


HENKEL AG & Co KGaA

MEETING DATE	Mon, 08 Apr 2019 10:00 am	TYPE	EGM	ISSUE DATE	Tue, 26 Mar 2019
MEETING LOCATION	Congress Center Duesseldorf, Rotterdamer Strasse 141, 40474 Duesseldorf, Germany				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Nondurable Household Products				

COMPANY OVERVIEW

Henkel AG & Company, KGaA is a chemicals-manufacturing company, with products that address both consumer and industrial businesses, including detergents and adhesives. Brands include Persil, Schwarzkopf and Pritt.

MEETING SPECIFIC INFORMATION

No quorum required for ordinary resolutions at this meeting. Resolutions under ordinary business are approved by simple majority of the votes cast.

	PROPOSALS	ADVICE
1	Receive Information on Resolution of Ordinary General Meeting to Create EUR 43.8 Million Pool of Capital with Partial Exclusion of Preemptive Rights Non-voting agenda item.	Non-Voting
2	Approve Creation of EUR 43.8 Million Pool of Capital with Partial Exclusion of Preemptive Rights Authority to issue shares without pre-emptive rights is proposed for 10% of the current share capital. However; the duration of the authority exceeds 12 months. It is considered that shareholders should have the occasion to vote on such resolutions annually.	Oppose

COMPANY ENGAGEMENT

A draft copy of this report was sent to the Company. The Company communicated additional information, which has been incorporated into the report; however, this did not lead to changes to vote recommendations.

BOARD AND COMMITTEE COMPOSITION (post-Meeting)

BOARD CHANGES

Peter Hausmann, Johann-Christoph Frey, Winfried Zander and Angelika Keller have left the Board since the last AGM. Michael Vassiliadis, Dirk Thiede, Philipp Scholz and Peter Emmerich have joined the Board since the last AGM.

DIRECTOR	GENDER	INDEPENDENT BY		BOARD	AC	RC	NC	SC	TENURE
		PIRC	COMPANY						
Dr. Simone Bagel Trah	F	No	No	Ch	M	C	C	-	10
Michael Kaschke	M	No	Yes	NED	M	-	-	-	10
Barbara Kux	F	Yes	Yes	NED	-	-	-	-	6
Kaspar Von Braun	M	No	Yes	NED	-	-	M	-	8
Theo Siegert	M	No	Yes	NED	C	-	M	-	9
Benedikt-Richard Freiherr von Herman	M	No	No	NED	-	-	-	-	2
Timotheus Hottges	M	Yes	Yes	NED	-	-	-	-	2
Phillip Scholtz	M	No	Yes	NED	-	-	-	-	<1
Jutta Bernicke	F	No	No	Emp	-	-	-	-	10
Birgit Helten-Kindlein	F	No	No	Emp	M	-	-	-	10
Martina Seiler	F	No	No	Emp	-	-	-	-	7
Andrea Pichottka	F	No	No	Emp	-	-	-	-	14
Edgar Topsch	M	No	No	Emp	M	-	-	-	8
Michael Vassiliadis	M	No	No	Emp	M	-	-	-	<1
Dirk Thiede	M	Undeclared	No	Emp	-	-	-	-	<1
Peter Emmerich	M	No	No	Emp	-	-	-	-	<1

Number of Meetings

Number of NED only Meetings

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, SC = Sustainability Committee, C = Chairperson of Committee, M = Member of Committee.

BOARD OF DIRECTORS (post-Meeting)

DR. SIMONE BAGEL TRAH		CHAIR (NON EXECUTIVE)	
AGE	50	TENURE	10 Years
OTHER POSITION	Bayer AG [NED]; Heraeus Holding GmbH [NED]		
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY	N
COMMENT	Not considered to be independent as she is a member of the Henkel family which owns the majority of the company's issued share capital through the Henkel family's share-pooling agreement. There are concerns over the director's potential aggregate time commitments.		

MICHAEL KASCHKE		NON-EXECUTIVE DIRECTOR			
AGE	62	TENURE	10 Years	COMMITTEES	A
OTHER POSITION	CZ Microscopy GmbH [Ch]; Carl Zeiss AG [Exec Ch]; Carl Zeiss Australia Pty. Ltd. [Ch]; Carl Zeiss Far East Co. Ltd. [Ch]; Carl Zeiss India (Bangalore) Private Ltd [NED]; Carl Zeiss Industrielle Messtechnik GmbH [Ch]; Carl Zeiss Meditec AG [Ch]; Carl Zeiss Pte. Ltd. [Ch]; Carl Zeiss SMT GmbH [Ch]; Deutsche Telekom AG [Exec]; Robert Bosch GmbH [NED]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent owing to a tenure of over nine years. There are concerns over the director's potential aggregate time commitments.				
BARBARA KUX		NON-EXECUTIVE DIRECTOR			
AGE	65	TENURE	6 Years	COMMITTEES	None
OTHER POSITION	Engie S.A. [Exec]; Firmenich S.A. [NED]; Pargesa Holding S.A [NED]; ex-Total S.A. [NED]; ex-Umicore N.V. [NED]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
COMMENT	There are concerns over the director's potential aggregate time commitments.				
KASPAR VON BRAUN		NON-EXECUTIVE DIRECTOR			
AGE	48	TENURE	8 Years	COMMITTEES	N
OTHER POSITION	None				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent owing to a tenure of over nine years.				
THEO SIEGERT		NON-EXECUTIVE DIRECTOR			
AGE	72	TENURE	9 Years	COMMITTEES	A*,N
OTHER POSITION	E. Merck OHG [NED]; Merck KGaA [NED]; de Haen-Carstanjen & Sohne [Partner]; ex-DKSH Holding Ltd. [NED]; ex-E.ON AG [NED]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent owing to a tenure of over nine years.				
BENEDIKT-RICHARD FREIHERR VON HERMAN		NON-EXECUTIVE DIRECTOR			
AGE	47	TENURE	2 Years	COMMITTEES	None
OTHER POSITION	n/d				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not independent as he is either a member of the Henkel family share-pooling agreement or maintains a personal relationship with such members who, in aggregate, holds a majority of the ordinary shares issued by the Corporation.				
TIMOTHEUS HOTTGES		NON-EXECUTIVE DIRECTOR			
AGE	57	TENURE	2 Years	COMMITTEES	None
OTHER POSITION	Bt Group plc [NED]; Deutsche Telekom AG [Ch]; FC Bayern Munchen AG [NED]; Telekom Deutschland GmbH [Ch]; T-Mobile US, Inc. [Ch]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
COMMENT	There are concerns over the director's potential aggregate time commitments.				
PHILLIP SCHOLTZ		NON-EXECUTIVE DIRECTOR			
AGE	52	TENURE	<1 Years	COMMITTEES	None
OTHER POSITION	Humboldt University of Berlin [Lecturer]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent as the director is a member of the Henkel family share-pooling agreement, who on aggregate controls the majority of the ordinary shares.				

JUTTA BERNICKE			EMPLOYEE REPRESENTATIVE		
AGE	57	TENURE	10 Years	COMMITTEES	None
OTHER POSITION	n/d				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative.				
BIRGIT HELTEN-KINDLEIN			EMPLOYEE REPRESENTATIVE		
AGE	55	TENURE	10 Years	COMMITTEES	A
OTHER POSITION	Works Council of Henkel AG & Co. KGaA, Dusseldorf site [Mem]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative.				
MARTINA SEILER			EMPLOYEE REPRESENTATIVE		
AGE	47	TENURE	7 Years	COMMITTEES	None
OTHER POSITION	n/d				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative.				
ANDREA PICHOTTKA			EMPLOYEE REPRESENTATIVE		
AGE	60	TENURE	14 Years	COMMITTEES	None
OTHER POSITION	IG BCE Bonusagentur GmbH [MD]; IG BCE Bonusassekuranz GmbH [MD]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative. There are concerns over the director's potential aggregate time commitments.				
EDGAR TOPSCH			EMPLOYEE REPRESENTATIVE		
AGE	59	TENURE	8 Years	COMMITTEES	A
OTHER POSITION	General Works Council of Henkel AG & Co. KGaA [Mem]; Works Council of Henkel AG & Co. KGaA, Dusseldorf site[VCh]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative.				
MICHAEL VASSILIADIS			EMPLOYEE REPRESENTATIVE		
AGE	55	TENURE	<1 Years	COMMITTEES	A
OTHER POSITION	BASF SE [NED]; IG BCE [Ch]; RAG AG [VCh]; STEAG GmbH [NED]; Vivawest GmbH [NED]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative. There are concerns over the director's potential aggregate time commitments.				
DIRK THIEDE			EMPLOYEE REPRESENTATIVE		
AGE	72	TENURE	<1 Years	COMMITTEES	None
OTHER POSITION	Henkel AG & Co. KGaA, Work's Council [Ch]				
INDEPENDENT BY PIRC	U	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative.				
PETER EMMERICH			EMPLOYEE REPRESENTATIVE		
AGE	53	TENURE	<1 Years	COMMITTEES	None
OTHER POSITION	Henkel AG & Co. KGaA, Schönbach, Works Council [Ch]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Not considered to be independent as the director is an employee representative.				

BOARD COMPOSITION

BOARD COMPOSITION FOLLOWING THE EGM

	Number	% of Board	FTSE EUROFIRST MEAN	
			Number	% of Board
Executive Director	0	0.0	1.5	11.8
Independent NEDs	2	12.5	5.0	40.1
Connected NEDs	6	37.5	4.2	33.5
Other	8	50.0	1.8	14.3

BOARD COMMITTEES FOLLOWING THE EGM

	Number of Members	% Women	% Independent by PIRC	% Independent by Company	FTSE EUROFIRST MEAN	
					Number of Members	% Independent by PIRC
Whole Board	16	37.5	12.5	37.5	12.4	42.4
Audit	6	33.33	0.0	33.33	4.0	57.7
Remuneration	1	100.0	0.0	0.0	3.6	52.4
Nomination	3	33.33	0.0	66.67	4.1	51.3

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