



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

SEC. CODE No. 604840 / ISIN: DE0006048408

SEC. CODE No. 604843 / ISIN: DE0006048432

Announcement pursuant to Article 5 (1) (a) of Regulation (EU) No. 596/2014 and Article 2 (1) of Commission Delegated Regulation (EU) 2016/1052

Acquisition of treasury shares (preferred shares and ordinary shares) / Announcement

The share buyback of Henkel preferred shares, ISIN DE0006048432 ("Preferred Shares"), and Henkel ordinary shares, ISIN DE0006048408 ("Ordinary Shares") as resolved by the Management Board of Henkel AG & Co. KGaA with the consent of the Shareholders' Committee on January 28, 2022 and announced in the ad hoc release of even date will commence on February 15, 2022.

In the period from February 15, 2022 to March 31, 2023 at the latest, Preferred and Ordinary Shares with a total value of up to 1 billion euros are to be repurchased. From this total value a portion of up to 800 million euros will be allocated for the Preferred Shares ("Maximum Investment Amount Preferred Shares") and a portion of up to 200 million euros for the Ordinary Shares ("Maximum Investment Amount Ordinary Shares") (all amounts each including incidental acquisition costs).

At a market price of currently approx. EUR 75.62 per Preferred Share (XETRA closing price of February 11, 2022), the Maximum Investment Amount Preferred Shares corresponds to a total of approx. 10,579,211 Preferred Shares. Should the buyback be transacted at prices different from this price, the number of Preferred Shares purchased will change accordingly (with the Maximum Investment Amount Preferred Shares remaining unchanged). However, the number of Preferred Shares purchased in the course of the buyback program must not exceed 12,695,054 (approx. 7.13% of the Preferred Shares issued and approx. 2.90% of the company's capital stock).

At a market price of currently approx. EUR 72.00 per Ordinary Share (XETRA closing price of February 11, 2022), the Maximum Investment Amount Ordinary Shares corresponds to a total of approx. 2,777,777 Ordinary Shares. Should the buyback be transacted at prices different from this price, the number of Ordinary Shares purchased will change accordingly (with the Maximum Investment Amount Ordinary Shares remaining unchanged). However, the number of Ordinary Shares purchased in the course of the buyback program must not exceed 3,333,333 (approx. 1.28% of the Ordinary Shares issued and approx. 0.76% of the company's capital stock).

Henkel intends to hold the repurchased shares initially as treasury shares, reserving the right to cancel them and reduce the capital stock accordingly. The Management Board is thus making use of the authorization granted by the Annual General Meeting of Henkel AG & Co. KGaA on April 8, 2019 to purchase treasury shares (Ordinary and/or Preferred Shares) pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act [AktG], allowing the repurchase of up to 10 percent of the capital stock, until April 7, 2024, which corresponds to 43,795,875 shares. The company currently holds 3,680,552 Preferred Shares as treasury shares already.

Henkel AG & Co. KGaA
D-40191 Düsseldorf
Germany

Ordinary Shares ISIN: DE 0006048408 // Preferred Shares ISIN: DE 0006048432
Listing: Official market Frankfurt a/M sub-segment entailing additional post-admission obligations (Prime Standard), Berlin-Bremen, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart

For further financial instruments see www.henkel.com

A bank will be commissioned to carry out the buyback transactions. The bank will autonomously decide on the timing of the share purchases within the aforementioned period, independent of and uninfluenced by the company. The right of Henkel AG & Co. KGaA to prematurely terminate the bank's mandate in compliance with the relevant legal requirements, and to commission one or several other banks, remains unaffected. The share buyback program may be interrupted and resumed or discontinued at any time in accordance with the relevant legal requirements.

The buyback is to be carried out exclusively on the electronic trading system of the Frankfurt Stock Exchange (XETRA) and in accordance with the authorization granted by the Annual General Meeting of Henkel AG & Co. KGaA on April 8, 2019. Thus, the purchase price paid by the company (excluding incidental acquisition costs) for each repurchased Henkel share must not be more than 10% above or below the arithmetic average price of the Henkel shares of the same class established at the closing auction of the XETRA trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last three trading days prior to conclusion of the contractual obligation to purchase.

Moreover, the bank is obliged to execute the share buyback in accordance with Regulation (EU) No. 596/2014 (Market Abuse Regulation) and Articles 2 to 4 of Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 regarding supplementation of Regulation (EU) No. 596/2014 of the European Parliament and of the Council by technical regulatory standards governing the conditions applicable to buyback programs and stabilization measures (so called safe harbor regulations). In accordance with these regulations, in relation to the class of shares concerned, the purchase price (excluding incidental acquisition costs) for the buyback of the shares may not, among other things, exceed the price of the last independently concluded transaction or, if this is higher, that of the highest independent bid currently being made on the stock exchange where the respective purchase is carried out. Orders are not placed during an auction phase and orders placed prior to the start of an auction phase are not changed during this phase. In addition, the bank may not in total acquire more than 25% of the average daily trading volume of the shares on the stock exchange, on which the respective purchase takes place, on a single day. The average daily trading volume is calculated based on the average daily volume traded in the 20 trading days preceding the specific date of purchase.

The transactions will be disclosed in a manner consistent with the requirements of Article 2 (3) of Commission Delegated Regulation (EU) 2016/1052 no later than at the end of the seventh trading day following their execution.

In addition, Henkel AG & Co. KGaA will report regularly on the progress of the share buyback program on its website under www.henkel.de/ir or www.henkel.com/ir and ensure that the information will be publicly accessible for a period of at least five years from the date of public disclosure.

Düsseldorf, February 14, 2022

Henkel AG & Co. KGaA

Management Board