

Recommendation for the approval of the annual financial statements and the appropriation of the profit of Henkel AG & Co. KGaA

It is proposed that the annual financial statements of Henkel AG & Co. KGaA be approved as presented and that the unappropriated profit of 593,788,240.84 euros for the fiscal year 2012 be applied as follows:

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|----|---|------------------------|
| a) | Payment of a dividend of 0.93 euros per ordinary share
(259,795,875 shares) | = 241,610,163.75 euros |
| b) | Payment of a dividend of 0.95 euros per preferred share
(178,162,875 shares) | = 169,254,731.25 euros |
| c) | The remaining
to be carried forward (profit brought forward) | = 182,923,345.84 euros |

593,788,240.84 euros

According to Section 71 German Stock Corporation Act [AktG], treasury shares do not qualify for a dividend. The amount in unappropriated profit which relates to the shares held by the corporation (treasury shares) at the date of the Annual General Meeting will be carried forward as retained earnings. As the number of such treasury shares can change up to the time of the Annual General Meeting, a correspondingly adapted proposal for the appropriation of profit will be submitted to it, providing for an unchanged payout of 0.93 euros per ordinary share qualifying for a dividend and 0.95 euros per preferred share qualifying for a dividend, with corresponding adjustment of the other retained earnings and retained earnings carried forward to the following year.

Düsseldorf, January 28, 2013

Henkel Management AG
(Personally Liable Partner
of Henkel AG & Co. KGaA)

Management Board