corporation Act (Aktengesetz – AktG), the Supervisory Board has approved 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 by the Annual General Meeting; the other aforementioned documents shall be made available to the Annual General Meeting without the requirement of further resolution. They are available on the internet at <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German) and will be viewable during the Annual General Meeting.

The Personally Liable Partner, the Supervisory Board and the Shareholders' Committee propose that the annual financial statements of Henkel AG & Co. KGaA, stating an unappropriated profit of 2,921,709,194.73 euros, be approved as presented.

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2. Resolution on the appropriation of profit

The Personally Liable Partner, the Supervisory Board and the Shareholders' Committee propose that the unappropriated profit of Henkel AG & Co. KGaA for the fiscal year 2024 in the amount of 2,921,709,194.73 euros be used as follows:

- | | |
|--|---------------------------------|
| a) Payment of a dividend of
2.02 euros per ordinary share
entitled to a dividend for the fiscal year 2024
(256,505,172 shares) | = 518,140,447.44 euros |
| b) Payment of a dividend of
2.04 euros per preferred share
entitled to a dividend for the fiscal year 2024
(162,856,627 shares) | = 332,227,519.08 euros |
| c) Carried forward as retained earnings | = 2,071,341,228.21 euros |
| | = <u>2,921,709,194.73 euros</u> |

The proposal for the appropriation of profit takes into account 3,290,703 treasury ordinary shares and 15,306,248 treasury preferred shares, held directly or indirectly by the Company as of the reporting date December 31, 2024, which – pursuant to Section 71b AktG – are not entitled to dividends. If the number of shares qualifying for dividends for the fiscal year 2024 changes between now and the Annual General Meeting, a correspondingly adapted proposal for the appropriation of profit will be submitted to the Annual General Meeting providing for an unchanged payout of 2.02 euros per eligible ordinary share and 2.04 euros per eligible preferred share, with corresponding adjustment of the payout totals and of retained earnings carried forward.

Pursuant to Section 58 (4) sentence 2 AktG, dividends are payable on the third business day following the resolution in the Annual General Meeting, i.e. on Friday, May 02, 2025.

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

The Personally Liable Partner, the Supervisory Board and the Shareholders' Committee propose that the actions of the Personally Liable Partner be approved for the fiscal year 2024.

**4. Resolution to ratify the actions of the members of
the Supervisory Board**

The Personally Liable Partner, the Supervisory Board and the Shareholders' Committee propose that the actions of the members of the Supervisory Board officiating in the fiscal year 2024 be approved for that fiscal year.

**5. Resolution to ratify the actions of the members of
the Shareholders' Committee**

The Personally Liable Partner, the Supervisory Board and the Shareholders' Committee propose that the actions of the members of the Shareholders' Committee officiating in the fiscal year 2024 be approved for that fiscal year.

**6. Resolution on the appointment of the auditor of the annual
financial statements and the consolidated financial statements
for the fiscal year 2025, on the appointment of the examiner
for the financial review of the financial report for the first six
months of the fiscal year 2025, and also on the appointment
of the sustainability reporting auditor for the fiscal year 2025**

In accordance with the recommendation of its Audit Committee, the Supervisory Board proposes the election of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany,

- 6.1 as auditor for the annual financial statements and consolidated financial statements, and as examiner for the financial review of the financial report for the first six months of the fiscal year,

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6.2 and as sustainability reporting auditor pursuant to Directive (EU) 2022/2464 (Corporate Sustainability Reporting Directive)

for the fiscal year 2025.

The Corporate Sustainability Reporting Directive requires member states to introduce respective sustainability reporting. At the time of submitting this notice for publication in the Federal Gazette, a German transposition law for the Corporate Sustainability Reporting Directive is still outstanding. In light of this, a sustainability reporting auditor is to be elected as a precautionary measure in case the German legislative, within the framework of Directive (EU) 2022/2464, explicitly requires such an election by the Annual General Meeting, rather than the sustainability reporting audit automatically falling within the remit of the statutory auditor under the German transposition law.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and, in particular, that no rules within the meaning of Article 16 (6) of the EU Statutory Audit Regulation have been imposed on it that would have restricted the choice of auditor.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, has been the auditor for the Henkel Group since the fiscal year 2020. The consolidated financial statements and the annual financial statements of Henkel AG & Co. KGaA for the fiscal years 2020 to 2022 were signed by Dr. Peter Bartels and Michael Reuther (as the auditor responsible for the audit) and for the fiscal years 2023 and 2024 by Dr. Peter Bartels and Antje Schlotter (as the auditor responsible for the audit).

7. Resolution on a by-election to the Shareholders' Committee

Mr. James Rowan has resigned his mandate effective with the end of our Annual General Meeting 2025 and will therefore leave the Shareholders' Committee at the end of this Annual General Meeting. In accordance with Article 27 (1) and (2) of the Articles of Association, the Shareholders' Committee of the Company is composed of at least five and no more than ten members, all of whom are elected by the Annual General Meeting.

The Supervisory Board and the Shareholders' Committee propose that

Ms. Sabrina Soussan

Former Chief Executive Officer & Chairwoman Suez S.A., Paris, France

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Memberships of statutory supervisory boards in Germany:

None

*Memberships of oversight bodies in Germany or abroad comparable to statutory supervisory/
administrative boards in Germany:*

The Boeing Company, USA

be elected as a member of the Shareholders' Committee with effect from the end of this Annual General Meeting for the remaining term of office of James Rowan, who left the committee early, i.e. for the period until the end of the Annual General Meeting that resolves on the ratification of the actions of the Shareholders' Committee for the 2027 fiscal year.

In the opinion of the Supervisory Board and the Shareholders' Committee, neither Ms. Soussan nor a close family member of said candidate has a personal or business relationship 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 that an objectively judging shareholder would consider decisive for their voting decision. In the opinion of the Supervisory Board and the Shareholders' Committee, Ms. Soussan is independent within the meaning of recommendation C.6 of the German Corporate Governance Code (GCGC).

The Supervisory Board and the Shareholders' Committee have ascertained that Ms. Soussan is able to devote the expected amount of time required to fulfill her mandate.

The curriculum vitae of Ms. Soussan is appended to this notice and is also available via the internet (<https://www.henkel.com/agm> [English] and <https://www.henkel.de/hv> [German]).

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8. Resolution on the renewal of the authorization to hold virtual General Meetings in accordance with Article 19 (4) of the Articles of Association

According to Section 118a AktG, the Articles of Association may authorize the Management Board to provide for the holding of a virtual general meeting. A corresponding provision in the Articles of Association must be limited in time, with a maximum period of five years from the date of entry of the corresponding amendment to the Articles of Association in the Company's commercial register.

At the 2023 Annual General Meeting, a resolution was passed for the first time to authorize the holding of virtual general meetings for a period of two years. Article 19 of the Articles of Association was supplemented accordingly by a new paragraph 4. This authorization expires on June 9, 2025 and is to be extended.

The Personally Liable Partner, the Supervisory Board and the Shareholders' Committee are of the opinion that the virtual general meeting format has proven in principle to be of value. Many DAX companies successfully use the virtual general meeting format. Even though the Personally Liable Partner has not yet made use of the authorization granted, the option of holding general meetings virtually if necessary should be retained in order to be able to decide on the format of the annual general meeting at its discretion in an appropriate and flexible manner and in due consideration of the interests of the shareholders. The virtual general meeting in the format provided for under German Stock Corporation Act (AktG) appropriately safeguards the rights of shareholders and, in particular, provides for direct interaction between shareholders and management during the meeting, approximating to the traditional in-person general meeting. This ensures that in-person and virtual general meetings are equivalent, in line with the intention of the legislator.

The Personally Liable Partner will be authorized to decide separately in advance of future general meetings, taking into account the circumstances of each individual case, whether the meeting is to be held as a virtual or an in-person event. Such a decision will take into account the interests of the Company and its shareholders, in particular the protection of shareholders' rights, the actual content of the agenda of the general meeting and the aspects of health protection, cost and sustainability.

The proposed authorization does not utilize the maximum term of the authorization to amend the Articles of Association of five years permitted under Section 118a (4) sentence 2 AktG. Instead, it is proposed that the authorization be limited in time to June 30, 2027.

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

Article 19 of the Articles of Association (Place and Convening of Meetings) shall be amended by the following new paragraph 4, with the deletion of the current paragraph 4:

"(4) The Personally Liable Partner is authorized to provide that General Meetings held up to June 30, 2027 may be held without the physical presence of the shareholders or their proxies at the venue of the general meeting (Virtual General Meeting)."

9. Resolution to approve the 2024 Remuneration Report

Pursuant to Section 120a (4) sentence 1 AktG, the general meeting of a listed company must resolve on the approval of the remuneration report as prepared by the management board and supervisory board, and as audited, in accordance with Section 162 AktG. The resolution adopted creates neither rights nor obligations. It is not contestable under Section 243 AktG.

In compliance with Section 162 (3) AktG, the Remuneration Report was examined by the auditor to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG have been made. In addition to the statutory requirements, the auditor also examined the content of the report. The audit opinion on the Remuneration Report is appended to the Remuneration Report.

The Personally Liable Partner, the Supervisory Board and the Shareholders' Committee propose that the 2024 Remuneration Report, prepared and audited in accordance with Section 162 AktG, be approved.

The Remuneration Report and the audit opinion will be available online at <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German) from the date the Annual General Meeting is convened. For Annual General Meetings convened from February 1, 2025 onward, the Remuneration Report and the audit opinion in accordance with Section 124 (2) and Section 124a sentence 1 no. 4 AktG (in the version of the Fourth Bureaucracy Relief Act of October 23, 2024) in conjunction with Section 26q Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz – EGAktG) shall no longer be published in the Notice of Convocation.

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10. Resolution to cancel the existing authorized capital and to create a new authorized capital (Authorized Capital 2025) against cash contributions with subscription rights, and to amend the Articles of Association accordingly

The Company's authorized capital as resolved upon by the Annual General Meeting on June 17, 2020 for a total nominal amount of up to 43,795,875 euros (Authorized Capital 2020) expires on June 16, 2025. In order to maintain flexibility in the future with regard to covering any financing needs of the Company, the provision regarding Authorized Capital 2020 currently contained in Article 6 (5) of the Articles of Association shall be cancelled and a new Authorized Capital 2025 with subscription rights shall be created in an amount of up to a nominal total of 81,633,000 euros against cash contributions.

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

- a) Subject to the approval of the Supervisory Board and the Shareholders' Committee, the Personally Liable Partner is authorized, in accordance with the proposed amendment of the Articles of Association as set out under point b) below, to increase the capital stock in the period until April 27, 2030 by up to a total nominal amount of 81,633,000 euros through the issue against cash contributions of up to 81,633,000 new preferred shares without voting rights, which shall be equal to the existing preferred shares in the distribution of profit or the Company's assets.
- b) Authorized Capital 2020 provided for in Article 6 (5) of the Articles of Association shall be canceled and Authorized Capital 2025 shall be created. Article 6 (5) of the Articles of Association shall be reworded as follows:
 - “(5) The Personally Liable Partner is authorized, with the approval of the Supervisory Board and the Shareholders' Committee, to increase the Corporation's capital stock in the period until April 27, 2030 by a total nominal amount of up to 81,633,000 euros by issuing against cash contributions up to 81,633,000 new non-voting bearer preferred shares, these being equivalent to the existing preferred shares in the distribution of profits or corporate assets. The authorization may be utilized to the full extent allowed or in one or several installments. New non-voting preferred shares participate in profits from the beginning of the fiscal year in which they are issued. To the extent permitted by law, the Personally Liable Partner may, with the approval of the Supervisory Board and the Shareholders' Committee and in derogation from Section 60 (2) AktG, determine that the new

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shares shall participate in profits from the beginning of a fiscal year that has already elapsed and for which, at the time of their issuance, no resolution has yet been passed by the Annual General Meeting on the appropriation of profit.

The shareholders shall be granted subscription rights. The new shares can be acquired by one or more credit institutions, securities institutions or by an enterprise pursuant to Section 186 (5) sentence 1 AktG, each to be nominated by the Personally Liable Partner on condition that they offer them for purchase to the shareholders (indirect subscription right).

The Personally Liable Partner is authorized, with the approval of the Supervisory Board and of the Shareholders' Committee, to determine the further details of the capital increase and its implementation, and in particular the issue price (Authorized Capital 2025)."

- c) The Personally Liable Partner is instructed to notify the resolutions under points a) and b) regarding the creation of Authorized Capital 2025 and the cancellation of Authorized Capital 2020, subject to the condition that Authorized Capital 2020 shall only be canceled if Authorized Capital 2025 is duly registered.
- d) The Supervisory Board is authorized to amend the wording of the Articles of Association after complete or partial implementation of the capital increase in accordance with the respective utilization of Authorized Capital 2025 and after expiry of the authorization period."

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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 Company amounts 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 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. Preferred shares with no voting rights cannot be used to vote in the 2025 Annual General Meeting; Section 140 (2) sentence 1 AktG does not apply in this case.

At the reporting date of December 31, 2024, a total of 3,290,703 of the aforementioned shares were treasury ordinary shares and a total of 15,306,248 were treasury preferred shares, from which no rights accrue to the Company. On the aforementioned date, the total number of shares with voting rights was 256,505,172 (disclosed in accordance with Section 49 (1) sentence 1, no. 1, alt. 2 of the German Securities Trading Act [Wertpapierhandelsgesetz – WpHG]).

2. Requirements for the participation in the Annual General Meeting and for exercising voting rights

Registration and validation of share ownership

In accordance with Article 20 of the Articles of Association in conjunction with Section 123 (2) and (4) AktG, only those shareholders who register with the Company in due time are entitled to attend the Annual General Meeting (shareholders with ordinary and/or preferred shares) – in person or by proxy – and to exercise their voting rights (ordinary shares only). The registration as well as validation of share ownership must be received in text form in German or English at the address below **by the end of April 22, 2025 (24:00 hours/midnight CEST)**:

Henkel AG & Co. KGaA
c/o Computershare Operations Center
80249 München (Munich), Germany
or by email: anmeldestelle@computershare.de

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Usually, custodian/depository banks and/or final intermediaries take care of the registration formalities and the issue and presentation of the validation of shareholdings on behalf of their clients. Intermediaries may also send registrations and validations to the Company in accordance with Section 67c (2) sentence 3 AktG via the following SWIFT address:

SWIFT: CMDHDEMXXX; instructions per ISO 20022;

authorization via SWIFT Relationship Management Application (RMA) required.

The validation of share ownership shall be provided in accordance with Section 67c (3) AktG or by means of some other form of proof of share ownership issued by the final intermediary in text form in German or English and shall refer to the closure of business of the 22nd day before the Annual General Meeting (**Record Date**), i.e. **close of business on April 6, 2025 (24:00 hours/midnight CEST)**. In the case of shares not held in a securities depository managed by an intermediary pursuant to Section 67a (4) AktG at the relevant time, validation may be provided by the Company or by a notary, by a bank for the central depository of securities or another custodian/depository bank or financial services institution.

In the event of doubt as to the correctness or authenticity of the validation, the Company 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 Company may refuse participation in the Annual General Meeting and the exercising of voting rights (Article 20 (3) of the Articles of Association).

Admission card/Access to Henkel InvestorPortal

After receipt of the registration and validation of share ownership, admission cards for attendance at the Annual General Meeting will be sent to the shareholders via the registration office. These cards will include forms for mail-in/postal voting and proxy assignment, as well as the access data for the Henkel Investor-Portal. The access-protected Henkel InvestorPortal can be accessed from the Record Date via the Company's website <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German) or by scanning the QR code printed on the admission card. In particular, the portal can be used to grant, amend or revoke proxy to authorized third parties as well as proxy and instructions to the proxies appointed by the Company or to exercise voting rights electronically (postal vote).

In order to ensure the timely receipt of admission cards, we ask shareholders wishing to attend the Annual General Meeting to ensure that their registration and validation are sent as early as possible or to request an admission card from their custodian/depository bank.

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Unlike in the case of the registration and validation, the admission card is not a prerequisite for participation; it merely serves to facilitate the organizational procedures at the admission control desk for entry to the Annual General Meeting. 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.

Significance of the validation deadline/Free disposability of shares

The Record Date is the key cutoff date for participation in the Annual General Meeting and for exercising shareholder rights, and voting rights in particular. Pursuant to Section 123 (4) sentence 5 AktG, in relation to the Company, in respect of participation in the Annual General Meeting (holders of ordinary and holders of preferred shares) or in respect of exercising voting rights (holders of ordinary shares only), only shareholders who have provided the necessary validation as to their status will be recognized as such. The entitlement to participate and the scope of voting rights are measured solely on the basis of the shareholding on the Record Date. The Record Date or the registration is not a barrier to the sale of the shareholding. Shareholders can therefore still dispose of their shares as they wish following registration. Disposal after the Record Date has no effect on the right to participate and the entitlement to exercise voting rights. Persons who do not hold any shares as of the Record Date and only become shareholders thereafter are not entitled to attend and vote unless they acquire proxy rights to do so or receive authorization to exercise such rights. The Record Date has no bearing on any dividend entitlement.

3. Mail-in ballot (postal voting) procedure

Ordinary shareholders may cast their votes without attending the Annual General Meeting by mail-in ballot (postal voting) in person or by proxy. In this case, too, shareholders need to register and present appropriate validation of their share ownership as stipulated (see the detailed explanations under section 2).

Mail-in voting can be carried out as follows: by using the form with the voting table printed on the admission card by letter or email to the addresses indicated on the form; by transmission via an intermediary in accordance with Section 67c AktG – including by SWIFT –; or via the internet-based Henkel InvestorPortal by using the access data printed on the admission card:

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- In the case of votes cast by letter or email or transmitted via an intermediary pursuant to Section 67c AktG – including by SWIFT – the votes cast must be received by the Company in text form **by April 25, 2025 (24:00 hours/midnight CEST)**. Shareholders who wish to use the SWIFT procedure are kindly requested to contact their respective final intermediary, e.g. their custodian/depository bank.
- In the case of mail-in voting via the Henkel InvestorPortal, mail-in votes can be cast **up to the day of the Annual General Meeting until the end of the opening speech by the Chair of the Management Board**. The Henkel InvestorPortal can be accessed as described above under section 2 "Admission card/Access to Henkel InvestorPortal."

Mail-in votes can still be withdrawn or amended by the permitted means of transmission until the end of the period in which they can be cast by such means (time of receipt is decisive). If you complete the voting form on the admission card and send it to us by post, we recommend that you note the access data for the Henkel InvestorPortal printed on it so that you can, if necessary, adjust your vote at a later point in time in the Henkel InvestorPortal. If you vote by mail-in ballot, you will not be listed as a participant in the Annual General Meeting. In such cases, your name will not be included in the list of participants and will not be disclosed.

Opting for a mail-in vote does not prevent a shareholder from attending the Annual General Meeting. Personal attendance at the Annual General Meeting using the QR code printed on the admission card for the respective shares shall be deemed to revoke any mail-in votes already cast.

If no explicit or unambiguous mail-in vote is cast on an agenda item, this shall be deemed an abstention for this agenda item.

4. Voting procedures and representation by proxy

Shareholders who do not wish to attend the Annual General Meeting in person and/or exercise their voting rights in person have the option of being represented by a proxy-holder, for example an intermediary, a shareholders' association, a voting rights advisor within the meaning of Section 134a (1) no. 3, (2) no. 3 AktG, another third party or the proxy-holders nominated by the Company. In this case, too, shareholders need to register and present validation of their share ownership as stipulated (see the detailed explanations under section 2).

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Opting for a proxy does not prevent a shareholder from attending the Annual General Meeting. Personal attendance at the Annual General Meeting using the QR code printed on the admission card for the respective shares shall be deemed to revoke proxy authorizations and instructions already given.

Unless otherwise stipulated below, the assignment of a proxy, its revocation and proof of authorization provided to the Company must be in text form (Section 126b of the German Civil Code [Bürgerliches Gesetzbuch – BGB]) in accordance with Section 134 (3) sentence 3 AktG.

Assigning power of attorney to the proxy-holders nominated by the Company

We offer our ordinary shareholders, aligned to their instructions, the option of being represented at the Annual General Meeting by proxy-holders nominated by the Company.

The authorization of the proxy-holders nominated by the Company can be effected either by using the power of attorney/voting instructions form printed on the admission card or any other power of attorney form by letter or email sent to the addresses indicated in the form, by transmission via an intermediary in accordance with Section 67c AktG – including by SWIFT – or by using the access data printed on the admission card via the Henkel InvestorPortal as follows:

- When sent by letter or email or transmitted via an intermediary in accordance with Section 67c AktG – including by SWIFT – the power of attorney or instruction must be received by the Company in text form by **April 25, 2025 (24:00 hours/midnight CEST)** at the latest. Shareholders who wish to use the SWIFT procedure are requested to contact their respective final intermediary, e.g. their custodian/depository bank.
- Authorizations and instructions may be submitted via the Henkel InvestorPortal **up to the day of the Annual General Meeting until the end of the opening speech by the Chair of the Management Board**. The Henkel InvestorPortal can be accessed as described above under section 2 “Admission card/Access to Henkel InvestorPortal.”

Authorizations and instructions to the proxy-holders nominated by the Company may still be revoked or amended by the permissible means of transmission until the end of the period during which they can be issued (time of receipt is decisive). If you complete the authorization/instruction form on the admission card and send it to us by post, we recommend that you note the access data for the Henkel InvestorPortal printed on it so that you can, if necessary, adjust your instructions at a later point in time via the Henkel InvestorPortal. If you authorize a proxy-holder nominated by the Company, both their name and the shareholder’s name will be included in the list of participants at the Annual General Meeting.

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The proxy-holders nominated by the Company are limited to representing holders of ordinary shares when voting; they cannot be commissioned or authorized to exercise other shareholder rights of holders of ordinary or preferred shares. They can only exercise voting rights on those agenda items for which the principal has provided explicit and unambiguous instructions. If there are no explicit and unambiguous instructions, the proxy-holders will abstain from voting on the respective agenda item. The proxy-holders are obliged to cast the votes as instructed and may not exercise voting rights at their own discretion. The proxy-holders are entitled to grant sub-proxies; the above statements apply accordingly to the sub-proxies.

Authorizing third parties

Shareholders can also be represented by an authorized third party when exercising their shareholder rights, in particular the right to participate and, in the case of ordinary shares, the right to vote, by filling out the power of attorney printed on the admission card (text form) and handing the admission card over to the authorized proxy-holder. The authorized representative can attend the Annual General Meeting by presenting the admission card/power of attorney. Alternatively, powers of attorney may also be granted, revoked or amended by letter or email to the Company addresses indicated on the power of attorney form, by transmission via an intermediary in accordance with Section 67c AktG – including by SWIFT – or by using the access data printed on the admission card via the Henkel InvestorPortal in accordance with the procedure specified by the Company, taking into account the deadlines mentioned in the previous subsection. In such cases, please inform your proxy-holder accordingly and also hand over your admission card to enable the proxy-holder to attend the Annual General Meeting. Assignment of proxies is permissible via any other means in the appropriate form. Use of the access data by the proxy-holder shall also be deemed proof of the authorization. Please explicitly draw your proxy-holder's attention to the statements on data protection and the disclosure of personal data (see the more detailed explanations in section 12).

In the event that intermediaries within the meaning of Section 135 AktG are authorized as proxy-holders, the law does not require the text form, nor do the Articles of Association contain special provisions for such a case. The form required for the authorization must therefore be requested from the respective intermediary to be authorized as a proxy-holder. Pursuant to Section 135 (1) AktG, the power of attorney in these cases must be granted to a specific intermediary and verifiably recorded by that intermediary. The proxy form must also be complete and may only contain declarations relating to the exercise of voting rights. According to Section 135 (7) AktG, however, contravention of this and certain other requirements specified in Section 135 AktG for the authorization of an intermediary does not affect the validity of voting. The above shall apply mutatis mutandis to the assignment of proxies to shareholders' associations, voting rights advisors and persons who make a business offer to shareholders with a view to exercising their voting rights at the Annual General Meeting (Section 135 (8) AktG).

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Authorized persons may also use the mail-in/postal vote (see the more detailed explanations in section 3) or in turn sub-authorize the proxy-holders nominated by the Company to cast votes in accordance with instructions (see the more detailed explanations in the previous subsection).

5. Order of processing the mail-in votes cast, proxies and instructions, and other advisories

Personal attendance at the Annual General Meeting by shareholders or an authorized third party using the QR code assigned to the respective shares shall be deemed to revoke any mail-in/postal votes already cast or any (other) powers of attorney and instructions that may have been issued. When the shareholder or an authorized third party attends in person, mail-in votes, powers of attorney to third parties, or powers of attorney and instructions to the proxy-holders of the Company can no longer be issued via the Henkel InvestorPortal.

If the Company receives declarations of more than one form of voting in due time and form, these will always be given priority in the following descending order, regardless of the time of their receipt: (1) (electronic) mail-in voting, (2) power of attorney and instructions to the proxy-holders nominated by the Company, and (3) authorization of a third party.

If the Company receives several timely declarations in due form for the same form of voting via the same or several transmission channels, the most recently submitted declaration will be given priority. If it is not possible to identify which declaration was submitted last, declarations will be considered in the following descending order of priority: (1) via the Henkel InvestorPortal, (2) via an intermediary in accordance with Section 67c AktG, (3) via email, (4) declarations sent by post.

If the shareholder authorizes more than one person, the Company is entitled to reject one or more of them under the conditions of Section 134 (3) sentence 2 AktG in conjunction with Article 10 (2) of the Shareholders' Rights Directive (Directive 2007/36/EC of the European Parliament and of the Council of July 11, 2007 on the exercise of certain rights of shareholders in listed companies).

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If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, a vote cast by mail-in ballot or an instruction on this agenda item shall also be deemed to be a corresponding vote or instruction for each item of the associated individual vote, unless it is amended or withdrawn.

Voting by mail-in ballot or issuing instructions to the proxy-holders nominated by the Company is only possible for the resolutions proposed by the Management and announced by the Company prior to the Annual General Meeting, including any proposal for the appropriation of profit adjusted by the Management in accordance with the announcement in this regard, and including resolutions proposed by shareholders as a result of a request by a minority in accordance with Section 122 (2) AktG, as a countermotion in accordance with Section 126 (1) AktG or as election proposals in accordance with Section 127 AktG, that were announced or made available by the Company prior to the Annual General Meeting.

A mail-in/postal vote or an instruction regarding the proposal for the appropriation of profit announced under agenda item 2 remains valid even if the proposal for the appropriation of profit is adjusted at the Annual General Meeting, as described under agenda item 2, provided that the vote or instruction is not changed or revoked.

Mail-in votes, proxies and instructions that cannot be unequivocally attributed to a proper registration will not be considered.

6. Partial broadcast of the Annual General Meeting via the internet

By order of the Chair of the Annual General Meeting, the opening of the Annual General Meeting and the speech given by the Chair of the Management Board of the Personally Liable Partner will be transmitted live in the Henkel InvestorPortal and freely available 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.

The recording of the opening as well as the speech by the Chair of the Management Board will be available on the Company's website <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German) after the Annual General Meeting. A draft of the speech by the Chair of the Management Board of the Personally Liable Partner is expected to be available in advance on the internet on April 17, 2025 (<https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> [German]).

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7. Additional agenda item proposals requested by a minority per Section 122 (2) of the 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 shares (ordinary and/or preferred shares) – can request that items be included on the agenda and announced accordingly. In addition, pursuant to Section 87 (4) AktG, the Annual General Meeting may, upon application pursuant to Section 122 (2) sentence 1 AktG, reduce the maximum remuneration for the Management Board determined in accordance with Section 87a (1) sentence 2 no.1 AktG. Each new item must be accompanied by reasoned justification (grounds) or a motion for resolution.

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 mutatis mutandis. 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 considered. Sections 187 to 193 BGB are not applicable.

Such requests must be addressed in writing to the Management Board and be received by the Company **by the end of March 28, 2025 (24:00 hours/midnight CET)**. We kindly ask you to send corresponding requests exclusively to the following address

**Henkel AG & Co. KGaA
Management Board of Henkel Management AG
Henkelstrasse 67
40589 Düsseldorf, Germany**

or in electronic form in accordance with Section 126a BGB, i.e. by email with the addition of the name and with a qualified electronic signature, to

info@ir.henkel.com

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Unless already included in the Notice of Convocation, amendments and additions to the agenda of the Annual General Meeting that need to be announced in advance will 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 <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German) and notified to the shareholders per Section 125 (1) sentence 3 AktG.

If requests for additions to the agenda are to be announced in accordance with the above, any proposed resolutions attached thereto shall be treated at the Annual General Meeting as if they had been submitted verbally at the Annual General Meeting, provided that the shareholder submitting the request is duly authorized and has registered for the Annual General Meeting (for more details, see section 2).

8. Countermotions and election nominations per Sections 126 (1), 127 of the 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 of members of the Supervisory Board and Shareholders' Committee, or of auditors of financial statements or of the sustainability reporting auditors, included on the agenda (Sections 126 (1), 127 AktG).

Any countermotions (with reasoned justification/grounds) or election nominations by shareholders per Sections 126 (1), 127 AktG that need to be made available before the Annual General Meeting should be exclusively submitted to the address indicated below; countermotions or election nominations submitted in some other way cannot be considered.

Henkel AG & Co. KGaA
– Annual General Meeting –
Investor Relations
Henkelstrasse 67
40589 Düsseldorf, Germany
or by email: info@ir.henkel.com

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Countermotions (with reasoned justification/grounds) or election nominations submitted 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 Company's website <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German). Countermotions or election nominations received at the address indicated above **by the end of April 13, 2025 (24:00 hours/midnight CEST)** will be considered.

A countermotion does not need to be made available if one of the grounds for exclusion per Section 126 (2) sentence 1 AktG exists. The grounds for a countermotion also do not need to be made available if the total number of characters is more than 5,000 (Section 126 (2) sentence 2 AktG). Election nominations submitted by shareholders per Section 127 AktG do not need to be substantiated. Nominations for election will only be made available if they contain the name, occupation and place of residence of the person nominated; in the case of the proposed auditor, they must contain the company name and domicile, and in the case of elections to the Supervisory Board, they must contain details of memberships of other statutory oversight bodies. Any response from Management will likewise be made available on the website 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 nominate candidates for election as Supervisory Board and/or Shareholders' Committee members, or to submit proposals regarding the appointment of auditors of financial statements or of sustainability reporting auditors, even if such motions were not previously submitted to the Company within the stipulated timeframe, remains unaffected.

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

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

The exercise of the statutory right to information requires participation in the Annual General Meeting. The requirements for participation in the Annual General Meeting set out in section 2 must be observed for participation to be deemed to have occurred.

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Pursuant to Section 131 (1) AktG, each shareholder, whether a holder of ordinary or preferred shares, or each shareholder representative, may at the Annual General Meeting verbally request of the Personally Liable Partner that it provide information on Company matters, the legal and business relations of the Company with affiliated entities, and the position of the Group and of companies included in the consolidated financial statements, insofar as this information is required in order to appropriately adjudge the item of business set out in 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 Company's Articles of Association, the Chair of the Annual General Meeting may place a reasonable limit on the time afforded under the right of shareholders to speak and ask questions.

10. Receipt of a voting confirmation pursuant to Section 118 (1) sentences 3 to 5, (2) sentence 2 of the German Stock Corporation Act [AktG] and/or proof of the vote count pursuant to Section 129 (5) AktG

Pursuant to Section 118 (1) sentence 3, (2) sentence 2 AktG, when voting rights are exercised electronically, the submitter must receive electronic confirmation from the Company of the receipt of the electronically cast vote in accordance with the requirements set out in Article 7 (1) and Article 9 (5) subparagraph 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 118 (1) sentence 4 AktG. In addition, pursuant to Section 129 (5) sentence 1 AktG, the person voting may request confirmation from the Company within one month of the date of the Annual General Meeting as to whether and how their vote was counted. The Company shall provide the confirmation in accordance with the requirements set out in Article 7 (2) and Article 9 (5) second subparagraph of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 129 (5) sentence 3 AktG. Confirmation of the vote count pursuant to Section 129 (5) AktG can be obtained via the Henkel InvestorPortal within one month of the date of the Annual General Meeting using the credentials on the admission card.

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

This Notice of Convocation of the Annual General Meeting, including the legally required information and explanations, the documents to be made available, the Remuneration Report and the auditor's report, the motions of shareholders, and further information and explanations, in particular on participation in and the proceedings of the Annual General Meeting and on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) AktG, and the information pursuant to Section 125 AktG in conjunction with Implementing Regulation (EU) 2018/1212 are available on the Company's website <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German).

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

This Notice of Convocation is published in the German Federal Gazette 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 German Federal Gazette shall be solely authoritative.

12. Data protection information for shareholders

We process personal data (such as name, address, number of shares, class of shares, type of ownership of shares and Annual General Meeting admission card number) on the basis of applicable privacy/data protection law in order to enable shareholders to participate in – and exercise their rights at – the Annual General Meeting.

The processing of their personal data is legally mandatory for the purpose of preparing for, and your participation in, the Annual General Meeting. The data controller responsible for the processing of such data is Henkel AG & Co. KGaA, Henkelstrasse 67, 40589 Düsseldorf, Germany. The legal framework for the processing of such data is provided by Article 6 (1) sentence 1 point c) of the EU General Data Protection Regulation (GDPR) in conjunction with Sections 118 et seqq. AktG.

Henkel AG & Co. KGaA broadcasts the Annual General Meeting on the internet via the Henkel InvestorPortal and enables shareholders' rights to be exercised via the Henkel InvestorPortal. This may give rise to the processing of shareholders' personal data. Data processing may also be necessary to enable organization of the Annual General Meeting. The legal basis for these processing operations derived from overriding legitimate interests is Article 6 (1) sentence 1 point f) GDPR. Henkel AG & Co. KGaA generally receives the personal data of shareholders via the registration office of the bank/financial services institution which the shareholders

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have entrusted with the safekeeping of their shares (i.e. their custodian/depository bank). In some cases, Henkel AG & Co. KGaA may also receive personal data directly from shareholders.

The service providers of Henkel AG & Co. KGaA appointed for the purpose of preparing and conducting the Annual General Meeting receive from Henkel AG & Co. KGaA only such personal data as are necessary for the execution of the commissioned service, and process the data exclusively in accordance with instructions issued by Henkel AG & Co. KGaA, solely and to the extent necessary for the execution of the commissioned service. All employees of Henkel AG & Co. KGaA and the employees of commissioned service providers who have access to and/or process personal data relating to shareholders or shareholder representatives are obligated to treat such data as confidential. In addition, personal data of shareholders or shareholder representatives exercising their voting rights will be made available to other shareholders and shareholder representatives within the framework of the statutory provisions (in particular the list of participants, Section 129 AktG). This also applies to the announcement of shareholder requests for amendments/additions to the agenda as well as countermotions and election proposals. Henkel AG & Co. KGaA may also be obligated to disclose personal data relating to shareholders or shareholder representatives to other recipients, such as public authorities, for the purpose of complying with statutory notification requirements.

Henkel AG & Co. KGaA erases the personal data of shareholders and shareholder representatives in accordance with the statutory provisions, in particular if the personal data are no longer necessary for the original purposes of collection or processing, if the data are no longer required in connection with any administrative or legal proceedings, and if there are no statutory retention obligations.

Legally, shareholders or shareholder representatives have the right to obtain information about their personal data which have been processed and to request the rectification or erasure of their personal data or the restriction of processing. You can assert these rights against Henkel AG & Co. KGaA free of charge via the email address "datenschutz@henkel.com". In addition, shareholders or shareholder representatives have a right of appeal to the supervisory authorities. If personal data are processed on the basis of Article 6 (1) sentence 1 point f) GDPR, shareholders or shareholder representatives also have a legal right of objection.

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You can contact Henkel's Data Protection Officer by post at the following address:

Henkel AG & Co. KGaA
– Data Protection Officer –
Henkelstrasse 67
40589 Düsseldorf, Germany
or by email: datenschutz@henkel.com

You will find further data protection information on the Company's websites at <https://www.henkel.com/agm> (English) and <https://www.henkel.de/hv> (German).

Düsseldorf, March 2025

Henkel AG & Co. KGaA

Henkel Management AG
(Personally Liable Partner)

The Management Board

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Do you have any questions relating to the Annual General Meeting?

Our Annual General Meeting Hotline is available on **+49 (0) 211 797-3937**.

You can, of course, also send us an email at **info@ir.henkel.com**.

If you have any technical questions regarding the use of the Henkel InvestorPortal, please call the shareholder hotline on **+49 (0) 89 30903-6330** between 9:00 a.m. and 5:00 p.m. (CET/CEST), Monday through Friday, except on German public holidays. The shareholder hotline can be reached by email at **investorportal@computershare.de**.

Our Annual Report, the Notice of Convocation of the Annual General Meeting and other documents are available for download at: **<https://www.henkel.com/agm>** (English) and **<https://www.henkel.de/hv>** (German).

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**Additional information on the candidate proposed under Agenda Item 7
“By-election to the Shareholders’ Committee”**

In addition to the information provided under Agenda Item 7, the curricula vitae of the proposed candidate is reproduced below:

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Sabrina Soussan

**Former Chief Executive Officer &
Chairwoman Suez S.A., Paris, France**

Place of residence: Switzerland

Date of birth: June 01, 1969

Nationality: French, German

**Career**

2022 – 2025	Chairwoman and Chief Executive Officer, Suez S.A., France
2021 – 2022	Chief Executive Officer, dormakaba Holding AG, Zurich, Switzerland
2017 – 2020	Chief Executive Officer, Siemens Mobility GmbH, Erlangen, Germany
2015 – 2017	Chief Executive Officer of High Speed-/Commuter-Trains, Locomotives, Metro and Light Rail, Siemens AG, Erlangen, Germany
2013 – 2015	Vice President and Head of Commuter & Regional Trains, Siemens AG, Erlangen, Germany
2011 – 2013	Vice President Sustainability & Energy Management, Siemens AG, Zug, Switzerland
2009 – 2011	Head of Strategy & Global Account Management Building Automation, Siemens AG, Zug, Switzerland
2008 – 2008	Director Diesel and Gasoline Systems Renault-Nissan, Continental, Regensburg, Germany
2003 – 2008	Director Diesel Systems Renault-Nissan, Siemens VDO Automotive, Regensburg, Germany
1999 – 2003	Different positions as Project Director, Siemens VDO Automotive, Toulouse, France, and Regensburg, Germany
1997 – 1999	Supervisor, Engine & Vehicle Calibration, Siemens Automotive, Toulouse, France
1994 – 1997	Engine Research & Development Engineer, Renault, Paris, France

Education

1992 – 1993	Master of Business Administration, IAE de Poitiers, France, and Dublin University, Ireland
1989 – 1992	Master's Degree in Mechanical & Aeronautical Engineering, École Nationale Supérieure de Mécanique et d'Aérotechnique, Poitiers, France

Memberships of statutory supervisory boards in Germany:

None

Memberships of comparable domestic or foreign oversight bodies of commercial enterprises:

The Boeing Company, USA (Board of Directors)