



Amendment to the Declaration on the German Corporate Governance Code for 2012

In March 2012 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 issued a declaration pursuant to Art. 161 German Stock Corporation Act. This declaration is hereby amended as follows:

The recommendation contained in section 5.4.6 paragraph 2 of the Code as amended on May 26, 2010, due to which the members of the Supervisory Board shall receive fixed as well as performance-related compensation, will no longer be complied with in the future.

As proposed by the Management Board, the Shareholders' Committee and the Supervisory Board the Annual Shareholders' Meeting 2012 revised the provisions of the Article of Incorporation concerning the compensation of the Shareholders' Committee and the Supervisory Board; the members of both corporate bodies receive a fixed compensation only. The purpose of this revision is to further enhance the independence of the Shareholders' Committee and the Supervisory Board.

Düsseldorf, April 2012

Management Board

Shareholders' Committee

Supervisory Board