

**Annual Shareholders' Meeting of Evonik Industries AG, Essen**  
on Monday August 31, 2020 at 10 a.m. (Central European Summer  
Time — CEST)  
Venue: Rellinghauser Straße 1 – 11, 45128 Essen, Germany  
(Building 5, Main Hall)

**Information on shareholders' rights pursuant to  
Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127  
and Section 131 Paragraph 1 of the German Stock Corporation Act  
(*Aktiengesetz* – “AktG”) in conjunction with Section 1 of the  
German Act on Measures in Corporate, Cooperative, Association,  
Foundation and Residential Property Law to combat the effects of  
the COVID 19 pandemic (COVID 19 Act)**

The notice convening the Annual Shareholders' Meeting contains information on the shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1 and Section 127 of the German Stock Corporation Act (AktG) and according to Section 1 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to combat the effects of the COVID 19 pandemic (COVID 19 Act), especially on the deadlines for exercising such rights. This document provides further information on the shareholders' rights and the preconditions for exercising such rights.

**Request to add items to the agenda pursuant to Section 122  
Paragraph 2 AktG**

Pursuant to Section 122 Paragraph 2 AktG, shareholders whose shareholdings together comprise one twentieth of the capital stock or a proportionate amount of €500,000.00 (the latter

corresponds to 500,000 shares) may request that items be added to the agenda and announced (necessary quorum). Every new item must be accompanied by reasons or a proposal for a resolution. The request must be addressed in writing to the Company's Executive Board and must be received by the Company at least 30 days before the day of the Shareholders' Meeting; this does not include the day of the Shareholders' Meeting and the day of the receipt of the request. The final deadline for receipt, therefore, is 12.00 midnight (Central European Summer Time — CEST) on Friday, August 31, 2020. The request should be addressed as follows to:

Evonik Industries AG  
Executive Board  
Rellinghauser Straße 1 – 11  
45128 Essen, Germany

Pursuant to Section 122 Paragraph 2 Sentence 1, Paragraph 1 Sentence 3 AktG, persons submitting a request must provide evidence that they have held the shares in the Company for at least 90 days before the date the request is received and that they continue to hold such shares until the decision of the Executive Board on the request, with Section 70 AktG being applicable when calculating the time for which shares have been held. The day on which the request is received shall not be counted. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be applied analogously.

Additions to the agenda that have to be announced — insofar as they have not already been announced with the notice convening the Annual Shareholders' Meeting — will be published immediately upon receipt by the Company in the Federal Gazette (Bundesanzeiger) and transmitted for publication to such media as it can be assumed will disseminate the information throughout the entire European Union.

Any requests to add items to the agenda received by the Company after it has issued the notice convening the Annual Shareholders' Meeting and that the Company is required to announce will also be made accessible promptly upon receipt by the Company at the following internet address

**[www.evonik.com/annual-shareholders-meeting](http://www.evonik.com/annual-shareholders-meeting)**

and will be communicated to the shareholders in accordance with Section 125 AktG.

These shareholder rights are based on the following provisions:

Section 122 Convening a Shareholders' Meeting at the request of a minority of shareholders (excerpt)

- "(1) <sup>1</sup>A shareholders' meeting shall be convened if shareholders whose shares together constitute one twentieth of the capital stock submit a written request to convene a shareholders' meeting stating the purpose and reasons; the request must be directed to the executive board. <sup>2</sup>The articles of incorporation may link the right to request the convening of a shareholders' meeting to a different form and holding of a lower proportion of the capital stock. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the executive board decides on the request. <sup>4</sup>Section 121 Paragraph 7 shall apply analogously.
- (2) <sup>1</sup>In the same way, shareholders whose shareholdings together comprise one twentieth of the capital stock or a proportionate interest of €500,000 may request that items be added to the agenda and announced. <sup>2</sup>Every new item must be accompanied by reasons or a proposal for a resolution. <sup>3</sup>The request pursuant to sentence 1 must reach the company at least 24 days, and in the case of publicly listed companies, at least 30 days prior to the shareholders' meeting; the day of receipt shall not be included in the calculation."

#### Section 121 General (excerpt)

"(7) <sup>1</sup>For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. <sup>2</sup>Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. <sup>3</sup>Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. ..."

#### Section 70 Calculation of the period of shareholding

"<sup>1</sup>If the exercise of shareholders' rights is contingent upon the shareholder holding the shares for a certain period of time, a claim to the transfer of ownership against a credit institution, financial services institution or a company operating in accordance with Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (*Gesetz über das Kreditwesen* – "KWG") shall be deemed equivalent to ownership. <sup>2</sup>The period of ownership of a legal predecessor shall be attributed to the shareholder if the shareholder acquired the shares free of charge, from his fiduciary, as a universal successor, upon dissolution of a co-ownership or due to a transfer of assets pursuant to Section 13 of the German Insurance Supervisory Act (*Versicherungsaufsichtsgesetz* – "VAG") or Section 14 of the German Building Society Act (*Gesetz über Bausparkassen* – "BausparG")."

#### **Counter-motions and proposals for election pursuant to Section 126 Paragraph 1 and Section 127 AktG**

Counter-motions within the meaning of Section 126 AktG and proposals for election within the meaning of Section 127 AktG will be made accessible with the name of the shareholder, reasons — which are at least not necessary in the case of proposals for

elections — any statement by the management, and, in the case of proposals by a shareholder for the election of members of the Supervisory Board, the details required by Section 127 Sentence 4 AktG at the following internet address

**[www.evonik.com/annual-shareholders-meeting](http://www.evonik.com/annual-shareholders-meeting)**

provided that they are received by the Company at least 14 days before the Annual Shareholders' Meeting, not including the day of receipt and the day of the Annual Shareholders' Meeting, i.e. by 12.00 midnight (Central European Summer Time — CEST) on Sunday, August 16, 2020 at

Evonik Industries AG  
Legal, Compliance & Audit  
Rellinghauser Straße 1 - 11  
45128 Essen, Germany

or by **fax** at +49 (0)201 177 2206

or **email** at [hv-gegenantraege@evonik.com](mailto:hv-gegenantraege@evonik.com)

and the other requirements regarding the Company's duty to make them accessible pursuant to Sections 126 and 127 AktG are met. Corresponding with this obligation, the shareholders have a right to have their counter-motions and proposals for election made accessible. In addition to a timely submission of the counter-motion to the above address, as notified for this purpose in the notice convening, the duty to make counter-motions accessible pursuant to Section 126 AktG, but not the duty to make proposals for election available pursuant to Section 127 AktG, further requires the receipt of the reasons for the counter-motion at the above address by the deadline set. There is no obligation to make accessible counter-motions and proposals for election, even if the above requirements are met, in case the circumstances set forth in Section 126 Paragraph 2 AktG and, in case of election proposals additionally the circumstances set forth in Section 127 Sentence 2 AktG, are fulfilled.

The respective provisions of the German Stock Corporation Act which also outline the circumstances under which counter-motions and election proposals do not have to be made accessible are as follows:

#### Section 126 Motions submitted by shareholders

- "(1) <sup>1</sup>Shareholders motions, including the name of the shareholder, the reasons for the motion, and any statements by the management shall be made accessible to the eligible parties set forth in Section 125 Paragraphs 1 to 3 subject to the conditions set forth therein if the shareholder submits a counter-motion to a proposal made by the executive board and supervisory board on a specific item on the agenda, together with a reason, to the address notified in the notice convening the meeting at least 14 days prior to the shareholders' meeting. <sup>2</sup>The day of receipt shall not be included in this calculation. <sup>3</sup>Publicly listed companies must grant access via their website. <sup>4</sup>Section 125 Paragraph 3 shall apply analogously.
- (2) <sup>1</sup>A counter-motion and the reasons therefore do not have to be made accessible
1. insofar as the granting of access would make the executive board liable to prosecution,
  2. if the counter-motion would lead to a resolution of the shareholders' meeting that is unlawful or violates the articles of incorporation,
  3. if the reason contains material statements that are evidently incorrect or misleading or if it is offensive,
  4. if a counter-motion submitted by the shareholder based on the same facts has already been made accessible at a shareholders' meeting of the company pursuant to Section 125,

5. if the same counter-motion with substantially the same reasons has already been made accessible at at least two shareholders' meetings of the company within the past five years and less than one twentieth of the capital stock represented at the shareholders' meeting voted in favor of it,
6. if the shareholder indicates that he will not be present at the shareholders' meeting and will not be represented by a proxy, or
7. if the shareholder has not put forward, or has not caused to be brought forward on his/her behalf, a counter-motion announced by him/her at two shareholders' meetings in the past two years

<sup>2</sup>The reason does not have to be made accessible if it comprises more than 5,000 characters.

- (3) If several shareholders submit counter-motions on the same motion, the executive board may combine the counter-motions and their reasons."

#### Section 127 Proposals for the election of shareholders

"<sup>1</sup>Section 126 shall apply analogously for proposals submitted by a shareholder on the election of members of the supervisory board or auditors. <sup>2</sup>Proposals for election do not require any reason. <sup>3</sup>The executive board does not need to make the proposal for election accessible if it does not contain the details required by Section 124 Paragraph 3 Sentence 4 and Section 125 Paragraph 1 Sentence 5. [...]"

Section 124 Publication of requests to add items to the agenda, proposals for resolutions (excerpt)

"(3) ...<sup>4</sup>Proposals for the election of members of the supervisory board or auditors must contain their name, practised profession and place of residence. ..."

Section 125 Notifications for shareholders and members of the supervisory board (excerpt)

(1) ...<sup>5</sup>In case of publicly listed companies, a proposal for the election of members of the supervisory board must include information on the nominees' membership in other statutory supervisory boards; information on their membership in comparable supervisory bodies of companies in Germany and abroad shall also be attached."

A counter-motion or election proposal to be made accessible in accordance with Sections 126, 127 AktG will be considered to have been made within the framework of the virtual Annual Shareholders' Meeting in accordance with the COVID-19 Act if the shareholder making the request is duly registered for the Annual Shareholders' Meeting.

**Possibility for shareholders to ask questions via electronic communication in accordance with Section 1 of the COVID-19 Act**

The Annual Shareholders' Meeting of Evonik Industries AG is held without the physical presence of shareholders or their proxies as a virtual meeting. In this case the right of shareholders to information pursuant to Section 131 Paragraph 1 AktG is severely restricted. Pursuant to Section 1 Paragraph 1, Paragraph 2 of the COVID-19 Act, shareholders are only given the opportunity to ask questions by means of electronic communication. The Executive Board has stipulated that questions must be submitted by electronic communication no later than two days before the meeting. This does not imply a right to an answer. In deviation from § 131 AktG, the Executive Board will decide which questions it will answer and how to answer them, based on its own dutiful and free discretion. It may summarize questions and select



meaningful questions in the interest of the other shareholders. The Executive Board may give preference to shareholder associations and institutional investors with significant voting interests. The questions shall be written in German. Questions in foreign languages will not be considered.

Shareholders registered for the Annual Shareholders' Meeting can submit their questions by August 29, 2020 (12.00 midnight CEST) at the latest using the password-protected online service at [www.evonik.com/asm-services](http://www.evonik.com/asm-services) in accordance with the procedure laid down for that purpose. It is envisaged that the questioners will be named when answering the questions, unless the questioners expressly object to being named when submitting the questions.

The central provisions of Section 1 of the COVID-19 Act concerning the possibility of posing questions by means of electronic communication are as follows:

Section 1 COVID-19 Act (excerpt)

“(1) Decisions regarding the participation of shareholders in the Annual Shareholders' Meeting by means of electronic communication in accordance with Section 118 Paragraph 1 Sentence 2 of the German Stock Corporation Act (electronic participation), the casting of votes by means of electronic communication in accordance with Section 118 Paragraph 2 of the German Stock Corporation Act (postal vote), the participation of members of the Supervisory Board by means of video and audio transmission in accordance with Section 118 Paragraph 3 Sentence 2 of the German Stock Corporation Act and the approval of video and audio transmission in accordance with Section 118 Paragraph 4 of the German Stock Corporation Act may be made by the Executive Board of the company even without authorisation by the Articles of Association or Rules of Procedure of the company.

(2) The management board may decide that the meeting is held as a virtual shareholders' meeting without the physical presence of the shareholders or their proxies, provided that

1. the video and audio transmission of the entire meeting takes place;
2. the exercising of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) and the granting of proxies;
3. the shareholders are given the opportunity to ask questions by way of electronic communication;
4. the shareholders who have exercised their voting rights in accordance with No. 2, in deviation from Section 245 No. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting, an opportunity to object to a resolution of the general meeting is granted.

The management board decides at its due discretion, whether and how it will answer the questions; it may also stipulate that questions must be submitted by electronic communication no later than two days before the meeting.”

### **Possibility of appealing against resolutions of the Annual Shareholders' Meeting**

Shareholders who have exercised their voting rights by means of electronic communication (i.e. by postal vote) or by granting a power of attorney will be given the opportunity, waiving the requirement to appear at the Annual Shareholders' Meeting in accordance with the above-mentioned Section 1 Paragraph 2 Sentence 1 No. 4 of the COVID-19 Act, to declare objections to resolutions of the Annual Shareholders' Meeting for the notary's minutes from the beginning to the end of the Annual Shareholders' Meeting. Corresponding declarations can be made using the password-protected online service at

[www.evonik.com/asm-services](http://www.evonik.com/asm-services)

in accordance with the procedure laid down for that purpose. The notary will receive any objections via the password-protected online service.