

Invitation to the Annual General Meeting

Henkel Kommanditgesellschaft auf Aktien, Düsseldorf

Securities ID Numbers:

Ordinary shares 604 840

Preferred shares 604 843

International Securities ID Numbers

Ordinary shares DE 0006048408

Preferred shares DE 0006048432

The shareholders of our Company
are hereby invited to attend the

Annual General Meeting

on

Monday, April 19, 2004, 10.00 a.m.

to be held in the Stadthalle Düsseldorf,

CCD-South (CCD-Süd) entrance,

Congress Center Düsseldorf,

Stockumer Kirchstrasse 61,

40474 Düsseldorf, Germany.

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tative version



A Brand like a friend



Agenda

1. Presentation of the Annual Financial Statements and the Consolidated Financial Statements – both endorsed by the Supervisory Board –, the Management Reports of the Company and of the Group, and the Report of the Supervisory Board for the year ended December 31, 2003. Resolution to approve the Annual Financial Statements of Henkel KGaA for the year ended December 31, 2003

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the annual financial statements be approved as presented and that the amount of EUR 20,545,652.35 be allocated to revenue reserves out of the net earnings for the year of EUR 187,538,394.85.

2. Resolution for the appropriation of profit

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the unappropriated profit of EUR 166,992,742.50 for the year ended December 31, 2003, be applied as follows:

- a) Payment of a dividend of
EUR 1.14 per ordinary share
(on 86,598,625 shares ranking
for the dividend at December 31, 2003)
= EUR 98,722,432.50
 - b) Payment of a dividend of
EUR 1.20 per preferred share
(on 56,891,925 shares ranking
for dividend at December 31, 2003)
= EUR 68,270,310.00
-
- = EUR 166,992,742.50
-

The amount attributable to the treasury stock in the form of ordinary shares or preferred shares acquired after December 31, 2003 will be carried forward.

3. Resolution to ratify the actions of the Personally Liable Partners

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the actions of the Personally Liable Partners be ratified for the year ended December 31, 2003.

4. Resolution to ratify the actions of the Supervisory Board

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Supervisory Board be ratified for the year ended December 31, 2003.

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

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Shareholders' Committee be ratified for the year ended December 31, 2003.

6. Appointment of auditors for fiscal 2004

The Supervisory Board proposes that KPMG Deutsche Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin and Frankfurt am Main, be appointed auditors for the fiscal year 2004.

7. Elections to the Shareholders' Committee

Under article 28 (1) of the Company's Articles of Association (corporation bylaws), the term of office of the Shareholders' Committee comes to an end at the close of this year's Annual General Meeting; new elections are therefore required.

The Shareholders' Committee and the Supervisory Board propose that the following be elected as members of the Shareholders' Committee:

- a) **Dr. Paul Achleitner**
Member of the Board of Allianz AG, Munich,
Germany

*Memberships of statutory
supervisory bodies:*
Bayer AG, Germany,
MAN AG, Germany,
RWE AG, Germany

Group mandate: Allianz Dresdner Asset Management GmbH (ADAM), Germany, Allianz Immobilien GmbH, Germany (Chairman)

Comparable corporate bodies:
ÖIAG, Austria

b) Stefan Hamelmann

Private Investor, Düsseldorf, Germany

Memberships of comparable corporate bodies:
Ecolab Inc., USA

c) Dr. h.c. Ulrich Hartmann

Former Chairman of the Board of E.ON AG, Düsseldorf, Germany

Memberships of statutory supervisory bodies:
Deutsche Bank AG, Germany,
Deutsche Lufthansa AG, Germany,
E.ON AG, Germany (Chairman),
Hochtief AG, Germany,
IKB Deutsche Industriebank AG, Germany (Chairman),
Münchener Rückversicherungs-Gesellschaft AG, Germany (Chairman)

Comparable corporate bodies:
ARCELOR, Luxembourg

d) Christoph Henkel

Private Investor, London, UK

Memberships of statutory supervisory bodies:
Henkel Corp., USA,
The Clorox Company, USA

e) Dr. Jürgen Manchot

Chemist, Düsseldorf, Germany

Memberships of statutory supervisory bodies:
LTS Lohmann Therapie-Systeme AG, Germany

f) Burkhard Schmidt

Managing Director of Jahr Vermögensverwaltung GmbH & Co. KG, Hamburg, Germany

Memberships of comparable corporate bodies:
Jahr Top Special Verlag GmbH & Co. KG, Germany (Chairman),
Lycos Europe N.V., Netherlands

g) Konstantin von Unger

Founding Partner, Blue Corporate Finance, London, UK

Memberships of comparable corporate bodies:
Ten Lifestyle Management Ltd., UK

h) Karel Vuursteen

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

Memberships of comparable corporate bodies:
AB Electrolux, Sweden,
Akzo Nobel nv, Netherlands,
Heineken Holding N.V., Netherlands,
ING Groep nv, Netherlands,
Randstad Holding NV, Netherlands,
Royal Ahold nv, Netherlands

i) Dr. Hans-Dietrich Winkhaus

Former President and Chief Executive Officer of Henkel KGaA, Düsseldorf, Germany

Memberships of statutory supervisory bodies:
BMW AG, Germany,
Degussa AG, Germany,
Deutsche Lufthansa AG, Germany,
Ergo Versicherungsgruppe AG, Germany,
Schwarz-Pharma AG, Germany (Chairman)

j) Albrecht Woeste

Private Investor, Düsseldorf, Germany

Memberships of statutory supervisory bodies:
Allianz Lebensvers.-AG, Germany,
Deutsche Bank AG, Germany

Comparable corporate bodies:
IKB Deutsche Industriebank AG, Germany,
R. Woeste & Co. GmbH & Co. KG, Germany

The nominees already belong to the Shareholders' Committee and are proposed for re-election. In accordance with Art. 28 (1) of the Company's Articles of Association (corporation bylaws) as adapted, the new term of office ends with the close of the Annual General Meeting resolving on ratification for fiscal 2007.

8. Resolution to authorize the purchase of own shares ("treasury stock")

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose the following resolution:

a) The Personally Liable Partners are hereby authorized in accordance with § 71 (1) no. 8 of the German Corporation Act (AktG) to purchase ordinary and/or preferred shares of the Company at any time up to October 18, 2005, subject to the condition that the shares acquired on the basis of this authorization together with the other shares of the Company that the Company has already acquired and still holds shall not exceed 10% in total of the capital stock. Purchases will be made in the market or by means of a public offer addressed to all shareholders. The consideration paid by the Company (excluding incidental costs) for each share purchased in the market must not be more than 5% above or below the opening price of the shares quoted on the XETRA trading system (the electronic securities trading system operated by Deutsche Börse AG) or a comparable successor system on the date when the purchase obligation arises. In the case of a public offer, the consideration paid by the Company for each share must not be more than 5% above or below the average of the closing prices quoted for the Company's shares of the same class on the XETRA trading system or a comparable successor system on the last five trading days prior to the announcement of the offer. If, in the event of a public offer of purchase, the volume of the tendered shares exceeds the envisaged buy-back volume, acceptance shall be effected on a pro-rata basis in accordance with the ratio of the shares tendered in each case to the total volume tendered; provision may be made for priority acceptance of smaller numbers of shares up to 100 of the shares tendered for purchase per shareholder. The Company will make the decision as to the class of shares to be purchased in keeping with the interests

of the shareholders and of the Company and taking into account the approved purposes for such purchases. The authorization to purchase the Company's own shares ("treasury stock") at any time up to October 14, 2004, approved by resolution of the shareholders at the Annual General Meeting held on April 14, 2003, is withdrawn with effect from the date when this new authorization becomes operative.

- b) The authorization can be exercised in full or in installments. The authorization can be exercised for any lawful purpose and in particular for one or more of the purposes specified in c) and d). If it is used for one or more of the purposes specified in c), the pre-emptive rights of existing shareholders are excluded. Moreover, the Personally Liable Partners may, in the case of disposal of purchased treasury stock under the terms of an offer addressed to all shareholders, exclude the pre-emptive rights of the shareholders in respect of fractional entitlements, subject to the approval of the Shareholders' Committee and the Supervisory Board.
- c) The Personally Liable Partners are hereby authorized – subject to the approval of the Shareholders' Committee and of the Supervisory Board – to use the Company's own shares ("treasury stock") for the following purposes:
- (i) to offer and transfer treasury stock to members of the Management Board and certain executive management personnel of the Company and to members of the management boards and certain executive management personnel of certain affiliated companies in Germany and abroad under the current terms of the "Stock Incentive Plan of the Henkel Group" which was approved by resolution of shareholders at the Annual General Meeting held on May 8, 2000. Insofar as members of the Management Board of the Company are among those eligible to participate in the Stock Incentive Plan, the Shareholders' Committee is hereby authorized – subject to the approval of the Supervisory Board – to arrange the offer and transfer of the shares.
 - (ii) to sell or otherwise transfer treasury stock to third parties for the purpose of acquiring businesses, parts of businesses or participating inter-

ests in businesses or for forming business combinations.

(iii) to sell treasury stock against payment in cash by a process other than in the market or by way of an offer addressed to all shareholders, provided that the price paid is not significantly less than the quoted market price of the shares on the date of the sale. In this case, the proportion of the capital stock represented by the shares sold on the basis of this authorization, together with the proportion of the capital stock represented by new shares issued out of authorized capital with the pre-emptive rights of existing shareholders excluded, as permitted under § 186 (3) sentence 4 of the German Corporation Act (AktG), must not exceed a total of 10% of the capital stock in existence at the time of this authorization becoming operative or being exercised.

d) The Personally Liable Partners are also hereby authorized – subject to the approval of the Shareholders' Committee and of the Supervisory Board – to cancel all or part of the treasury stock without any further resolution in General Meeting being required. Cancellation shall be effected by way of capital reduction or such that the capital stock remains unchanged and the proportion of the other shares relative to the capital stock increases as permitted under § 8 (3) of the German Corporation Act (AktG); in the latter case, the Personally Liable Partners are authorized to adjust the number of shares indicated in the Articles of Association (corporation bylaws) accordingly.

Report to the Annual General Meeting regarding Item 8 on the Agenda, as required by § 71 (1) no. 8 and § 186 (4), sentence 2, of the German Corporation Act (AktG)

The authorization proposed under **Item 8** relates to the purchase of the Company's own shares ("treasury stock"). The authorization to purchase the Company's own shares, which was approved at the Annual General Meeting held on April 14, 2003 under item 9 on the Agenda for that Meeting, is only valid until October 14, 2004. It therefore needs to be renewed, together with the authorization to dispose of shares in other ways as permitted under § 71 (1) no. 8, sentence 5 of the German

Corporation Act (AktG) and the authorization to cancel shares as permitted under § 71 (1) no. 8, sentence 6, of the German Corporation Act (AktG). The proposed authorization will enable the Company to realize the benefits associated with the acquisition of its own shares in the interest of the Company and its shareholders.

In acquiring the Company's own shares, the principle of equal treatment as defined under § 53a of the German Corporation Act (AktG) must be upheld. The proposed acquisition of the shares in the market or by way of a public offer of purchase is in keeping with this principle. Insofar as a public offer is over-subscribed, acceptance shall be implemented by quota. Provision may be made for priority acceptance of small numbers of up to 100 tendered shares per shareholder. This provision also enables the avoidance of both fractional amounts in determining the quotas to be acquired and small residual balances, so facilitating the technical handling of the process.

The authorization is also to cover exclusion of the pre-emptive rights of shareholders for fractional entitlements in the event of disposal of treasury stock under the terms of an offer addressed to all shareholders. This is necessary in order to be able to execute with technical efficiency the disposal of acquired treasury stock by way of such an offer to shareholders. The free fractional amounts of treasury stock excluded from the pre-emptive rights of the shareholders shall be disposed of to the best possible effect for the Company either by sale in the market or by some other process.

The authorization to exclude the pre-emptive rights of existing shareholders likewise has to be renewed in order to be able to transfer the shares purchased to members of the Management Board and certain executive management personnel of the Company and of certain affiliated companies in Germany and abroad under the terms of the "Stock Incentive Plan of the Henkel Group" or to transfer them to third parties as consideration for acquiring businesses, parts of businesses or participating interests in businesses or for forming business combinations. The class of share to be used for this purpose will depend on the terms of the transaction concerned.

International competition and the globalization of business increasingly demand that a Company's own stock be used as consideration for the acquisition of other businesses, parts of businesses or participating interests in businesses or for forming business combinations. The authorization proposed here for transferring the shares purchased is therefore intended to give the Company the necessary flexibility to be able to make the most of opportunities to acquire businesses or participating interests therein rapidly and in a flexible manner as such opportunities arise. This is another reason why the proposed authorization to exclude the pre-emptive rights of existing shareholders is reasonable and in the interests of the Company.

Finally the resolution proposes that management also be authorized to sell any treasury stock purchased to third parties against payment in cash in a process other than in the market or by way of an offer addressed to all shareholders, and with exclusion of the pre-emptive rights of existing shareholders as permitted under § 186 (3), sentence 4 of the German Corporation Act (AktG). This will enable management to align the Company's internal financial resources to prevailing requirements in a flexible manner and to react at short notice to favorable stock market conditions. The investment and financial interests of shareholders are suitably safeguarded. The authorization ensures that, even together with shares issued out of authorized capital, not more than 10% of the capital stock can be sold or issued with the pre-emptive rights of existing shareholders excluded. Suitable protection against the possibility of dilution is provided for by the fact that the shares can only be sold at a price that is not significantly less than the quoted market price of the shares concerned. Any discount to the quoted market price will be kept as small as possible; probably limited to 3% with a maximum of 5%.

9. Resolution to adapt the Articles of Association (corporation bylaws) to the Corporate Governance principles of the Company in respect of the provisions governing the Object of the Corporation, Announcements, Representation and Management of the Corporation, the Supervisory Board, the Shareholders' Committee, Creation of Reserves and Use of Profits and the corresponding change/amendment of Art. 2 (2), Art. 4, Art. 10, Art. 11, Art. 12 (1), (2), (3) and (5) (new),

Art. 14 (1) sentence 1, Art. 17 (2), Art. 18, Art. 22, Art. 26 sentence 3, Art. 27 (2) and (3) (new), Art. 28, Art. 31 sentences 1 to 3 and Article 35 (1) and (3) (new) of the Articles of Association (corporation bylaws)

With the advent of the German Corporate Governance Code, it is proposed that the Articles of Association (corporation bylaws) be adapted to the Corporate Governance principles of the Company, that existing regulations be restated for greater clarity and that, at the same time, the provisions governing the Object of the Corporation, Announcements and Creation of Reserves and Use of Profits be updated.

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

a) Art. 2 (2) shall read as follows:

"The corporation is entitled to embark on all forms of business and implement all measures that are either directly or indirectly conducive to the objects of the corporation. In particular, the corporation may establish subsidiaries at home and abroad, found, acquire and participate in other companies and also manage companies or limit their activities to management of the participating interests. The corporation is entitled to divest its operating activities either in part or in whole to affiliated companies or transfer said operations to affiliated companies."

b) Art. 4 shall read as follows:

"The announcements of the corporation will be made in the electronic Federal Gazette (Bundesanzeiger)."

c) Art. 10 shall read as follows:

"(1) The corporation is legally represented by the Personally Liable Partners. If only one Personally Liable Partner is present, this person shall represent the corporation as sole representative. Where several Personally Liable Partners are present, the corporation

shall be legally represented by two Personally Liable Partners or by one Personally Liable Partner together with a holder of a statutory authority (“Prokurist”).

- (2) Holders of statutory authority (“Prokuristen”) may only be appointed such that they are authorized to represent the corporation either jointly with a Personally Liable Partner or with a further holder of statutory authority (“Prokurist”).”

d) Art. 11 shall read as follows:

“(1) The Management Board manages the business of the corporation. It consists of the Personally Liable Partners. The Shareholders’ Committee may appoint additional members of the Management Board as fully authorized representatives and executive managers of the corporation and regulate their legal position within the Management Board. The other members of the Management Board hold statutory authority (“Prokura”) with authority to sell and mortgage real estate.

- (2) The Shareholders’ Committee issues Rules of Procedure for the Management Board in accordance with Art. 26, sentence 3. It determines which actions and legal transactions by the Management Board require approval by the Shareholders’ Committee.

- (3) The Shareholders’ Committee may appoint a Personally Liable Partner to be the Chairman of the Management Board. Provisions regulating the position of the Chairman are laid down in the Rules of Procedure for the Management Board.

- (4) Unless specifically required by law to do otherwise, the members of the Management Board shall adopt resolutions by a simple majority vote but not against a majority of the Personally Liable Partners. In the event of a tie, the Chairman of the Management Board has the casting vote.”

e) In Art. 12, paragraphs (1), (2) and (3) shall be modified as follows, with the further addition of paragraph (5):

“(1) The Supervisory Board is composed as legally required.

- (2) The members of the Supervisory Board are elected until the close of the General Meeting that resolves on the formal approval of the fourth business year following their election, unless their term of office is otherwise stipulated at the time of their election. The business year in which the election takes place is not to count.

- (3) The members of the Supervisory Board may resign their office at any time by giving written notice to the Chairman of the Supervisory Board or the Chairman of the Management Board.

- (5) Members of the Management Board may not be members of the Supervisory Board; membership of the Shareholders’ Committee may be combined with membership of the Supervisory Board.”

f) Art. 14 (1), sentence 1, shall read as follows:

“The Supervisory Board may determine its own Rules of Procedure.”

g) Art. 17 (2) shall read as follows:

“(2) The members of the Supervisory Board will receive a refund of value-added tax (turnover tax) statutory charged on its emoluments and refunds of expenses.”

h) In Art. 18, the words “formal approval of the actions of the Personally Liable Partners” shall be replaced by the words “formal approval of the actions of the Management Board”.

i) Art. 22 shall be retitled and reformulated as follows:

“22. Right of Attendance and Voting Rights of Members of the Management Board

Members of the Management Board have a right to attend the General Meeting. They may not exercise voting rights derived from their ownership of voting shares, nor exercise those by proxy on behalf of another, nor have their voting rights exercised by others in resolutions relating to:

- a) the election and dismissal of members of the Supervisory Board (shareholder representatives) and of the Shareholders' Committee,
- b) formal approval of the actions of the Management Board, of the Supervisory Board and of the Shareholders' Committee,
- c) the appointment of special auditors,
- d) the adoption of resolutions asserting or relinquishing compensation claims,
- e) the appointment of auditors.”
- j) Art. 26 shall be supplemented by the following sentence 3:

“In addition, the Shareholders' Committee shall issue Rules of Procedure incumbent upon the Management Board.”

- k) In Art. 27 (2), sentences 2 and 3 – “The members should be shareholders. The appointment of deputies of shareholders is permitted.” shall be deleted and the following paragraph (3) added:

“(3) Members of the Management Board may not be members of the Shareholders' Committee; membership of the Supervisory Board may be combined with membership of the Shareholders' Committee.”

- l) Art. 28 shall read as follows:

“(1) The members of the Shareholders' Committee are elected until the close of the General Meeting that resolves on the formal

approval of the fourth business year following their election, unless their term of office is otherwise stipulated at the time of their election. The business year in which the election takes place is not to count.

- (2) The members of the Shareholders' Committee may resign their office at any time by giving written notice to the Chairman of the Shareholders' Committee or the Chairman of the Management Board.”

- m) In Art. 31, sentences 1 to 3 shall read as follows:

“The Shareholders' Committee constitutes a quorum where all the members have been properly invited and half of the members participate in the voting procedure. Absent members of the Shareholders' Committee may participate in the voting procedure of the Shareholders' Committee by having their written votes submitted by other members.

The Shareholders' Committee shall adopt resolutions by a simple majority vote.”

- n) In Art. 35, paragraph (1) shall read as follows and the following paragraph (3) shall be added:

- (1) When preparing the annual financial statements, the Personally Liable Partners may, with the approval of the Shareholders' Committee and of the Supervisory Board, allocate up to half of the net earnings for the year to other revenue reserves.

- (3) The General Meeting may approve a non-cash distribution instead of or in addition to a cash dividend.”

10. Approval of the Conclusion of a Control and Profit Transfer Agreement with a Subsidiary

A control and profit transfer agreement has been concluded between Henkel KGaA and its wholly-owned subsidiary Henkel Dorus GmbH, Bopfingen, Germany, formerly Henkel Dorus GmbH & Co. KG, which was changed to its present legal form in 2003.

The agreement, the annual financial statements and the management reports of the companies party to the contract of agreement relating to the fiscal years 2001, 2002 and 2003, and also a joint report by the management of Henkel Dorus GmbH and the Personally Liable Partners of Henkel KGaA concerning the agreement are laid out for inspection in the offices of Henkel KGaA and will be sent to any shareholder free of charge on request. The above-mentioned documents are also available on the Internet (www.ir.henkel.de / www.ir.henkel.com).

Essentially, the contents of the agreement are as follows:

Henkel Dorus GmbH submits to the control of Henkel KGaA, which consequently is entitled to issue instructions with regard to the management of that company. Henkel Dorus GmbH undertakes to transfer its entire profit to Henkel KGaA. Conversely, Henkel KGaA undertakes to compensate net losses for the year at Henkel Dorus GmbH in accordance with the provisions of § 302 of the German Corporation Act (AktG). The transfer of income from the release of revenue reserves formed at Henkel Dorus GmbH prior to the agreement is excluded. The formation of new revenue reserves is permissible, provided that it is economically reasonable in keeping with sound commercial judgement. The agreement was concluded with financial effect from January 1, 2004, and may be terminated with a period of notice of 3 months to the end of a fiscal year, but not until December 31, 2008.

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the Control and Profit Transfer Contract of Agreement between Henkel KGaA and Henkel Dorus GmbH, Bopfinger, Germany, be approved.

Attending the Annual General Meeting and exercising voting rights

Under Art. 20 (1) of the Company's Articles of Association (corporation bylaws), only those shareholders who deposit their share certificates by April 13, 2004 at the Company's cashier's office, with a German notary,

at a bank acting as a central depository for securities, or at one of the banks listed below:

Deutsche Bank AG
Dresdner Bank AG

and who leave them there until the end of the Annual General Meeting will be entitled to attend the Annual General Meeting, to exercise voting rights (ordinary shares only) and to submit motions.

Share certificates will be deemed to have been duly deposited with one of the above named depositories if they are held by a bank with the agreement and on behalf of a depository until the end of the Annual General Meeting.

If share certificates are deposited with a German notary or at a bank acting as a central depository for securities, we ask that a document certifying such deposit be lodged with the Company not later than 24 hours after the last day by which the share certificates have to be so deposited.

Proxies to exercise voting rights

Shareholders not wishing to attend the Annual General Meeting personally may have their voting rights (ordinary shares only) exercised at the Annual General Meeting by proxy, e.g. by a bank or a shareholders' association.

In addition, we offer our shareholders the option of being represented at the Annual General Meeting by proxyholders nominated by the Company. The shareholders availing themselves of this facility require for this purpose an admission card to the Annual General Meeting to which a corresponding proxy form is attached. In order to ensure that the admission card is received in good time, admission cards should be ordered as early as possible from the depository bank.

The proxies must be assigned in writing. Insofar as proxyholders nominated by the Company are vested with this authority of representation, instructions must be issued as to how the voting rights are to be exercised. Without these instructions, the proxy is

invalid. The proxyholders are obliged to cast the votes as instructed. Shareholders availing themselves of this facility must submit their completed and signed proxy form to the address given in the proxy form by April 15, 2004 at the latest.

We also offer our shareholders the facility of issuing their proxies and instructions to the proxyholders nominated by the Company electronically or via the Internet instead of in written form, using the procedures stipulated by the Company. Proxies and instructions may still be issued or modified via the Internet on the date of the Annual General Meeting until the end of the address given by the Chairman of the Management Board.

Details relating to the issue of proxies and instructions to the proxyholders nominated by the Company – particularly via the Internet – are contained in an instruction leaflet that will be sent to all shareholders. The corresponding information is also available on the Internet (www.ir.henkel.de / www.ir.henkel.com via the Annual General Meeting link).

Live transmission of the Annual General Meeting in the Internet

The opening of the Annual General Meeting by the Chairman of the Meeting and also the address given by the Chairman of the Management Board can be followed live in the Internet by anyone wishing to do so. The voting results will also be published in the Internet after the Annual General Meeting.

Motions submitted by shareholders

Any motions or election nominations by shareholders as envisaged in § 126, and § 127 of the German Corporation Act (AktG) should please be submitted, together with supporting statements, by April 5, 2004 at the latest, to:

Henkel KGaA
- Annual General Meeting 2004 -
Investor Relations
Henkelstr. 67
40589 Düsseldorf, Germany
Fax: +49 (0) 211 / 798 - 2863
e-mail: investor.relations@henkel.com

Motions or election nominations which have to be made available will be posted on the Internet (www.ir.henkel.de / www.ir.henkel.com) and may be viewed via the Annual General Meeting link. Motions or election nominations not properly addressed will be ignored. Any response from management will likewise be published under the Internet address indicated.

Düsseldorf, February 2004

Henkel KGaA

The Personally Liable Partners

Henkel

A Brand like a friend