

Henkel

*A Brand like a friend*

04 MAR 29 AM 7:21

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Mail Stop 3-9  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
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Datum

2004-03-25

**Rule 12g3-2(b) Submission**  
**File No. 82-4437**  
**Henkel KGaA**

PROCESSED  
MAR 29 2004  
THOMSON  
FINANCIAL

Ladies and Gentlemen:

Enclosed please find Henkel's press release: "Clear Approval – Dial Shareholders approve Henkel merger".

This information is being furnished pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934, as amended.

Very truly yours,

Henkel KGaA

T. Kuehn

H. Nicolas

3/29

Encl.

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Bankverbindungen  
Commerzbank AG  
Düsseldorf  
Konto 1 109 222  
(BLZ 300 400 00)

Deutsche Bank AG  
Düsseldorf  
Konto 2 272 409  
(BLZ 300 700 10)

Dresdner Bank AG  
Düsseldorf  
Konto 2 114 565  
(BLZ 300 800 00)

Kommanditgesellschaft  
auf Aktien

Handelsregister  
AG Düsseldorf HRB 4724  
Sitz Düsseldorf

Aufsichtsratsvorsitzender:  
Dipl.-Ing. Albrecht Woeste

Geschäftsführung:  
Dr. Ulrich Lehner (Vorsitzender)  
Guido De Keersmaeker  
Dr. Jochen Krautter, Dr. Klaus Morwind,  
Prof. Dr. Uwe Specht  
(persönlich haftende Gesellschafter)

Alois Linder, Knut Weinke

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Thomas-Gerd Kuehn

24.03.2004 18:31

Entscheidung  
erforderlich ?  ja

An: Christa Richardt-Straube/KGaA/HENKEL@Henkel KGaA

Kopie:

Thema: Press Release "Clear approval"

b an SEC

Gruss,

TK

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----- Weitergeleitet von Thomas-Gerd Kuehn/KGaA/HENKEL am 24.03.2004 18:31 -----

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VCmail

24.03.2004 17:45

Entscheidung  
erforderlich ?  ja

An:

Kopie: (Blindkopie: Thomas-Gerd Kuehn/KGaA/HENKEL)

Thema: Press Release "Clear approval"

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## Information from Corporate Communications

Ladies and Gentlemen ,

Attached please find the press release "Clear approval", which we just distributed to the media.

With my very best regards

Ernst Primosch

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Press Release

**Clear approval**

## **Dial shareholders approve Henkel merger**

Düsseldorf/ Scottsdale, Arizona The shareholders of The Dial Corporation, Scottsdale, Arizona, today approved the merger of the company with the Henkel

Group, Düsseldorf. With the merger already having been cleared by the anti-trust authorities this decision leaves the way clear for closure. The decision was taken with a voting majority of 63.6 percent.

"This decision by Dial's shareholders constitutes the decisive step in the successful completion of this transaction," said Ulrich Lehner, President and CEO of the Henkel Group, "and I am delighted that we will now soon be able to welcome Dial's employees into the Henkel Group."

Henkel will purchase all the issued Dial shares. The Dial shareholders will receive \$28.75 per share (in cash). Closure of the transaction is scheduled for March 29, 2004.

#### About Dial:

The Dial Corporation, Scottsdale, Arizona, USA is one of America's leading manufacturers of consumer products. Its portfolio includes brands such as Dial soaps, Dial liquid soaps and Dial shower gels in the bodycare segment, Purex laundry detergents, Renuzit air fresheners as well as Armour and Armour Star in the food segment. Dial products have been in the marketplace for more than 100 years. In fiscal 2003, The Dial Corporation with its 2,900 employees generated sales of \$1.34 billion and an operating profit (EBIT) of \$241 million.

#### About Henkel:

Henkel is a leader with brands and technologies that make people's lives easier, better and more beautiful. The Henkel Group operates in three strategic business areas – Home Care, Personal Care, and Adhesives, Sealants and Surface Treatment. In fiscal 2003 the Henkel Group generated sales of 9.436 billion euros and an operating profit (EBIT) of 706 million euros. 50,000 employees work for the Henkel Group worldwide. People in 125 countries around the world trust in brands and technologies from Henkel.

This information contains forward-looking statements based on the current beliefs and estimates of Henkel's management. They are not guarantees of future performance. These forward-looking statements are subject to certain risks and uncertainties that could cause the Company's actual results or performance to be materially different from those expressed or implied by such statements. Many of these risks and uncertainties relate to factors that are beyond Henkel's ability to control or estimate

precisely, such as future market and economic conditions and the behavior of other market participants. Henkel does not intend nor assume any obligation to update these forward-looking statements.

March 24, 2004

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Corporate Communications

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Presseinformation

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