



(Status April 22, 2024)

## **Rules of Procedure**

**Sustainability Committee of the  
Supervisory Board  
Henkel AG & Co. KGaA**

## **1. Establishment**

- 1.1 The Sustainability Committee of the Supervisory Board of Henkel AG & Co. KGaA is established on the basis of the Rules of Procedure of the Supervisory Board of Henkel AG & Co. KGaA.

## **2. Composition and leadership**

- 2.1 The Sustainability Committee consists of three shareholder representatives, who are elected on the proposal of the shareholder representatives, and up to three employee representatives, who are elected on the proposal of the employee representatives. The Chair of the Committee and also his or her deputy (Vice Chair) are elected on the basis of proposals made by the shareholder representatives sitting on the Supervisory Board.
- 2.2 The Sustainability Committee's members as a whole shall be familiar with the sectors in which the Corporation operates. At least one member shall have competence in the field of ESG (environmental, social, and governance).
- 2.3 The Chair of the Supervisory Board shall not be appointed to the role of Chair of the Sustainability Committee.
- 2.4 Convocation and leadership of the Sustainability Committee are the responsibilities of the Chair or, if he or she is unable, the Vice Chair.

## **3. Duties**

- 3.1 The Sustainability Committee shall perform the duties assigned to it in the Rules of Procedure of the Supervisory Board of Henkel AG & Co. KGaA as specified in said Rules of Procedure, as well as the tasks assigned to it by resolution of the Supervisory Board of Henkel AG & Co. KGaA.
- 3.2 The Sustainability Committee deals with sustainable corporate governance. It closely monitors the Management Board's sustainability strategy and its further development. It also deals with non-mandatory sustainability reporting and, if necessary, its audit, unless the Audit Committee, which is also responsible for monitoring a sustainability-related internal control and risk management system, is responsible.
- 3.3 The Sustainability Committee shall regularly review the efficiency of its activities.

#### **4. Rights of the Sustainability Committee**

- 4.1 The Sustainability Committee is entitled to demand from the Management Board the information required for the correct performance of its duties and, in consultation with the Management Board, information from the Head of Corporate Sustainability, and shall be granted access to the business documents of the Corporation for examination purposes.
- 4.2 The Sustainability Committee is entitled to engage, in consultation with the Chair of the Supervisory Board, external, independent consultants to ensure the correct performance of its duties. The costs of such engagements shall be borne by the Corporation.

#### **5. Meetings, voting procedures**

- 5.1 The Sustainability Committee is quorate when at least three of its members – including the Chair or, if the Chair is prevented from attending, then the Vice Chair – participate in the resolution process. The Sustainability Committee's decisions are passed with a majority of the members participating in the resolution process. In the event of a tie, the Chair shall have the casting vote.

The meetings and quorum regulations of the Sustainability Committee shall otherwise be as provided in the Rules of Procedure for the Supervisory Board of Henkel AG & Co. KGaA.

- 5.2 The Sustainability Committee generally meets twice a financial year, including regularly before the Supervisory Board meeting at which the mandatory sustainability reporting is discussed. Further meetings shall be arranged in response to special circumstances.

The member of the Management Board responsible for sustainability is required to report to the meetings of the Sustainability Committee. The participation of other members of the Management Board in meetings can be requested by the Chair of the Sustainability Council. The main activities, plans and projects of the Sustainability Council should also be discussed at the meetings. The Chair of the Sustainability Committee may invite experts to attend meetings if he/she considers this to be relevant.

- 5.3 The audit partner of the audit firm responsible for the audit of the mandatory sustainability reporting should generally participate in the meetings of the Sustainability Committee or in those agenda items that relate to the audit of the mandatory sustainability reporting.

## **6. Representation**

- 6.1 Where declarations need to be submitted or received within the framework of the Sustainability Committee's activities, the Chair of the Sustainability Committee shall represent said body. If the Chair is unable to perform this task, it shall be performed by the Vice Chair.

## **7. Minutes of meetings, reporting duty, confidentiality**

- 7.1 The meetings of the Sustainability Committee shall be minuted.
- 7.2 The Chair of the Sustainability Committee reports in each following meeting of the Supervisory Board on the discussions and resolutions that took place in the preceding meeting of the Sustainability Committee.
- 7.3 The members of the Sustainability Committee and other persons participating in the meetings of the Sustainability Committee or supporting its activities in other ways, are obliged to treat all information made available to them or becoming known to them in the course of the meetings or in the course of other activities performed by the members of the Sustainability Committee, as confidential. The members of the Sustainability Committee shall ensure that the employees they involve in supporting activities comply with the duty of confidentiality in the same manner.

## **8. Provision of documentation**

The members of the Sustainability Committee shall be provided with all necessary documents in good time.