

**First Supplement dated 16 August 2016
to the Prospectus dated 20 November 2015**

*This document constitutes a supplement (the "**First Supplement**") within the meaning of Article 16 of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended (the "**Prospectus Directive**") to the base prospectus of Henkel AG & Co. KGaA in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended, ("**Non-Equity Securities**") (the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This First Supplement is supplemental to, and should be read in conjunction with the Prospectus dated 20 November 2015.



Henkel AG & Co. KGaA

(Düsseldorf, Federal Republic of Germany)

as Issuer

**EUR 6,000,000,000
Debt Issuance Programme**

(the "**Programme**")

The Issuer has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") to provide the competent authorities in the Federal Republic of Germany, the United Kingdom of Great Britain and Northern Ireland, the Republic of Ireland and the Republic of Austria with a certificate of approval attesting that the First Supplement has been drawn up in accordance with the Luxembourg law relating to prospectuses for securities of 10 July 2005 (*Loi relative aux prospectus pour valeurs mobilières*), as amended (the "**Luxembourg Law**") (each a "**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This First Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Henkel AG & Co. KGaA (www.ir.henkel.com).

Henkel AG & Co. KGaA, with its registered office in Düsseldorf, Federal Republic of Germany ("**Henkel**", or the "**Issuer**") accepts responsibility for the information given in this First Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning in this First Supplement.

This First Supplement shall only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in or incorporated by reference into the Prospectus, the statements in this First Supplement will prevail.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The Issuer has confirmed to the Dealers that the Prospectus as supplemented by this First Supplement contains all information which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer and the rights attaching to the Notes which is material in the context of the Programme; that the information contained therein with respect to the Issuer and the Notes is accurate and complete in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts with respect to the Issuer or the Notes, the omission of which would make the Prospectus as supplemented by this First Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading; that the Issuer has made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this First Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or any other information in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Prospectus or this First Supplement, excluding the Issuer, is responsible for the information contained in the Prospectus or this First Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, where the Prospectus relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes before this First Supplement is published have the right, exercisable within a time limit of two working days after the publication of this First Supplement, until 18 August 2016, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Law arose before the final closing of the offer to the public and the delivery of the Notes.

Replacement and supplemental information pertaining to the SUMMARY – Section B – Issuer

Element B.12 – "Selected historical key financial information" on pages 7 to 8 of the Prospectus shall entirely be replaced by the following:

"B.12	Selected historical key financial information				
	<p>The following tables set forth certain historical financial information for Henkel AG & Co. KGaA as of and for the fiscal years ended 31 December 2015 and 2014, which has been derived from Henkel AG & Co. KGaA's audited consolidated financial statements and certain historical financial information for Henkel AG & Co. KGaA as of and for the half years ended 30 June 2016 and 2015, which has been derived from the reviewed condensed interim consolidated financial statements.</p>				
		Years ended 31 December		Half-years ended 30 June	
		2015	2014	2016	2015
		(audited)		(reviewed)	
		(EUR in millions except share data)			
	Total sales	18,089	16,428	9,110	9,125
	Operating profit (EBIT)	2,645	2,244	1,474	1,363
	Net earnings	1,968	1,662	1,110	1,013
	Cash flow from operating activities	2,384	1,914	1,029	623
	Total assets	22,323	20,961	23,871	22,370
	Shareholders' equity including minority interests	13,811	11,644	13,805	12,855"

Element B.12 – "Material adverse change in the prospects of the Issuer" on page 8 of the Prospectus shall entirely be replaced by the following:

	"Material adverse change in the prospects of the Issuer"	There has been no material adverse change in the prospects of the Henkel AG & Co. KGaA since 31 December 2015."
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Element B.12 – "Significant change in the financial and trading position" on page 8 of the Prospectus shall entirely be replaced by the following:

	"Significant change in the financial and trading position"	Not applicable. There has been no significant change in the financial or trading position of Henkel AG & Co. KGaA since 30 June 2016."
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Element B.13 – "Recent events" on page 8 of the Prospectus shall entirely be replaced by the following:

"B.13"	Recent events	"On 24 June 2016, Henkel AG & co. KGaA signed an agreement to acquire all shares in the laundry and home care company The Sun Products Corporation (" Sun Products "), based in Wilton, Connecticut, United States of America, from a fund of Vestar Capital Partners. The transaction values Sun Products at around 3.2 billion euros (3.6 billion US dollars), including debt. The closing of the transaction is subject to regulatory approval and other customary closing conditions. In fiscal 2015, the company generated consolidated sales of about 1.4 billion euros (1.6 billion US dollars) in the United States of America and Canada. Sun Products employs approximately 2,000 people and has two
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		productions sites and one research & development center in the United States of America. The financing of the acquisition is secured by means of a credit facility agreement between Henkel AG & Co. KGaA and a syndicate of banks."
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Element B.16 – "Controlling persons" on page 8 of the Prospectus shall entirely be replaced by the following:

"B.16	Controlling persons	According to notifications received by the Issuer, as of 17 December 2015, a total of 61.02 per cent. of the voting rights are held by parties to the Henkel family's share-pooling agreement. This agreement was concluded between members of the families of the descendants of company founder Fritz Henkel. It contains restrictions with respect to the transfer of certain ordinary shares (Art. 7 of the Articles of Association)."
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Replacement and supplemental information regarding ZUSAMMENFASSUNG – Abschnitt B – Emittentin

Element B.12 – "Ausgewählte wesentliche historische Finanzinformationen" on page 18 of the Prospectus shall entirely be replaced by the following:

"B.12	Ausgewählte wesentliche historische Finanzinformationen	Die nachstehende Übersicht zeigt ausgewählte historische Finanzinformationen der Henkel AG & Co. KGaA zum und für die am 31. Dezember 2015 und 2014 abgelaufenen Geschäftsjahre, die dem geprüften Konzernabschluß der Henkelgruppe entnommen sind sowie ausgewählte historische Finanzinformationen der Henkel AG & Co. KGaA zum und für die am 30. Juni 2016 und 2015 abgelaufenen Halbjahre, die den prüferisch durchgesehenen, zusammengefaßten und konsolidierten Halbjahresberichten der Henkelgruppe entnommen sind:			
		Geschäftsjahre endend zum 31. Dezember		Halbjahre endend zum 30. Juni	
		2015	2014	2016	2015
		(geprüft)		(prüferisch durchgesehen)	
		(in Millionen EUR mit Ausnahme Anteilsdaten)			
	Umsatzerlöse	18.089	16.428	9,110	9.125
	Betriebliches Ergebnis (EBIT)	2.645	2.244	1,474	1.363
	Jahres-/Quartalsüberschuss	1.968	1.662	1,110	1.013
	Cashflow aus laufender Geschäftstätigkeit	2.384	1.914	1,029	623
	Aktiva insgesamt	22.323	20.961	23,871	22.370
	Eigenkapital mit Anteilen anderer Gesellschafter	13.811	11.644	13,805	12.855"

Element B.12 – "Wesentliche Verschlechterung der Aussichten des Emittenten" on page 18 of the Prospectus shall entirely be replaced by the following:

"Wesentliche Verschlechterung der Aussichten des Emittenten"	Der Geschäftsausblick der Henkel AG & Co. KGaA hat sich seit dem 31. Dezember 2015 nicht wesentlich negativ verändert."
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Element B.12 – "Signifikante Veränderungen in der Finanz- bzw. Handelsposition" on page 18 of the Prospectus shall entirely be replaced by the following:

"Signifikante Veränderungen in der Finanz- bzw. Handelsposition"	Nicht anwendbar. Seit dem 30. Juni 2016 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition der Henkel AG & Co. KGaA gegeben."
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Element B.13 – "Letzte Ereignisse" on page 18 of the Prospectus shall entirely be replaced by the following:

"B.13"	Letzte Ereignisse	Am 24. Juni 2016 hat die Henkel AG & Co. KGaA eine Vereinbarung über den Erwerb aller Anteile an der Wasch- und Reinigungsmittel herstellenden The Sun Products Corporation (" Sun Products ") mit Sitz in Wilton, Connecticut, Vereinigte Staaten von Amerika von einem Fonds der Vestar Capital Partners unterzeichnet. Im Rahmen der Transaktion wird Sun Products mit 3,2 Milliarden Euro (3,6 Milliarden US-Dollar), einschließlich Verschuldung, bewertet. Der Vollzug der Transaktion steht unter dem Vorbehalt behördlicher
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		Genehmigung und anderer üblicher Vollzugsbedingungen. Im Geschäftsjahr 2015 erzielte Sun Products einen konsolidierten Umsatz von 1,4 Milliarden Euro (1,6 Milliarden US-Dollar) in den Vereinigten Staaten von Amerika und Kanada. Sun Products beschäftigt ca. 2.000 Mitarbeiter und hat zwei Produktionsstandorte sowie ein Forschungs- und Entwicklungszentrum. Die Finanzierung der Akquisition ist durch einen Kreditvertrag zwischen der Henkel AG & Co. KGaA und einem Syndikat von Banken sichergestellt."
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Element B.16 – "Letzte Ereignisse" on page 19 of the Prospectus shall entirely be replaced by the following:

"B.16	Beherrschungsverhältnis	Gemäß den der Henkel AG & Co. KGaA zugegangenen Mitteilungen wurden am 17. Dezember 2015 insgesamt 61,02 Prozent der Stimmrechte von den Mitgliedern des Aktienbindungsvertrags Henkel gehalten. Dieser Vertrag wurde zwischen Mitgliedern der Familie der Nachfahren des Unternehmensgründers Fritz Henkel abgeschlossen; er enthält Beschränkungen bezüglich der Übertragungen der hiervon erfassten Stammaktien (Artikel 7 der Satzung)."
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Replacement and supplemental information pertaining to RISK FACTORS SPECIFIC TO THE ISSUER

The section "Shortages or disruptions of supplies to customers due to unplanned capacity decreases, shutdowns of production plants or business interruptions may reduce sales" on page 28 of the Prospectus shall entirely be replaced by the following:

"Production at some of the Issuer's manufacturing facilities or the supply of raw materials to them could be adversely affected by technical failures, strikes, natural disasters, regulatory rulings, failure of IT-systems (incl. IT processes and IT applications) and other factors. In particular, the Issuer's Adhesive Technologies business sector generally faces sophisticated production processes that are more subject to disruption than is the case with other processes and therefore pose increased risk of manufacturing problems, unplanned shutdowns and loss of products. Production capacities at one or more of the Issuer's sites or major plants could therefore decline temporarily or longer term. If, however, the capacity of one or more material facilities is reduced or manufacture of material products is shut down for a prolonged period and the Issuer is unable to shift sufficient production to other plants or draw on the Issuer's inventories, the Issuer can suffer declines in sales revenues and in the Issuer's results, be exposed to damages claims, may lose access to market and suffer reputational harm."

The section "Exposure to macroeconomic risks and changes in the behaviour of consumers due to a deterioration of the political economy of individual nations may cause a significant decrease in sales and reduce the Issuer's operating results" on page 28 of the Prospectus shall entirely be replaced by the following:

"The Issuer is exposed to macroeconomic risks emanating from the uncertainties of the current geopolitical and economic environment. The Issuer currently sees geopolitical risk emanating from the Eastern Europe region as a result of the conflict between Russia and Ukraine, and from the Africa/Middle East region, including Turkey. Further, the Issuer sees geopolitical risks as a result of the British vote to leave the European Union. A decline in the macroeconomic environment poses a risk to the industrial sector in particular. These risks may cause a significant decrease in sales and reduce the Issuer's operating results.

Further, the deterioration of the political economy of individual nations, for example in the region of Southern Europe, Middle East (e.g. Iran, Turkey) or Latin America (e.g. Venezuela), may cause consumers (a) to purchase no more or less frequently products of the higher-priced segments of both the Issuer's Laundry & Home Care business and the Beauty Care retail business, (b) and/or to purchase more or only products of the value-for-money segments of the Issuer's Laundry & Home Care business or of the Issuer's competitors, (c) and/or, regarding the Issuer's Beauty Care professional business, to less frequently visit the hairdresser's shop or spend less at such a visit, each (a) to (c) leading to a significant decrease in sales and a reduction of the Issuer's operating results."

The section "Significant fluctuations in exchange rates affect the Issuer's financial results" on page 30 of the Prospectus shall entirely be replaced by the following:

"The Issuer conducts a significant portion of its operations outside the euro zone. Fluctuations in currencies of countries outside the euro zone, especially the U.S. dollar, the British pound, the Chinese Renminbi or the Russian Rubel can materially affect the Issuer's revenue as well as the Issuer's operating results. For example, changes in currency exchange rates may affect:

- the relative prices at which the Issuer and the Issuer's competitors sell products in the same market;
- the cost of products and services the Issuer requires for the Issuer's operations; and
- the euro-denominated items in the Issuer's financial statements.

Although these fluctuations can benefit the Issuer, they can also harm the Issuer's results. The Issuer continually uses financial instruments to hedge some of the Issuer's exposure to foreign currency fluctuations. As of 31 December 2015, the Issuer had entered into forward foreign exchange contracts, and currency options with a total notional value of EUR 5,879 million."

The section "The Issuer is subject to the risks associated with the use of information technology" on pages 31 and 32 of the Prospectus shall entirely be replaced by the following:

"The Issuer is dependent upon technology for the storage of information and data within the Henkel Group and the exchange of information and data within the Henkel Group and with customers and suppliers. Risks are caused primarily by the non-availability of IT systems (incl. IT processes and IT applications), delayed provision of important information and data, loss or manipulation of information and data and the disclosure of

confidential information and data, for example due to defects, errors, failures and computer viruses. This may have serious negative consequences for and may cause material disruptions to the respective business processes. Loss of information and data may negatively impact process safety and cause inaccuracy of financial reporting. Unauthorised access to sensitive information and data may result in legal consequences or endanger competitive advantages."

Replacement and supplemental information pertaining to DESCRIPTION OF THE ISSUER

The section "Selected Financial Information" on page 39 of the Prospectus shall entirely be replaced by the following:

"For the year ended 31 December 2015, the Henkel Group reported total sales of EUR 18,089 million, an operating profit of EUR 2,645 million, and net earnings of EUR 1,968 million. End of the year 2015, Henkel employed around 49,450 people worldwide. Henkel Group's activities in Western Europe accounted for 34 per cent. of Henkel Group's total sales, Eastern Europe for 15 per cent., Africa/Middle East for 7 per cent., North America for 20 per cent., Latin America for 6 per cent., Asia-Pacific for 17 per cent. and Corporate (*i.e.* sales and services not relating to Henkel Group's principal business activities) for 1 per cent. Sales in the Emerging Markets (Eastern Europe, Africa/Middle East, Latin America and Asia Pacific excl. Japan) totalled 43 per cent. of Henkel Group's total sales.

The following table presents selected financial information of the Issuer, which was extracted from the annual consolidated financial statements of the Issuer for the years ended 31 December 2014 and 31 December 2015 and from the reviewed condensed interim consolidated financial statements for the periods from 1 January 2016 until 30 June 2016 and from 1 January 2015 until 30 June 2015:

	Years ended 31 December		Half-years ended 30 June	
	2015 (audited)	2014	2016 (reviewed)	2015 (reviewed)
	(EUR in millions except share data)			
Total sales	18,089	16,428	9,110	9,125
Operating profit (EBIT)	2,645	2,244	1,474	1,363
Net earnings	1,968	1,662	1,110	1,013
Cash flow from operating activities	2,384	1,914	1,029	623
Total assets	22,323	20,961	23,871	22,370
Shareholders' equity including minority interests	13,811	11,644	13,855	12,855"

The section "Capitalisation of Henkel Group" on page 40 of the Prospectus shall entirely be replaced by the following:

"Capitalisation of Henkel Group"

The following table sets forth the consolidated capitalisation of the Henkel Group as at the dates indicated below:

	31 December 2015	31 December 2014 (in million EUR)	30 June 2016	30 June 2015
Long-term borrowings:	4	1,354	4	1,327
Short-term borrowings:	880	390	1,881	708
Shareholders' equity including minority interests:.....	13,811	11,644	13,805	12,855
Total capitalisation:	14,695	13,388	15,690	14,890

There has been no material adverse change in the consolidated capitalisation of the Henkel Group since 31 December 2015."

The section "Investments" on page 40 of the Prospectus shall entirely be replaced by the following:

"Since the date of the last published audited financial statements for the year that ended 31 December 2015, no material investments have been made."

The last two paragraphs of the section "Business Overview and Principal Markets" on page 40 of the Prospectus shall be replaced by the following:

"With 50 per cent. of total 2015 sales, Adhesive Technologies is the most important business sector in terms of sales followed by Laundry & Home Care with 28 per cent. of total sales, Beauty Care with 21 per cent. of total

sales, and Corporate (*i.e.* sales and services not relating to Henkel Group's principal business activities) with 1 per cent. of total sales.

In terms of operating profit ("EBIT") Adhesive Technologies is also the most important business sector accounting for 52 per cent. of 2015 EBIT (excluding Corporate), Laundry & Home Care accounts for 28 per cent. while Beauty Care accounts for 20 per cent. of 2015 EBIT (excluding Corporate)."

The section "Laundry & Home Care" on page 41 of the Prospectus shall entirely be replaced by the following:

"The Laundry & Home Care business sector produces and markets a wide range of brand-name heavy-duty and special detergents as well as cleaning products including brands like Persil, Purex, and Pril. The Top 10 brand clusters account for 79 per cent. of total Laundry & Home Care sales in 2015."

The section "Beauty Care" on page 41 of the Prospectus shall entirely be replaced by the following:

"The product portfolio of the Beauty Care business sector encompasses hair cosmetics, body care, oral care and skin care products as well as hair salon products including leading brands such as Schwarzkopf, Dial, and Syoss. The top 10 brands represent more than 90 per cent. of Beauty Care' sales revenues in 2015."

The section "Adhesive Technologies" on page 41 of the Prospectus shall entirely be replaced by the following:

"The Adhesive Technologies business sector serves a wide range of user groups with a considerable number of different adhesives, sealants and surface treatment products. In the Craftsmen and Consumer segment, the Issuer serves private households, schools, offices, do-it-yourselfers and professional tradespeople. In the Building Adhesive segment, the Issuer focuses on products and system solutions for professional craftsmen working in construction-related trades. The Issuer serves industrial customers in a wide range of different sectors within our industry business, *e.g.* the automotive sector, packaging and consumer goods sector and the electronics industry. The top three brands are Loctite, Technomelt and Teroson. The top 10 brands of Adhesive Technologies account for more than 80 per cent. of sales revenues in 2015."

The section "Trend Information" on page 41 of the Prospectus shall be replaced entirely by the following:

"There has been no material adverse change in the prospects of the Issuer since the date of the last published audited financial statements (31 December 2015)."

The section "Administrative, Management and Supervisory Bodies - Corporate Management of Henkel AG & Co. KGaA" on pages 41-49 of the Prospectus shall entirely be replaced by the following:

"Boards/Memberships as defined by Section 125 (1) sentence 5 of the German Stock Corporation Act (AktG) as at July 2016.

Honorary Chairman of the Henkel Group: Dipl.-Ing. Albrecht Woeste

Supervisory Board of Henkel AG & Co. KGaA

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable oversight bodies
Dr. rer. nat. Simone Bagel-Trah Chair, Private Investor, Düsseldorf Born in 1969 Member since: 14 April 2008	Henkel Management AG (Chair) Bayer AG Heraeus Holding GmbH	Henkel AG & Co. KGaA (Shareholders' Committee, Chair)
Winfried Zander* Vice Chair, Chairman of the General Works Council of Henkel AG & Co. KGaA		

Supervisory Board of Henkel AG & Co. KGaA

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable oversight bodies
and Chairman of the Works Council of Henkel AG & Co. KGaA, Düsseldorf site Born in 1954 Member since: 17 May 1993		
Jutta Bernicke* Member of the Works Council of Henkel AG & Co. KGaA, Düsseldorf site Born in 1962 Member since: 14 April 2008		
Dr. rer. nat. Kaspar von Braun Astrophysicist, Pasadena Born in 1971 Member since: 19 April 2010		
Johann-Christoph Frey (since 11 April 2016) Private Investor, Klosters Born in 1955 Member since: 11 April 2016		
Peter Hausmann* Member of the Executive Board of IG Bergbau, Chemie, Energie and responsible for Wages/Finance, Hannover Born in 1954 Member since: 15 April 2013	Continental AG Vivawest Wohnen GmbH (Vice Chair) 50 Hertz Transmission AG (Vice- Chair)	
Birgit Helten-Kindlein* Member of the Works Council of Henkel AG & Co. KGaA, Düsseldorf site Born in 1964 Member since: 14 April 2008		
Benedikt-Richard Freiherr von Herman (since 11 April 2016) Private Investor, Wain Born in 1972 Member since: 11 April 2016		
Timotheus Höttges (since 11 April 2016) Chairman of the Executive Board, Deutsche Telekom AG, Bonn Born in 1962 Member since: 11 April 2016	FC Bayern München AG Telekom Group: Telekom Deutschland GmbH (Chair)	BT Group plc, Great Britain Telekom Group: T-Mobile US, Inc. (Chair), USA

Supervisory Board of Henkel AG & Co. KGaA

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable oversight bodies
<p>Prof. Dr. sc. nat. Michael Kaschke Chairman of the Executive Board, Carl Zeiss AG, Oberkochen Born in 1957 Member since: 14 April 2008</p>	<p>Deutsche Telekom AG Carl Zeiss Group: Carl Zeiss Industrielle Messtechnik GmbH (Chair) Carl Zeiss Meditec AG (Chair) Carl Zeiss Microscopy GmbH (Chair) Carl Zeiss SMT GmbH (Chair)</p>	<p>Carl Zeiss Group: Carl Zeiss Australia Pty. Ltd. (Chair), Australia Carl Zeiss Far East Co. Ltd. (Chair), China / Hong Kong Carl Zeiss India (Bangalore) Private Ltd., India Carl Zeiss Pte. Ltd. (Chair), Singapore Carl Zeiss (Pty.) Ltd., South Africa</p>
<p>Barbara Kux Private Investor, Zurich Born in 1954 Member since: 3 July 2013</p>		<p>Engie S.A., France Firmenich S.A., Switzerland Pargesa Holding S.A., Switzerland Total S.A., France Umicore N.V., Belgium</p>
<p>Mayc Nienhaus* Member of the General Works Council of Henkel AG & Co. KGaA and Chairman of the Works Council of Henkel AG & Co. KGaA, Unna site Born in 1961 Member since: 1 January 2010</p>		
<p>Andrea Pichottka* Managing Director, IG BCE Bonusagentur GmbH, Hanover Managing Director, IG BCE Bonusassekuranz GmbH, Hannover Born in 1959 Member since: 26 October 2004</p>		
<p>Dr. rer. nat. Martina Seiler* Chemist, Duisburg Chairwoman of the General Senior Staff Representative Committee and of the Senior Staff Representative Committee of Henkel AG & Co. KGaA Born in 1971 Member since: 1 January 2012</p>		
<p>Prof. Dr. oec. publ. Theo Siegert Managing Partner of de Haen-Carstanjen & Söhne, Düsseldorf Born in 1947 Member since: 20 April 2009</p>	<p>E.ON SE Merck KGaA</p>	<p>DKSH Holding Ltd., Switzerland E. Merck OHG</p>

Supervisory Board of Henkel AG & Co. KGaA

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable oversight bodies
Edgar Topsch* Member of the General Works Council of Henkel AG & Co. KGaA and Vice Chairman of the Works Council of Henkel AG & Co. KGaA, Düsseldorf site Born in 1960 Member since: 1 August 2010		

*Employee representative

Supervisory Board committees

	Functions	Members
Nomination Committee	The Nominations Committee prepares the resolutions of the Supervisory Board on election proposals to be presented to the Annual General Meeting for the election of members of the Supervisory Board (representatives of the shareholders).	Dr. Simone Bagel-Trah, Chair Dr. Kaspar von Braun Prof. Dr. Theo Siegert
Audit Committee	The Audit Committee prepares the proceedings and resolutions of the Supervisory Board relating to the approval of the annual financial statements and the consolidated financial statements, and relating to ratification of the proposal to be put before the Annual General Meeting regarding appointment of the auditor. It also deals with accounting, risk management and compliance issues.	Prof. Dr. Theo Siegert, Chair Prof. Dr. Michael Kaschke, Vice Chair Dr. Simone Bagel-Trah Peter Hausmann Birgit Helten-Kindlein Winfried Zander

Shareholders' Committee of Henkel AG & Co. KGaA

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable supervisory boards
Dr. rer. nat. Simone Bagel-Trah Chair, Private Investor, Düsseldorf Born in 1969 Member since: 18 April 2005	Henkel AG & Co. KGaA (Chair) Henkel Management AG (Chair) Bayer AG Heraeus Holding GmbH	
Dr. rer. pol. h.c. Christoph		

Shareholders' Committee of Henkel AG & Co. KGaA

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable supervisory boards
Henkel Vice Chair, Founding Partner, Canyon Equity LLC, London Born in 1958 Member since: 27 May 1991		
Prof. Dr. oec. HSG Paul Achleitner Chairman of the Supervisory Board, Deutsche Bank AG, Munich Born in 1956 Member since: 30 April 2001	Bayer AG Daimler AG Deutsche Bank AG (Chair)	
Boris Canessa (since 11 April 2016) Private Investor, Düsseldorf Born in 1963 Member from: 11 April 2016		
Stefan Hamelmann Private Investor, Düsseldorf Born in 1963 Member since: 3 May 1999		
Prof. Dr. rer. pol. Ulrich Lehner Former Chairman of the Management Board of Henkel KGaA, Düsseldorf Born in 1946 Member since: 14 April 2008	Deutsche Telekom AG (Chair) E.ON SE Porsche Automobil Holding SE ThyssenKrupp AG (Chair)	
Dr.-Ing. Dr.-Ing. E.h. Norbert Reithofer Chairman of the Supervisory Board of Bayerische Motoren Werke Aktiengesellschaft, Munich Born in 1956 Member since: 11 April 2011	Bayerische Motoren Werke Aktiengesellschaft (Chair) Siemens AG	
Konstantin von Unger Partner, Quarton International AG, London Born in 1966 Member since: 14 April 2003	Henkel Management AG	
Jean-François van Boxmeer Chairman of the Executive Board of Heineken N.V., Amsterdam Born in 1961 Member since: 15 April 2013		Mondelez International Inc., USA

Shareholders' Committee of Henkel AG & Co. KGaA

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable supervisory boards
Werner Wenning Chairman of the Supervisory Board of Bayer AG, Leverkusen Born in 1946 Member since: 14 April 2008	Bayer AG (Chair) E.ON SE (Chair) Henkel Management AG Siemens AG	

Subcommittees of the Shareholders' Committee

	Functions	Members
Finance Subcommittee	The Finance Subcommittee deals principally with financial matters, accounting issues including the statutory year-end audit, taxation and accounting policy, internal auditing, and risk management in the company.	Dr. Christoph Henkel, Chair Stefan Hamelmann, Vice Chair Prof. Dr. Paul Achleitner Prof. Dr. Ulrich Lehner Dr. Norbert Reithofer
Human Resources Subcommittee	The Human Resources Subcommittee deals principally with personnel matters relating to members of the Management Board, issues pertaining to human resources strategy, and with remuneration.	Dr. Simone Bagel-Trah, Chair Konstantin von Unger, Vice Chair Boris Canessa (since 11 April 2016) Johann-Christoph Frey (until 11 April 2016) Jean-François van Boxmeer Werner Wenning

Management Board of Henkel Management AG*

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable supervisory boards
Hans Van Bylen Chairman of the Management Board (since 1 May 2016) Born in 1961 Member since: 1 July 2005 **		The Dial Corporation (Chair), USA
Jan-Dirk Auris Adhesive Technologies Born in 1968 Member since: 1 January 2011		Henkel Corporation (Chair), USA

Pascal Houdayer

(since 1 March 2016)

Beauty Care

Born in 1969

Member since: 1 March 2016

Carsten Knobel

Finance/Purchasing/Integrated

Business Solutions

Born in 1969

Member since: 1 July 2012

Henkel (China) Investment Co.
Ltd., China

Henkel & Cie AG, Switzerland

Henkel Central Eastern Europe
GmbH (Chair), AustriaHenkel Consumer Goods Inc.
(Chair), USA

Henkel Ltd., Great Britain

Henkel of America Inc. (Chair),
USA**Kathrin Menges**

Human Resources / Infrastructure

Services

Born in 1964

Member since: 1 October 2011

Adidas AG

Henkel Central Eastern Europe
GmbH, Austria

Henkel Nederland BV, Netherlands

Henkel Norden AB, Sweden

Henkel Norden Oy, Finland

Bruno Piacenza

Laundry & Home Care

Born in 1965

Member since: 1 January 2011

GfK SE, Nuremberg

* Personally Liable Partner of Henkel AG & Co. KGaA

**including membership in the Management Board of Henkel KGaA

Supervisory Board of Henkel Management AG*

	Membership in statutory supervisory and administrative boards in Germany	Membership of comparable supervisory boards
Dr. rer. nat. Simone Bagel-Trah Chair, Private Investor, Düsseldorf Born in 1969 Member since: 15 February 2008	Henkel AG & Co. KGaA (Chair) Bayer AG Heraeus Holding GmbH	Henkel AG & Co. KGaA (Shareholders' Committee, Chair)

Konstantin von Unger

Vice Chair
 Partner, Quarton International
 AG, London
 Born in 1966
 Member since: 17 April 2012

Henkel AG & Co. KGaA
 (Shareholders' Committee)

Werner Wenning

Chairman of the Supervisory
 Board of Bayer AG, Leverkusen
 Born in 1946
 Member since: 16 September
 2013

Bayer AG (Chair)
 E.ON SE (Chair)
 Siemens AG

Henkel AG & Co. KGaA
 (Shareholder's Committee)

* Personally Liable Partner of Henkel AG & Co. KGaA

The business address of each of the above is Henkel AG & Co. KGaA, Henkelstraße 67, 40589 Düsseldorf. To the best of the Issuer's knowledge, there are no potential conflicts of interest between the obligations of the persons towards the Issuer and their own interests or other obligations. The members of the boards mentioned above accept memberships on the Supervisory Board of other corporations within the limits prescribed by laws."

The section "Declaration on the German Corporate Governance Code for 2016" on page 49 of the Prospectus shall be replaced entirely by the following:

"The Management Board of Henkel Management AG as the personally liable partner (general partner), the Shareholders' Committee and the Supervisory Board of Henkel AG & Co. KGaA ("**the Corporation**") declare, pursuant to Art. 161 German Stock Corporation Act (AktG), that notwithstanding the specific regulations governing companies with the legal form of a German partnership limited by shares ("**KGaA**") and to the pertinent provisions of its articles of association ("**bylaws**") as indicated below, the Corporation has complied with the recommendations ("shall" clauses) of the German Corporate Governance Code ("**Code**") as amended on 24 June 2014, since the last declaration of conformity of March 2015, and presently complies with and will comply in future with the recommendations of the Code as amended on 5 May 2015, subject to certain exceptions indicated below."

The section "Modifications due to the legal form of a KGaA and its basic features as laid down in the bylaws" on page 49 and 50 of the Prospectus shall be replaced entirely by the following:

- "The Corporation is a "Kommanditgesellschaft auf Aktien" ("**KGaA**"). The tasks and duties of an executive board in a German joint stock corporation ("**AG**") are assigned to the personally liable partner(s) of a KGaA. The sole personally liable partner of the Corporation is Henkel Management AG, the Management Board of which is thus responsible for managing the business activities of the Corporation. The Corporation is the sole shareholder of Henkel Management AG.
- The shareholders' committee ("**Shareholders' Committee**") established in accordance with the Corporation's bylaws acts in place of the Annual General Meeting, its primary duties being to engage in the management of the Corporation's affairs and to appoint and dismiss personally liable partners; it holds representative authority and power of management allowing it to preside over the legal relationships between the Corporation and Henkel Management AG as the latter's personally liable partner. It also issues the rules of procedure governing the actions of Henkel Management AG.

The Shareholders' Committee is also responsible for exercising the voting rights of the Corporation in the general meeting of Henkel Management AG. In so doing, it likewise appoints the members of the supervisory board of Henkel Management AG which in turn appoints the members of the Management Board. The supervisory board of Henkel Management AG comprises three members; these are also members of the Shareholders' Committee.

Recommendations of the Code that refer to the duties and responsibilities of a supervisory board which

are in accordance with the Articles of Association performed by the Shareholders' Committee, are analogously applied to the Shareholders' Committee.

- The rights and duties of the supervisory board of a KGaA are more limited compared to those of the supervisory board of an AG. In particular, the Supervisory Board of the Corporation has no authority to appoint personally liable partners or to preside over the associated contractual arrangements; it may not issue rules of procedure governing the actions of the Management Board, and it is not permitted to rule on business transactions requiring its consent. These duties are performed by the Shareholders' Committee or the supervisory board of Henkel Management AG. A KGaA is not required to appoint a director of labor affairs, even if, like Henkel, the company is bound to abide by Germany's Codetermination Act of 1976.

The general meeting of a KGaA essentially has the same rights as the shareholders' meeting of an AG. In addition, it resolves on the adoption of the annual financial statements of the Corporation and formerly approves the actions of the Personally Liable Partner. At Henkel, the Annual General Meeting also elects the Shareholders' Committee and formerly approves its actions.

- Numerous resolutions passed in the general meeting require the consent of the personally liable partner, including approval of the annual financial statements of the Corporation."

The section "Deviation from the recommendations of the Code" on page 50 of the Prospectus shall be replaced entirely by the following:

"In derogation of section 6.3 of the Code as amended on 24 June 2014, respectively of section 6.2 of the Code as amended on 5 May 2015, in order to protect the legitimate interests and private spheres of those members of the corporate bodies who are members of the Henkel family, their individual shareholding is not and will not be disclosed in cases where it exceeds 1% of the shares issued by the Corporation, unless required by law. However, the entire stake subject to the Henkel family's share pooling agreement is and will be indicated. Cases where the aggregate number of shares owned by all members of a corporate body exceeds 1% of all shares issued by the Corporation are and will continue to be disclosed."

The section "Suggestions of the Code" on page 50 of the Prospectus shall be replaced entirely by the following:

"The Corporation also complies with all the discretionary suggestions of the Code as amended on 5 May 2015 in keeping with its legal form."

The section "Major Shareholders" on page 50 of the Prospectus shall be replaced entirely by the following:

"According to notifications received by the Issuer, as of 17 December 2015, a total of 61.02 per cent. of the voting rights are held by parties to the Henkel family's share-pooling agreement. This agreement was concluded between members of the families of the descendants of company founder Fritz Henkel. It contains restrictions with respect to the transfer of certain ordinary shares (Art. 7 of the Articles of Association)."

The section "Historical Financial Information" on page 50 of the Prospectus shall be replaced entirely by the following:

"The consolidated financial statements of the Henkel Group for the financial years ending 31 December 2015, 31 December 2014 and 31 December 2013 are incorporated herein by reference.

The reviewed condensed interim consolidated financial statements of the Henkel Group for the period from January to June 2016 are incorporated herein by reference."

The section "Auditing of historical annual financial information" on page 50 of the Prospectus shall be replaced entirely by the following:

"KPMG AG Wirtschaftsprüfungsgesellschaft (formerly KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft Wirtschaftsprüfungsgesellschaft) audited Henkel Group's consolidated and non-consolidated financial statements for the financial years ended 31 December 2015 and 2014. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) and the non-consolidated financial statements were prepared in accordance with German generally accepted accounting principles (German GAAP). In each case an unqualified auditor's report has been provided.

The Auditor's Report on the audited consolidated financial information for the year ended 31 December 2015 is dated as of 29 January 2016."

The section "Significant change in the Issuer's financial or trading position" on page 51 of the Prospectus shall entirely be replaced by the following:

"There has been no significant change in the financial or trading position since the end of the last financial period for which unaudited financial information have been published (30 June 2016)."

The section "Recent Events" on page 51 of the Prospectus shall entirely be replaced by the following:

"On 24 June 2016, the Issuer signed an agreement to acquire all shares in the laundry and home care company The Sun Products Corporation ("Sun Products"), based in Wilton, Connecticut, United States of America, from a fund of Vestar Capital Partners. The transaction values Sun Products at around 3.2 billion euros (3.6 billion US dollars), including debt. The closing of the transaction is subject to regulatory approval and other customary closing conditions. Sun Products has a portfolio of leading laundry care brands, such as "all" and "Sun" as well as the fabric conditioner "Snuggle". The company also develops and manufactures laundry brands for leading retailers in North America. In fiscal 2015, the company generated consolidated sales of about 1.4 billion euros (1.6 billion US dollars) in the United States of America and Canada. Sun products employs approximately 2,000 people and has two productions sites and one research & development center in the United States of America. The financing of the acquisition is secured by means of a credit facility agreement between Henkel AG & Co. KGaA and a syndicate of banks. "

Supplemental information pertaining to DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents incorporated by Reference" on page 148 of the Prospectus shall be supplemented by the following:

- "- the audited consolidated financial statements of Henkel Group for the financial year ended 31 December 2015, the unaudited consolidated interim financial statements of Henkel Group for the period from January to June 2016."

The "List of documents incorporated by reference" on pages 148 to 149 of the Prospectus shall be supplemented by the following:

- the audited consolidated financial statements of the Henkel Group for the fiscal year ended on 31 December 2015 (pages 118 to 181)
Statement of financial position (page 118 to 119 in the Annual Report of 2015),
Statement of income (page 120 in the Annual Report of 2015),
Statement of comprehensive income (page 121 in the Annual Report of 2015),
Cash flow statement (page 122 in the Annual Report of 2015),
Notes including the description of accounting policies (pages 123 to 179 in the Annual Report of 2015),
Auditors' Report (page 180 to 181 in the Annual Report of 2014).

- the unaudited consolidated interim financial statements of the Henkel Group for the period from January to June 2016 (pages 26 to 39)
Consolidated statement of income (page 28 to 29 of the Interim Report of the Henkel Group for the Second Quarter 2016),
Consolidated statement of financial position (page 26 to 27 of the Interim Report of the Henkel Group for the Second Quarter 2016),
Consolidated statement of cash flows (page 31 of the Interim Report of the Henkel Group for the Second Quarter 2016),
Consolidated Statement of comprehensive income (page 30 of the Interim Report of the Henkel Group for the Second Quarter 2016),
Selected Explanatory notes (pages 32 to 38 of the Interim Report of the Henkel Group for the Second Quarter 2016),
Independent review report (page 39 of the Interim Report of the Henkel Group for the Second Quarter 2016)."

NAMES AND ADDRESSES

REGISTERED OFFICE OF THE ISSUER

Henkel AG & Co. KGaA
Henkelstraße 67
40589 Düsseldorf
Federal Republic of Germany

FISCAL AND PAYING AGENT

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Taunusanlage 12
60325 Frankfurt am Main
Federal Republic of Germany

LUXEMBOURG LISTING AGENT

Deutsche Bank Luxembourg S.A.
2 Boulevard Konrad Adenauer
1115 Luxembourg
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