

*ANNUAL  
GENERAL  
MEETING*

2025

**PROCEDURAL INFORMATION**



**Henkel AG & Co. KGaA, Düsseldorf, Germany**  
**Annual General Meeting Monday, April 28, 2025**

## **Advisories**

### **Procedural information**

#### **Dear Shareholder,**

We warmly welcome you to our Annual General Meeting. On behalf of the Chair of the Meeting, we would like to give you some important information regarding the organizational process, which we kindly ask you to observe. If you are not attending the Annual General Meeting in person but are being represented by an authorized third party at the Annual General Meeting (holders of common and preferred shares), the following information also applies to your proxy-holders.

#### **Registration**

If you are attending the Annual General Meeting in person, please bring the complete admission card/form with you. The top third of the "Shareholder Registration" will be detached to record attendance. The bottom section is for you (see figure below). It serves as proof of your eligibility to attend and must be kept for the entire duration of the meeting. It bears a QR code that is individually assigned to your respective ordinary or preferred shares. With the admission card/form or the printed QR code, you can exercise your respective shareholder rights, in the case of ordinary shares in particular your right to vote, during the Annual General Meeting. Therefore, unlike in previous years, you will no longer receive any attendance or voting card blocks at the registration desk.



**Fahrausweis für VRR**

Freie Hin- und Rückfahrt am 28. April 2025 zur Hauptversammlung der Henkel AG & Co. KGaA mit VRR Verkehrsmitteln (2. Klasse) im gesamten VRR-Raum. Kombi-Tickets sind nicht übertragbar.



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**Ordentliche Hauptversammlung der Henkel AG & Co. KGaA**

Sehr geehrte Damen und Herren,

hiermit erhalten Sie Ihre gewünschte Eintrittskarte für die ordentliche Hauptversammlung der Henkel AG & Co. KGaA, die am 28. April 2025 in Düsseldorf statt-finden wird.

**Sobald Sie nicht persönlich an der Hauptversammlung teilnehmen, stehen Ihnen die nachfolgend genannten Möglichkeiten zur Ausübung Ihrer Aktionärsrechte zur Verfügung:**

- **InvestorPortal**  
Bitte loggen Sie sich unter <https://www.henkel.de/hv> mit folgenden Daten ein:

**Direkt zum InvestorPortal**

**QR-Code scannen und einloggen!**



Eintrittskarten-Nr.: >>>Eintrittskarten-Nr.<<<

Passwort: >>>PIN-Code<<<

Anschließend können Sie Ihre Aktionärsrechte im Zusammenhang mit der Hauptversammlung ausüben.  
Wenn Sie Fragen zum InvestorPortal haben, wenden Sie sich unter [investorportal@computershare.de](mailto:investorportal@computershare.de).  
Für den Fall, dass Sie das unselbstige Formular ausfüllen und an uns zurücksenden, empfehlen wir Ihnen, Ihre hier abgedruckten Zugangsdaten zum Henkel InvestorPortal zu notieren. Dann können Sie ggf. Ihre Vollmacht, Weisungen bzw. Briefwahlstimmen zu einem späteren Zeitpunkt im Henkel InvestorPortal anpassen bzw. widerrufen oder Briefwahlstimmen bzw. Weisungen zu eventuell zugänglich zu machenden Anträgen oder Wahlvorschlägen von Aktionären eingeben bzw. erteilen.  
Bitte beachten Sie die Hinweise in der Einberufung zur Erstellung, Änderung und zum Widerruf von Erklärungen über das InvestorPortal sowie zur **fristgerechten Ausübung des Stimmrechts**.

- **Stimmrechtsausübung mit unselbstigen Formular**  
Zur Ausübung des Stimmrechts können Sie die von der Gesellschaft beauftragten Stimmrechtsvertreter bevollmächtigen oder die Briefwahl nutzen. Die Stimmrechtsvertreter der Gesellschaft können ausschließlich weisungsgebunden das Stimmrecht für Sie ausüben. Hierüber hinausgehende Aufträge werden die Stimmrechtsvertreter der Gesellschaft nicht ausführen. Bitte erteilen Sie unweitig zu jedem Tagesordnungspunkt eine Weisung bzw. üben Ihre Briefwahlstimme aus. Dies gilt ebenso für zugänglich zu machende Anträge bzw. Wahlvorschläge von Aktionären bzw. Aktionären, die auf der Internetseite der Gesellschaft unter <http://www.henkel.de/hv> veröffentlicht werden. Zu anderen Anträgen können den Stimmrechtsvertretern der Gesellschaft keine Weisungen erteilt bzw. Briefwahlstimmen abgegeben werden. Wenn Sie keine Markierung vornehmen, wird dies als Enthaltung gewertet. Doppelmarkierungen werden als ungültig gewertet. Senden Sie das ausgefüllte Formular bitte an folgende Adresse und beachten dabei die in der Einberufung genannten Fristen sowie ggf. die Postaufzeiten.

**Henkel AG & Co. KGaA**  
c/o ComputerShare Operations Center, 80249 München

E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Bitte beachten Sie die weiteren Hinweise in der Einberufung.

- **Vertretung durch eine dritte Person mit unselbstigen Formular**  
Wenn Sie eine dritte Person bevollmächtigen, übergeben Sie bitte die Eintrittskarte mit der unselbstig ausgefüllten Vollmacht sowie den Zugangsdaten an Ihre bevollmächtigte Person oder senden die Vollmacht bzw. deren Nachweis bitte an vorstehende Adresse und beachten dabei die in der Einberufung genannten Fristen sowie ggf. die Postlaufzeiten. Bitte weisen Sie Ihre bevollmächtigte Person ausdrücklich auf die Ausführungen zum Datenschutz und die Weitergabe personenbezogener Daten hin. Bitte beachten Sie die weiteren Hinweise in der Einberufung.
- **Datenschutz**  
Einzelheiten zum Umgang mit personenbezogenen Daten und zu den Rechten nach der EU-Datenschutzgrundverordnung (DSGVO) entnehmen Sie bitte der Einberufung zur Hauptversammlung.

**Mustermann, Max, Musterstadt**

100,00 Aktie(n) - Stämme (Eigenbesitz)



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If you authorize a third party to represent you at the Annual General Meeting (ordinary or preferred shareholders), your proxy-holder must register at the Shareholder Registration Desk [Anmeldung für Aktionäre] on the day of the Annual General Meeting as described above by presenting your admission card and the power of attorney (proxy) granted by you – if applicable, on the back of the admission card, or otherwise. If you have submitted the proxy to the Company via the Henkel InvestorPortal, via an intermediary in accordance with Section 67c AktG – including via SWIFT – or by email, the power of attorney is already stored in our systems. Your proxy-holder will need to show their identity in the form of an ID card, passport or similar photograph-supported evidence.

In the event that you have sent your admission card to the Company by post for the purpose of absentee (mail-in/postal) voting or granting power of attorney, or if you have misplaced it or not received it despite proper registration, you or your proxy-holder can be issued with a replacement card at the Clearing Desk

[Clearing Schalter] upon presentation of an ID card or other photo ID which you or your proxy-holder can use to participate in the Annual General Meeting and to exercise shareholder rights.

We would like to point out that you must present all admission cards in your possession at the entrance desks to ensure that the attendance is fully recorded. If you have not presented all admission cards, we kindly ask you to do so immediately, but no later than the beginning of the voting procedure. This is the only way to ensure that all of the shares you represent can be included in the attendance list and – if they are voting shares – can be included in the voting.

Please note that if you attend the Annual General Meeting in person or authorize a proxy-holder to attend in person using the QR code assigned to the relevant shares,

- no more mail-in votes, powers of attorney to third parties or powers of attorney and instructions to the proxy-holders appointed by the Company can be issued via the Henkel InvestorPortal and
- any mail-in votes already cast or (other) powers of attorney and instructions already issued will be revoked.

The meeting rooms will be open from 8:30 a.m. As in previous years, we will be implementing extensive security measures in the interest of all participants. As part of the personal and baggage inspection, we will have to confiscate dangerous items, such as pocket knives, scissors and even cosmetic sprays, for the duration of the Annual General Meeting; you can pick up such items from storage after leaving the meeting. To avoid unnecessary delays at the admission checks, we kindly request that you refrain from bringing dangerous items and, if possible, bags with you.

#### **Partial broadcast of the Annual General Meeting via the internet/Recordings**

The opening of the Annual General Meeting by the Chair of the Meeting and the speech by the Chair of the Management Board will be transmitted live and freely available on the Henkel InvestorPortal and on the internet. A recording of the opening and of the speech by the Chair of the Management Board will be available on the Company's website (<https://www.henkel.com/agm> [English]; <https://www.henkel.de/hv> [German]) after the Annual General Meeting. There will be no broadcast or video or audio recording of other parts of the Annual General Meeting. The cameras and microphones set up in the hall are used only for video transmission to the screen and the monitors in the assembly building. No other video or audio recordings are permitted.

### Requests to speak, debate and proposals/motions

The discussion of the agenda will take the form of a general debate.

We kindly request that shareholders and shareholder representatives who wish to participate in the discussion of the agenda items submit a request to speak in writing. Please go to the Speaking Requests Desk [Wortmeldetisch] next to the podium in the main hall [Stadthalle] to pick up the appropriate forms. Please present your admission card to our staff at the Speaking Requests Desk so that they can register your name and the number of shares you hold. Please use the form provided to enter the agenda items on which you wish to speak, if possible with keywords for any questions you intend to ask. Our staff will be happy to help and will write down your questions for you.

The registered speakers will be called upon by the Chair of the Meeting. We therefore ask for your understanding that it is not possible for us to ensure that you will speak at a specific time or in a specific order.

In order for the speakers to be heard by all meeting participants, speaking is only allowed from the lectern. To ensure an orderly process, we ask all speakers to be brief.

If you wish to submit procedural motions or countermotions when you are invited to speak, we ask you to formulate these in writing and to hand them in at the Speaking Requests Desk together with your request to speak. You are also welcome to have one of our employees write down your request at the desk. This makes it easier to check how to proceed with the motion and to decide whether you should be given priority to speak so that you can submit and justify your motion.

### Voting

***Only ordinary shares carry voting rights at the Annual General Meeting. Please note the instructions of the Chair of the Meeting regarding voting. Votes can only be cast in the hall (Stadthalle), not in the foyer.***

A computer-based system for determining attendance and votes cast will be used for the voting process. This year, we are also using **tablets** for voting for the first time instead of the usual voting card blocks.

Voting on the individual agenda items will be conducted using the subtraction method unless the Chair of the Meeting orders otherwise. According to this method, only the **NO votes** and **abstentions** are recorded separately. The **YES** votes are then calculated by deducting the abstentions and no votes from the updated attendance. If you wish to vote in favor of **all** agenda items and resolutions proposed by the management, you **do not need to take any action**, as your **YES** votes will be calculated automatically.

The details:

### **Voting process**

It is planned to hold the votes on the individual agenda items [Tagesordnungspunkt or TOP] in one go after the general debate.

Voting will take place using **tablets** that the voting assistants will be carrying in the hall. The voting assistants are distributed evenly throughout the hall to record your vote. Please raise your hand to alert the voting assistant nearest you that you wish to vote.

**Please note:** Shareholders and shareholder representatives who wish to approve the proposals of the Board of Directors for **all agenda items as a whole**, i.e. who wish to vote **YES** across the board, **do not need to take any action** and do not need to alert the voting assistants.

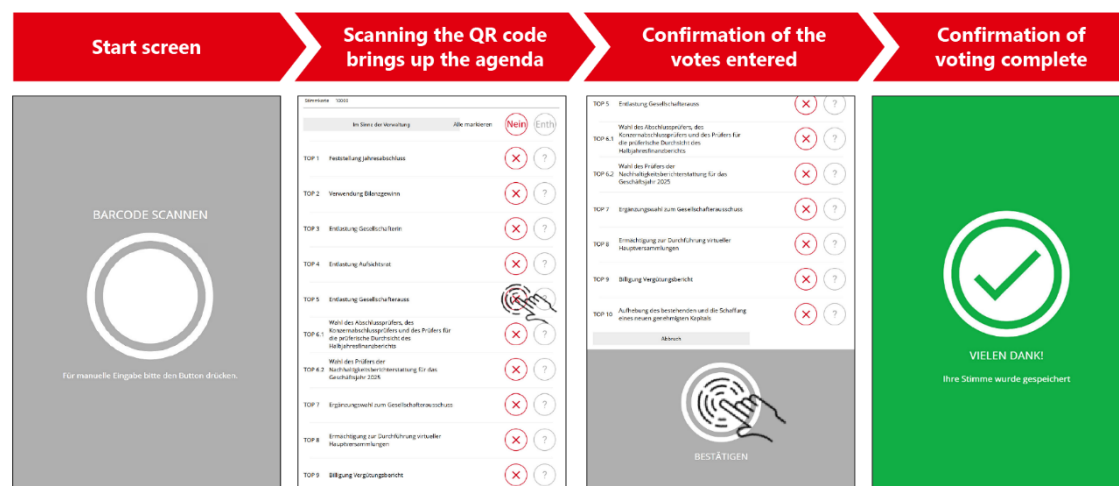
Please remain seated; our voting assistants will approach you with the tablets. First, the QR code printed on your admission ticket will be scanned to identify you and the shares you represent and to activate the voting process on the tablet (see figure below). The agenda items will then appear on the tablet in short form. Each agenda item is assigned a **NO** and an **ABSTENTION field**. You can either cast your vote yourself using the tablet or ask the voting assistant to cast your vote on the tablet for you.

At the very beginning of the voting table, you have the option to vote **NO** or to **ABSTAIN** for **all agenda items**; in this case, you do not have to select each individual agenda item individually.

Otherwise, you have the option of voting either **NO** or **ABSTAIN** for **each individual agenda item** by marking the corresponding NO or ABSTAIN field for the corresponding agenda item. If you wish to vote **YES** for one or more individual agenda items, please **do not cast a vote** for the relevant agenda item(s); i.e. do not put an entry into either of the two fields; this "blank" will then be counted as a **YES** vote in each case.

Since not all agenda items can be displayed on a single page, you will need to scroll down to display further agenda items. The voting assistant will be happy to help you with this as well.

After completing your voting, please check your votes carefully. If you have asked the voting assistant to cast your vote for you on the tablet, they will show you your voting for you to check. If everything is correct, please confirm your votes directly on the tablet below the voting table. You will then receive a message on the tablet that your votes have been successfully recorded. Please note that once you have confirmed your voting, it can no longer be changed.



### Early departure from the meeting/Granting of power of attorney

If you wish to leave the Annual General Meeting before the voting, we kindly ask holders of ordinary shares in particular to note the following:

- You can authorize **another participant** to represent your shareholding. To do so, please contact our staff at the Speaking Requests Desk or Exit Control [Ausgangskontrolle], who will hand over a corresponding power of attorney form to you upon presentation of your admission card. Please fill out the form, hand over your admission card to your proxy-holder and then hand in the form when leaving the attendance area at Exit Control. At the Exit Control, you will be issued with a replacement card with a public transport ticket and your access data for the Henkel InvestorPortal, which you can, if you wish, use to request confirmation of how your votes have been counted.

- You can also authorize the **proxy-holders** nominated by Henkel AG & Co. KGaA to cast your votes by issuing the appropriate power of attorney with instructions
  - at the instruction terminals [Weisungsterminals] provided for this purpose in the foyer,
  - on the back of your admission ticket, and hand it in at the Exit Control when you leave the attendance area; a replacement card with a public transport ticket and your access data for the Henkel InvestorPortal will be issued to you on request, or
  - by completing and submitting a power of attorney and instruction form available at the exit upon presentation of your admission card.

Please issue instructions for each agenda item. If no instruction is available for individual agenda items, the proxy-holders nominated by the Company will abstain from voting on the corresponding agenda item.

- If you are not interested in further representation of your shareholding, please show your admission card at the Exit Control when leaving the attendance area. Scanning your QR code will enable your shares to be subtracted from the attendance total.
- In the event that you hold several admission cards for different share packages, please apply the above procedures for each card.

***To ensure a smooth voting process, we kindly request that you do not leave the meeting during the voting unless you have granted a voting proxy.***

Please note that smoking is NOT permitted anywhere in the meeting building. Likewise, cell phones or similar devices may not be used for phone calls, video or audio recordings in the hall where the meeting is taking place.

Düsseldorf, March 2025

Yours faithfully,

**Henkel AG & Co. KGaA**