

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 18, 2005, 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.

Admission from 8.30 a.m.

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information only. The original German
text published in the electronic version
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of February 22, 2005, is the only
authoritative version



A Brand Like a Friend



Agenda

1. Presentation of the Annual Finance Statements and the Consolidated Financial Statements as 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, 2004; Resolution to approve the Annual Financial Statements of Henkel KGaA for the year ended December 31, 2004.

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the annual financial statements stating an unappropriated profit of 184,586,20750 euros, be approved as presented.

2. Resolution for the appropriation of profit

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the unappropriated profit of 184,586,20750 euros for the year ended December 31, 2004, be applied as follows:

- | | |
|--|----------------------|
| a) Payment of a dividend of
1.24 euros per ordinary share
(86,598,625 shares) | = EUR 107,382,295.00 |
| b) Payment of a dividend of
1.30 euros per preferred share
(59,387,625 shares) | = EUR 77,203,912.50 |
| | <hr/> |
| | = EUR 184,586,20750 |

Treasury stocks are not entitled to dividend. The amount in unappropriated profit which relates to the shares held by the Company at the date of the Annual General Meeting is transferred to other revenue reserves.

3. Resolution to ratify the actions of the Management Board

The Personally Liable Partners, the Shareholders' Committee and the Supervisory Board propose that the actions of the members of the Management Board be ratified for the year ended December 31, 2004.

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, 2004.

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, 2004.

6. Appointment of auditors of the annual financial statements and the consolidated financial statements for fiscal 2005

The Supervisory Board proposes that KPMG Deutsche Treuhandgesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Berlin and Frankfurt am Main, be appointed auditors for the Annual Financial Statements and for the Consolidated Financial Statements for the fiscal year 2005.

7. Election to the Shareholders' Committee

Dr. Jürgen Manchot, member of the Shareholders' Committee from January 1, 1975, died on April 29, 2004. The Shareholders' Committee and the Supervisory Board propose that

Dr. Simone Bagel-Trah, Düsseldorf,
Private Investor,

be elected as member of the Shareholders' Committee for the remainder of the term of office of the deceased Dr. Manchot, her tenure beginning with the close of the Annual General Meeting.

Dr. Bagel-Trah is a member of the Supervisory Board of Henkel KGaA; she will resign this mandate with effect from the close of the Annual General Meeting. She

holds no memberships of other statutory supervisory boards or of comparable supervisory bodies either in Germany or abroad.

8. Election to the Supervisory Board

Dr. Simone Bagel-Trah will resign her membership of the Supervisory Board as a representative of the shareholders with effect from the close of this year's Annual General Meeting. Under article 12 (4) sentence 3 of the company's Articles of Association (corporation bylaws), a new shareholders' representative to the Supervisory Board must be elected for the remainder of the term of office of Dr. Bagel-Trah.

Under §96 (1) of the German Corporation Law (Aktengesetz) in conjunction with §7 (1) no. 2 Co-determination Law (Mitbestimmungsgesetz) 1976, and article 12 (1) of the Company's Articles of Association, the Supervisory Board shall comprise eight shareholder representatives and eight employee representatives. The members of the Supervisory Board representing the shareholders are elected by the Annual General Meeting; the Annual General Meeting is not bound to adopt candidates proposed.

The Supervisory Board proposes that

Dr. Friderike Bagel, Cologne,
Attorney at Law/Tax Consultant,

be elected as the member of the Supervisory Board representing the shareholders with effect from the close of this year's Annual General Meeting for the remaining term of office of Dr. Bagel-Trah. Dr. Bagel holds no memberships of other statutory supervisory boards or of comparable supervisory bodies either in Germany or abroad.

9. Resolution to authorize the purchase and appropriation of own shares ("treasury stock")

With expiry of the authorization resolved at the last Annual General Meeting, it is proposed that the Personally Liable Partners be authorized to purchase

the company's own shares on the stock exchange or by way of a public purchase offer.

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

a) That the Personally Liable Partners be hereby authorized in accordance with §71 (1) no. 8 of the German Corporation Law (AktG) to purchase ordinary and/or preferred shares of the Company at any time up to October 17, 2006, 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, and which are attributable to the Company in accordance with §71 d and §71 e of the German Corporation Law (AktG), shall not at any time exceed 10% in total of the capital stock.

The authorization may be exercised once or several times, in whole or in part, by the Company, by its Group companies or by third parts acting on the Company's or its Group companies' behalf and for their account.

The authorization to purchase the Company's own shares ("treasury stock") at any time up to October 18, 2005, approved by resolution of the shareholders at the Annual General Meeting held on April 19, 2004, is withdrawn with effect from the date when this new authorization becomes operative.

b) Purchases will be made, at the discretion of the Management Board, in the market, by means of a public offer addressed to all shareholders, or by means of a public invitation to submit an offer (invitation to tender).

(1) In the case of purchase in the market, the consideration paid by the Company (excluding incidental costs) for each share must not be more or less than 10% 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.

- (2) In the case of purchase by means of a public offer, or a public invitation to tender, the Company shall stipulate the share purchase price or the share purchase price spread. Where a share purchase price spread is stipulated, the final price shall be determined from the declarations of acceptance received. The public offer or the invitation to tender may include a time limit for acceptance, certain conditions and also the provision that the share purchase price spread may be adjusted during the time limit for acceptance if, following publication of the formal offer, there are significant movements in price during the time limit for acceptance. Where a share purchase price spread is stipulated, the final price shall be determined from the acceptance declarations or tenders received.

The consideration paid by the Company for each share must not be more than 10 percent 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 or the invitation to tender. In the case of an adjustment to the share purchase price, the relevant amount shall be determined on the basis of the price prevailing on the last trading day before the final decision on the offer adjustment.

The volume may be limited. If, in the case of a public offer or a public invitation to tender, the volume of the tendered shares exceeds the envisaged buy-back volume, the tender rights of the shareholders may be excluded insofar as acceptance will then be effected on a pro-rata basis in accordance with the ratio of shares tendered in each case. Provision may also be made for priority acceptance of smaller numbers of shares up to 100 of the shares tendered for purchase per shareholder.

- (3) The company will make the decision regarding 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.

- c) The authorization can be exercised for any lawful purpose and in particular for one or more of the purposes specified in d). If it is used for one or more of the purposes specified in d), 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.

- d) 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:

- (1) 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 the 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.
- (2) To sell or otherwise transfer treasury stock to third parties for the purpose of acquiring businesses, parts of businesses or participating interests in businesses or for forming business combinations.
- (3) 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 Law (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.

- (4) 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 Law (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 9 on the Agenda, as required by §71 (1) no. 8 and §186 (4) sentence 2, of the German Corporation Law (AktG)

The authorization proposed under Item 9 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 19, 2004, under item 8 on the Agenda for that meeting, is only valid until October 18, 2005. It therefore requires renewal, as does the authorization to dispose of shares in other ways, as permitted under §71 (1) no. 8 sentence 5 of the German Corporation Law (AktG), and the authorization to cancel shares as permitted under §71 (1) no. 8 sentence 6 of the German Corporation Law (AktG). The proposed authorization will enable the Company to realize the benefits associated with the acquisition of its own shares in the interests of the Company and its shareholders.

As permitted under §71 (1) no. 8 of the German Corporation Law (AktG), other forms of purchase and disposal may be applied in addition to the typical method of purchase and disposal in the market. Thus, treasury stock may also be acquired by means of a public offer addressed to the shareholders or by the public invitation to submit an offer (public invitation to tender). In these cases, the shareholders may decide how many shares they wish to sell and, in the event of a price spread being stipulated, at which price they wish to sell.

In acquiring the Company's own shares, the principle of equal treatment as defined in §53a of the German Corporation Law (AktG) must be upheld. The proposed acquisition of the shares in the market or by way of a public offer or a public invitation to tender is in keeping with this principle. Insofar as the number of tendered or offered shares exceeds the number of shares envisaged for purchase, purchase or acceptance may be implemented under exclusion of the tender rights of the shareholders on a pro-rata basis related to the number of shares offered or tendered, in order to simplify the purchase process. Giving prior claim to smaller numbers of up to 100 shares tendered per shareholder also serves to simplify 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 enhance technical efficiency in 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 enable transfer of 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 process of business globalization increasingly demand that a company’s treasury 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 Law (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 exclusion of the pre-emptive rights of existing shareholders. Suitable protection against the possibility of dilution is provided due to 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 price will be kept as small as possible given the market conditions prevailing at the time of placement; under no circumstances will it be more than 5%.

The authorization covers both shares that are purchased on the basis of this proposed resolution and those purchased on the basis of authorizations previously ratified in General Meeting. Such shares purchased may be cancelled by the Company without any further resolution in General Meeting being required. Cancellation shall either be effected by way of capital reduction or, as permitted by §237 (3) no. 3 of the German Corporation Law (AktG), such that the capital stock remains unchanged by increasing the proportion of the other shares relative to the capital stock as permitted under §8 (3) of the German Corporation Law (AktG).

10. Resolution for the emoluments of the Supervisory Board and the Shareholders’ Committee and amendment of article 17 and article 33 of the Company’s Articles of Association (corporation bylaws)

The current emoluments of the Supervisory Board and Shareholders’ Committee were decided upon with approval by resolution of shareholders at the Annual General Meeting held on May 8, 2000. Accordingly, these were to comprise the three elements fixed fee, dividend-related bonus and stock appreciation rights. The members of the Supervisory Board were also granted an attendance fee.

Against the background of the recent decision of the German Federal Supreme Court raising the issue of the admissibility of remuneration components for the Supervisory Board which are dependent on share prices, the members of the Supervisory Board and of the Shareholders’ Committee decided in April 2004 to waive any stock appreciation rights relating both to the past and to the future. In accordance with the principles of the German Corporate Governance Code, a new remuneration component based on long-term performance is proposed for approval and inclusion – together with the other remuneration components already approved by the Annual General Meeting held in 2000 – in remuneration rules to be written into the Articles of Association for the purpose of enhancing overall transparency. Likewise, the change in circumstances that have, in the meantime, taken place in

respect of the liability of the members of the Supervisory Board and of the Shareholders' Committee are to be accommodated by an explicit regulation, typically applied in the international arena, which is designed to safeguard said members against such risks to the extent permissible within the scope of the law.

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

a) Art. 17 of the Articles of Association to read as follows:

- „(1) The members of the Supervisory Board shall receive for their services, in addition to their cash disbursements, remuneration comprising a fixed-fee component and components based on the performance of the Company.
- (2) Each member of the Supervisory Board shall receive a fixed annual fee of 20,000.00 euros.
- (3) Each member of the Supervisory Board shall receive an annual remuneration of 2,000.00 euros per full 0.05 euros in dividend in excess of 0.75 euros in dividend paid on the preferred share for the financial year in respect of which the remuneration is paid.
- (4) Each member of the Supervisory Board shall receive a deferred conditional right to additional remuneration based on the long-term performance of the Company. The applicability and level of the additional remuneration are dependent on whether and to what extent the earnings per preferred share of the second financial year (reference year) following the financial year for which the right to the additional remuneration is granted (base year) exceeds the earnings per preferred share of the financial year preceding the base year. Calculation of the increase shall be based in each case on the earnings per share as stated in the duly audited, certified, adopted and approved consolidated financial statements of the financial years concerned – after adjusting for major exceptional items affecting earnings. If the increase is at least 15%,

an amount of 600.00 euros shall be paid for each full percentage point of the total increase attained. If the increase is at least 21%, an amount of 700.00 euros shall be paid for each full percentage point of the total increase attained. If the increase is at least 30%, an amount of 800.00 euros will be paid for each full percentage point of the total increase attained. The claim for payment of the additional remuneration accrues solely to the members in office during the base year.

- (5) The remuneration components per paragraphs 3 and 4 shall not exceed an amount of 50,000.00 euros in total per member of the Supervisory Board.
- (6) The Chairperson shall receive double the amount, the Vice-Chairperson one and a half times the total amount accruing to an ordinary member per paragraphs 2 to 5.

Members of the Supervisory Board who were only in office for a portion of the financial year in question or who performed the functions of the Chairperson or Vice-Chairperson within the Supervisory Board for part of the year shall receive these remunerations on a pro-rata time basis.

- (7) The remuneration per (2) becomes due at the end of the financial year in question. The remuneration per (3) becomes due with the close of the General Meeting adopting the resolution on the appropriation of profit for the financial year concerned. The remuneration component per (4) becomes due with the close of the General Meeting that decides upon the acceptance or adoption of the Group financial statements for the reference year concerned.
- (8) The members of the Supervisory Board shall be reimbursed by the Company for the statutory value added tax payable on their total remunerations and disbursements. In addition, the members of the Supervisory Board shall receive an attendance fee of 500.00 euros for each meeting of the Supervisory Board that they attend.

(8) The Company shall maintain a Directors & Officers insurance policy for members of the corporate bodies and employees of the Henkel Group that shall also cover the members of the Shareholders' Committee."

- c) The amendments to the Articles of Association (corporation bylaws) under a) and b) shall be applied for the first time in respect of fiscal 2005.

Attending the Annual General Meeting and exercising voting rights

Under article 20 (1) of the Company's Articles of Association (corporation bylaws), only those shareholders who deposit their share certificates by April 11, 2005 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 14, 2005 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 kindly be submitted, together with supporting statements, by April 4, 2005 at the latest, to:

Henkel KGaA
- Annual General Meeting 2005 -
Investor Relations
Henkelstr. 67
40589 Düsseldorf, Germany
Fax: U 49 (0) 211 / 798 - 2863
e-mail: investor.relations@henkel.com

Motions or election nominations received by the due date 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 2005

Henkel KGaA

The Personally Liable Partners

Henkel

A Brand like a friend