



**Shareholder Counterproposals / Nominations**  
**for the**  
**Annual General Meeting of Henkel AG & Co. KGaA**  
**on April 11, 2011**

**Status: March 25, 2011**

Below you will find all shareholders' proposals relating items on the Agenda for the Annual General Meeting on April 11, 2011 for which disclosure is required. In each case, the shareholder proposals and their supporting statements were posted on the Internet unchanged and unchecked by us to the extent that they are required to be disclosed.

*Note: This version of the Shareholders' Proposals, prepared for the convenience of English-speaking readers, is a translation of the German original. For the purpose of interpretation, the German text shall be authoritative and final.*

**Mr. Wilm Diedrich Müller, Neuenburg has submitted the following shareholders' proposals:**

<b>A</b>	<b>Agenda item 1, Approval of the Annual Financial Statements:</b>
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Sender: Mr. Wilm Diedrich Müller, Am Markt 3, 26340 Neuenburg,  
new telephone number since the end of two thousand and ten: 0176 3905 1965  
E-mail: firmareed@yahoo.de

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To Henkel AG, Düsseldorf

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Counterproposal to Agenda Item Number One of the Invitation to the Annual General meeting of the above-mentioned company Henkel

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People, I have proposed herewith that annual financial statements for fiscal 2010 be approved, however they may look.

I justified my counterproposal by reference to Agenda Item Number Two of the above-mentioned invitation, which states that distribution of a dividend could be proposed and I, in response, am prepared out of gratitude, to approve any annual financial statements for the same fiscal year 2010.

The above-mentioned Mr. Müller

<b>B</b>	<b>Agenda item 2, Appropriation of Profit:</b>
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Date: March 24, 2011, 19.53 hours, Reykjavik-Casablanca-Dakar Time

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Copy to Messrs. Diedrich Müller, Furniture Retailers, Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke, in the person of Karin Müller, Mr. Meinecke and Person Machon

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Sender: Mr. Wilm Diedrich Müller,

Occupation: Lord

Exile domicile: Am Markt 3, 26340 Neuenburg an der Bullenmeersbäke

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Copy to Messrs. Reederei Herbert Ekkenga AG domiciled in Bad Zwischenahn on Lake Zwischenahn and Securities Code (WKN) 828830

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To Henkel AG domiciled in Düsseldorf on the Düssel

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Counterproposal to Agenda Item Number Two of the Invitation to the Annual General meeting of the above-named company Henkel

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People, I have proposed herewith that, contrary to the proposal according to the above-mentioned invitation, the dividend be paid not in the currency of the euro but that as many shares of the above-mentioned company Reederei be purchased for the money provided for distribution, so that, immediately thereafter, by means of an appropriate lottery process, said shares may be distributed to all shareholders of the above-mentioned company Henkel, which, for reasons of equality of all shareholders, shall ensure that a share in the above-mentioned company Reederei shall always coincide with the same probability with a share in the above-mentioned company Henkel.

I justified my counterproposal in that, by merely submitting this counterproposal, I would like to express that the importance of the counterproposals made by me at the Annual General Meeting of the above-mentioned company Reederei will be the greatest and with increasing spatial distance between the domicile of the above-mentioned company Diedrich and the domicile of the company on the Annual General Meeting of which I will be making counterproposals, will continuously further decrease.

The above-mentioned Mr. Müller

End of counterproposals