

# DECLARATION ON CORPORATE GOVERNANCE 2023

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# Declaration on corporate governance<sup>1</sup>

The following report on the principles of corporate management at Evonik (sections 289f and 315d of the German Commercial Code [HGB]) and corporate governance at the company in accordance with principle 23 of the German Corporate Governance Code is issued jointly by the executive board and supervisory board of Evonik Industries AG.

## 1. Principles of corporate governance and corporate structure

Corporate governance comprises all principles for the management and supervision of a company. As an expression of good and responsible corporate management, it is therefore a key element in Evonik's management philosophy. The principles of corporate governance relate mainly to collaboration within the executive board and supervisory board, between these two boards, and between the boards and the shareholders, especially at shareholders' meetings. They also relate to the company's relationship with other people and organizations with which it has business dealings.

### Evonik is committed to the German Corporate Governance Code

Evonik Industries is a stock corporation established under German law. Alongside compliance with the provisions of the relevant legislation, the basis for ensuring responsible management and supervision of Evonik with a view to a sustained increase in corporate value is our commitment to the German Corporate Governance Code in the version dated April 28, 2022. This code, which was adopted by the Government Commission on the German Corporate Governance Code, contains both key

statutory provisions on the management and supervision of publicly listed German companies and recommendations and suggestions based on nationally and internationally recognized standards of responsible corporate governance.

The executive board and supervisory board of Evonik Industries AG are explicitly committed to responsible corporate governance and identify with the goals of the German Corporate Governance Code. According to the foreword, in the interest of good and proactive corporate governance, a company may depart from the recommendations set out in the code if this is necessary to take account of company-specific characteristics.

## 2. Information on corporate management and corporate governance

### 2.1 Declaration of conformity with the German Corporate Governance Code pursuant to section 161 of the German Stock Corporation Act (AktG)

Under section 161 of the German Stock Corporation Act (AktG), the executive board and supervisory board of Evonik Industries AG are required to annually submit a declaration that the company has been, and is, in compliance with the recommendations of the Government Commission on the German Corporate Governance Code, as published by the Federal Ministry of Justice in the official section of the Federal Gazette (Bundesanzeiger), and which recommendations have not been, or are not being, applied, together with the associated reasons. The declaration has to be made permanently available to the public on the company's website.

The executive board and supervisory board of Evonik Industries AG (hereinafter the company) hereby submit the following declaration pursuant to section 161 of the German Stock Corporation Act:

Since submitting its last declaration of conformity in December 2022 and the update of March 2023, the company has complied with the recommendations of the German Corporate Governance Code in the version dated April 28, 2022, which was published in the Federal Gazette on June 27, 2022, with the following exceptions, and will continue to do so in the future.

According to recommendation B.3, the first-time appointment of management board members should be for a period of not more than three years. The company's supervisory board does not consider this fixed limit to be expedient; rather, within the legally defined limits, the appropriate term for first-time appointments should be based on the circumstances of the individual case. In particular, the individual qualifications and experience of the person to be appointed to the executive board should be taken into account, including, for example, those acquired through long-term management positions at the company.

According to recommendation C.5, members of the management board of a listed company should not hold more than two supervisory board mandates in non-group listed companies or comparable functions. Ms. Angela Titzrath is the chief executive officer of the listed company Hamburger Hafen und Logistik Aktiengesellschaft. In addition to her mandate on the company's supervisory board, she has other mandates covered by the recommendation. The supervisory board has satisfied itself that Ms. Titzrath has sufficient time to perform her mandate. In addition, her extensive experience in corporate management and her high level of economic and international expertise make valuable

<sup>1</sup> The declaration on corporate governance also forms an integral part of the combined management report for Evonik Industries AG (sections 289 ff. HGB) and the Evonik Group (sections 315 ff. HGB). In accordance with section 317 paragraph 2 sentence 6 of the German Commercial Code (HGB), the disclosures are not included in the audit.

contributions to the fulfillment of the profile of skills and the effective work of the supervisory board. Taking into account all relevant aspects, the deviation from recommendation C.5 is therefore considered justifiable.

According to recommendation C.5, members of the management board of a listed company should not accept the chairmanship of the supervisory board of a non-group listed company. Mr. Christian Kullmann, chairman of the company's executive board, has also been chairman of the supervisory board of Borussia Dortmund GmbH & Co. KGaA since September 25, 2021. He is familiar with the special nature and challenges of professional soccer within the framework of a listed company and is also familiar with the tasks entailed by the position of chairman of the supervisory board. In addition, the company is linked to Borussia Dortmund both through a shareholding and through the current sponsorship agreement and therefore has an interest in Mr. Kullmann exercising this mandate. The company's supervisory board has also examined the time requirements and strategic aspects of this mandate. Taking into account the above aspects, the deviation from recommendation C.5 is therefore considered justifiable.

Essen, December 2023

The Executive Board

The Supervisory Board

## 2.2 Relevant information on corporate management practices

### Corporate governance

The company is explicitly committed to good corporate governance and complies with the recommendations of the German Corporate Governance Code, apart from the exceptions set out in subsection 2.1 [p.1f.](#)

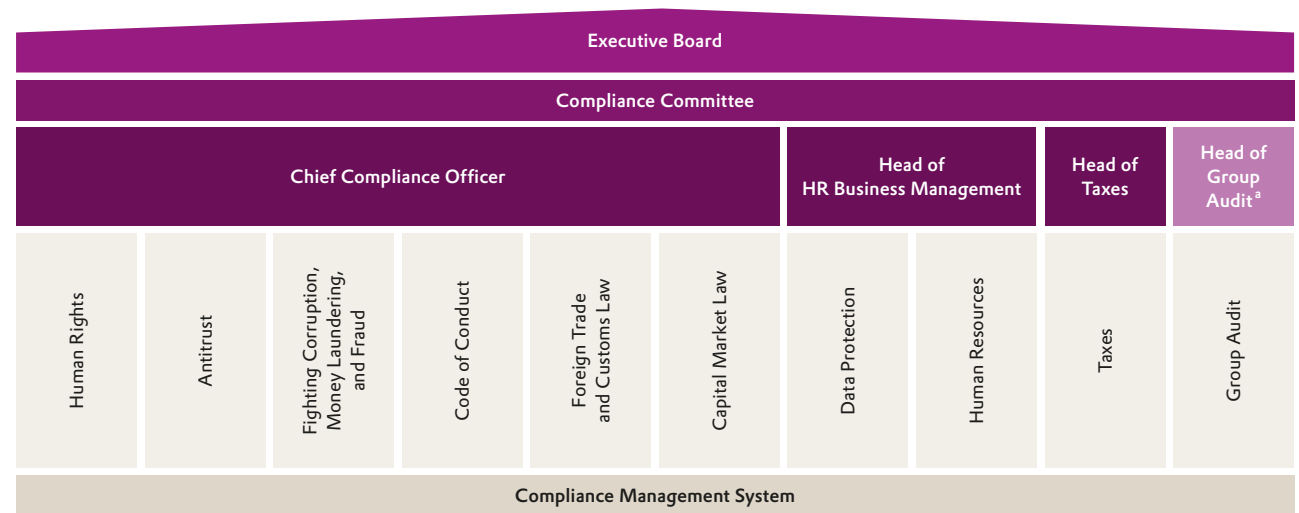
### Compliance

Evonik understands compliance as all activities to ensure that the conduct of the company by its governance bodies and its employees respects all applicable mandatory standards such as legal provisions, statutory requirements and prohibitions, in-house directives, and voluntary undertakings.

The most important external and internal principles and rules are set out in Evonik's group-wide code of conduct. This is binding for both the executive board and all Evonik employees, both internally in their treatment of one another and externally in contact with shareholders, business partners, representatives of authorities and government bodies, and the general public. It requires all employees to comply with the applicable laws, regulations, and other obligations. Evonik does not do business at any price. All employees worldwide receive regular training on the code of conduct and specific issues. Systematic action is taken to deal with any breach of the code of conduct.

The compliance areas identified as being of specific relevance to our company are bundled in a House of Compliance. Failure to observe the applicable laws and regulations in these areas leads to substantial risks for the company, its legal representatives, and holders of protected legal positions. To ensure a risk-based

### House of Compliance



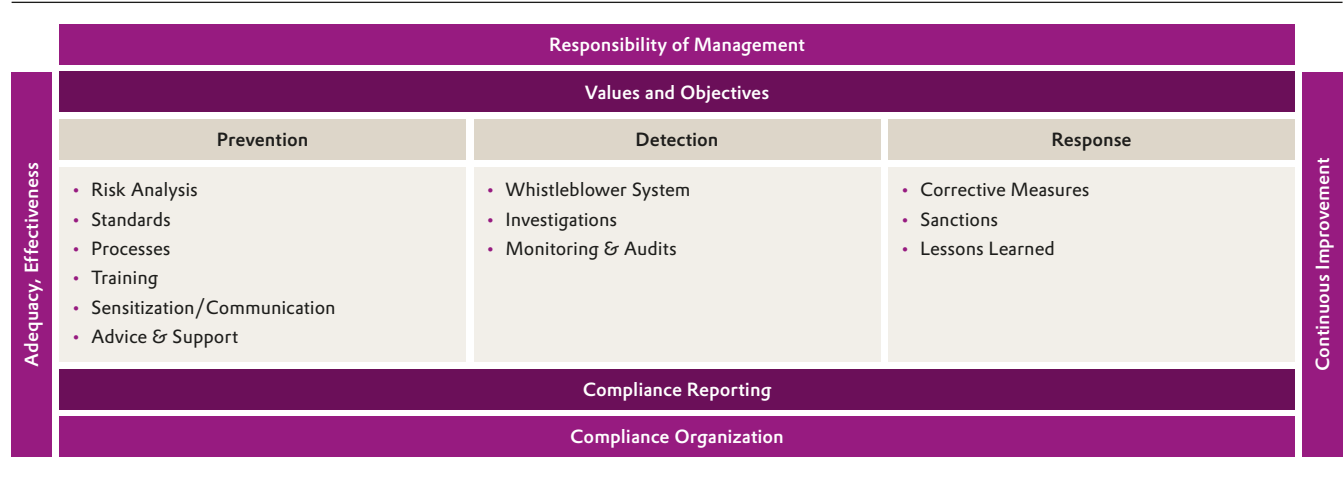
<sup>a</sup> Advisory role.

approach and take account of similarities between topics, the areas covered by the House of Compliance therefore comprise antitrust law, fighting corruption, money laundering, and fraud, as well as the code of conduct, foreign trade and customs law, capital market law, data protection, taxes, human resources, and, since 2022, human rights. Group Audit has an advisory role. Environment, safety, health, and quality, including compliance-related aspects, are also very important topics and are managed and monitored by a separate function.

The role of the House of Compliance is to define minimum group-wide standards for the compliance management systems (CMS) for these areas and ensure that they are implemented. The process of forming a consensus, sharing experience, and coordinating joint activities takes place in the compliance committee, which is composed of the heads of the respective units, who have independent responsibility for their areas, and the head of Group Audit. The compliance units are responsible for the appropriateness, efficacy, and continuous improvement of the CMS for the compliance topics allocated to them.

For information relating to principle 5 of the German Corporate Governance Code on the fundamental aspects of the CMS and its topics, please refer to the above presentation. There are no indications that the CMS for the compliance issues bundled in the House of Compliance are not appropriate or effective in all key respects. The necessary elements of the CMS are structured and implemented throughout the Evonik Group on a risk-oriented basis, reflecting the content required by the standards for the respective issue. By and large, the established standards and processes are put into practice in the company. Regular efficacy checks identify individual weak points relating to specific aspects, and suitable measures to remedy them are integrated into a continuous improvement process. In the same way, the CMS is adapted and aligned to changes in the basic framework (for example, due to changes in the relevant legislation or internal

**Compliance management system (CMS)**



requirements or policies) and the actual circumstances (for example, due to changes in (corporate) structures or business models).

The establishment of the CMS for human rights has largely been completed. The standards, processes, and measures are being implemented in the company’s own area of business and by its suppliers. The efficacy checks are being performed successively on the established CMS elements but do not yet fully cover all aspects.

The compliance issues and the appropriateness and efficacy of the relevant CMS are examined at regular intervals through internal and external audits. Here are some examples:

- External audit of fighting corruption based on audit standard IDW PS 980 (KPMG, 2020)
- Internal audit of the anti-money laundering measures (Group Audit, 2022)

- Internal audit of antitrust law (Group Audit)
- External readiness check in the area of data protection based on IDW PS 980 (Luther law firm, 2022)
- External readiness check on the German supply chain legislation (KPMG, 2022)
- External audit of the tax CMS of Evonik Industries AG and other Group companies in Germany covering the areas of income tax, wage tax, value-added tax, transfer pricing, and withholding tax pursuant to IDW PS 980 (KPMG, 2023/2024)
- Internal audit of the tax CMS (Group Audit, 2021)
- Regular internal audits of internal export controls
- Official audits of customs and export control processes in connection with export permit processes, customs and foreign trade audits, and certification as an “Authorized Economic Operator” (AEO)
- Inspection of chemical weapons controls by the Organisation for the Prohibition of Chemical Weapons (OPCW)

The above comments on the CMS are based on self-assessments by the relevant functional areas, which are prepared in good faith on the basis, in particular, of the references cited.

Further information on Evonik's CMS and the corresponding areas of focus, as well as the action taken in the year under review, can be found in the sustainability report.

[www.evonik.media/sustainability-report](http://www.evonik.media/sustainability-report)

### Sustainability

During the year, the executive board and supervisory board examine aspects of economic, ecological, and social sustainability from various perspectives. These include, for example, aspects relating to portfolio transformation, the environment, and safety. Sustainability was also one of the main topics at the supervisory board's strategy meeting in September 2023. For many years, the development of accident frequency and severity has been reflected in the executive board's short-term variable remuneration as a performance-related component. Since 2023, the remuneration system has included further sustainability targets in the areas of strategy/portfolio, the efficiency of cost structures, and corporate culture. Extensive information on sustainability can be found in the sustainability section of the combined management report [Financial report, p.50 ff.](#) and the sustainability report.

[www.evonik.media/sustainability-report](http://www.evonik.media/sustainability-report)

### Transparency

Evonik regards timely and equal public disclosure of information as a key basis of good corporate governance. Evonik provides extensive information in German and English on its website. This includes our financial calendar, which provides a convenient overview of important dates. [www.evonik.finance/investor-relations](http://www.evonik.finance/investor-relations)

Evonik's business performance is outlined principally in our financial reports and investor relations presentations. These are supplemented by information on Evonik's shares, the terms of bond issues, and an overview of our credit ratings. Mandatory publications such as ad-hoc announcements, voting rights announcements, and information on directors' dealings are also published immediately on our investor relations site [www.evonik.finance/investor-relations](http://www.evonik.finance/investor-relations) (News & Reports/Ad-hoc announcements, Share/Voting rights, and Corporate Governance/Directors' Dealings). The offering also includes information on corporate strategy and Evonik's corporate structure and organization. In addition, the investor relations site provides information on Evonik's approach to corporate responsibility and how the management and supervision of the company (corporate governance) are aligned to responsible and sustained value creation. [www.evonik.finance/investor-relations](http://www.evonik.finance/investor-relations) (Sustainable Investment (SRI) and Corporate Governance)

## 2.3 Work of the executive board and supervisory board

The German Stock Corporation Act (AktG) forms the legal basis for the incorporation of Evonik Industries AG. Further details are set forth in the company's articles of incorporation and the provisions of the German Corporate Governance Code. See subsection 2.1 [p.1 f.](#)

### Executive board

The executive board of Evonik Industries AG is responsible for running the company in the company's interests with a view to sustained value creation, taking into account the interests of the shareholders, employees, and other stakeholders. It works together trustfully with the other corporate governance bodies for the good of the company.

The executive board defines and updates the company's business objectives, its basic strategic focus, business policy, and corporate structure. It ensures compliance with statutory provisions and internal directives and exerts its influence to ensure that they are observed by Group companies (compliance). It is also responsible for ensuring appropriate measures aligned to the company's risk situation (CMS) and appropriate risk management and risk controlling in the company. A whistleblower system has been set up. This enables employees and third parties to report, in a protected manner, suspected breaches of the law within the company.


When making appointments to management functions in the company, the executive board applies the principles of diversity. In this it strives, in particular, to ensure adequate representation of women.


The executive board has four members at present. One member is appointed to chair the executive board. With the approval of the supervisory board, the executive board has adopted rules of procedure and a plan allocating areas of responsibility. The chairman coordinates the work of the executive board, provides information for the supervisory board, and maintains regular contact with the chairman of the supervisory board. If the chairman is not available to perform these tasks, they are assumed by the deputy chairperson. The members of the executive board are jointly responsible for the overall management of the company. They work together constructively and keep each other informed of the main activities and developments in their areas of responsibility. The executive board endeavors to take decisions unanimously but may also adopt resolutions by majority vote. If an equal number of votes is cast, the chairman has the casting vote.

Ensuring that the supervisory board receives sufficient information is the joint responsibility of the executive board and supervisory board. The executive board provides the supervisory board with the reports to be prepared in accordance with section 90 of the German Stock Corporation Act (AktG) and the rules of procedure of the supervisory board. It gives the supervisory board timely, regular, and full information on all matters that are relevant to the company and the Group relating to strategy, planning, business development, risks, risk management, and compliance. It outlines deviations between the planned and actual business performance and targets and the reasons therefor.

Further, the executive board submits timely reports to the supervisory board on business matters and actions for which it is required by the articles of incorporation or the supervisory board's rules of procedure to obtain the approval of the supervisory board. In addition, the supervisory board can make further business activities and measures dependent on its consent on a case-by-case basis.

Members of the executive board are required to act in the interests of the company. They may not pursue personal interests in their decisions or utilize business opportunities available to the company for themselves. The members of the executive board are subject to a comprehensive non-compete obligation during their term of office. They may only assume additional posts, especially seats on the supervisory boards of companies that are not affiliated companies of Evonik Industries AG, with the consent of the supervisory board. In such cases, the executive board member shall accept the post as a personal office and shall ensure strict confidentiality and strict separation from his/her activities as a member of the executive board. Every member of the executive board is required to disclose any conflict of interest to the chairman of the supervisory board without delay and to inform the other members of the executive board. In fiscal 2023, there were no conflicts of interest relating to members of the executive board of Evonik Industries AG.

All transactions between the company or companies in the Evonik Group, on the one hand, and executive board members and related parties, on the other, must take place on terms that are customary in the sector. The report of the supervisory board  **Financial report, p.103ff.** contains details of the relevant transactions in the reporting period.

The composition of the executive board and membership of supervisory boards and similar governance bodies are outlined in the further information on corporate officers  **Financial report, p.121ff.**

### Supervisory Board

The supervisory board advises and supervises the executive board. It appoints the members of the executive board and names one member as the chairperson of the executive board. It also decides on the remuneration of the members of the executive board. The executive board is required to obtain the approval of the supervisory board on decisions of fundamental importance, which are defined in a separate list. These include:

- Fundamental changes to the structure of the company and the Group
- Setting the annual budget for the Group
- Investments exceeding €100 million
- The assumption of loans and the issuance of bonds exceeding €300 million and with a maturity of more than one year

The supervisory board examines the company's annual financial statements, the executive board's proposal for the distribution of the profit, the consolidated financial statements for the Evonik Group, and the combined management report, including the combined non-financial statement. The supervisory board submits a written report on the outcome of the audit to the shareholders' meeting.

The supervisory board is subject to the German Codetermination Act (MitbestG). In accordance with these statutory provisions, the supervisory board comprises 20 members: ten representatives of the shareholders and ten representatives of the workforce. The representatives of the shareholders are elected by the shareholders' meeting on the basis of nominations put forward by the supervisory board as prepared by the nomination committee. The representatives of the employees are elected by the workforce and comprise seven employee representatives and three representatives of the industrial union.

The composition of the supervisory board should ensure that its members collectively have the knowledge, skills, and professional expertise required to properly perform their duties. The members of the supervisory board may not undertake any duties as officers or advisors to the company's major competitors.

No former executive board members have seats on the supervisory board. All members of the supervisory board shall ensure that they have sufficient time to perform their tasks as a member of the supervisory board. Members of the supervisory board who are also members of the executive board of a publicly listed stock corporation should not hold more than two seats on the supervisory boards of listed companies outside their group of companies or boards where comparable demands are made on them; members of the supervisory board who are not members of the executive board of a publicly listed corporation may not hold more than five seats on such supervisory or comparable boards. For this purpose, chairing a supervisory board counts as holding two seats.

Members of the supervisory board must act in the interests of the company and not pursue personal interests in their decisions, nor may they utilize business opportunities available to the company for themselves. Members must disclose conflicts of interest to the supervisory board. Any member of the supervisory board who discloses a conflict of interest is excluded from resolutions

at the meetings of the supervisory board dealing with matters relating to the conflict of interest. In its report to the shareholders' meeting, the supervisory board discloses any conflicts of interest that have arisen and how they have been dealt with. Material conflicts of interest relating to a member of the supervisory board that are not by nature temporary should lead to termination of his/her term of office.

Consultancy, service, and similar contracts between a member of the supervisory board and the company must be approved by the supervisory board. There were no contracts of this type in 2023.

The supervisory board has adopted rules of procedure, which also govern the formation and tasks of the committees. At least two regular meetings of the supervisory board are held in each calendar half-year. In addition, meetings may be convened as required, and the supervisory board may adopt resolutions outside meetings. If an equal number of votes is cast when making a decision, and a second vote does not alter this situation, the chairman of the supervisory board has the casting vote.

The supervisory board has set the following objectives for its composition, which are taken into account in the proposals put to the shareholders' meeting with regard to the regular election of members of the supervisory board and the subsequent election of a member of the supervisory board:

- At least two members should have a sound knowledge of and experience in regions that are of material importance for the Evonik Group's business, either through their background or through professional experience gained in an international context.
- At least two members should have special knowledge of and experience in business administration and finance/accounting or auditing.
- The members of the supervisory board as a whole should be familiar with the chemical sector.

- At least two members should have experience in managing or supervising a major company.
- The supervisory board should comprise at least 30 percent women and at least 30 percent men.
- The members of the supervisory board should not hold consulting or governance positions with customers, suppliers, creditors, or other business partners that could lead to a conflict of interest. Deviations from this rule are permitted in legitimate individual cases.
- Members of the supervisory board should not normally be over 75 when they are elected.
- Members of the supervisory board should not normally hold office for more than three full terms within the meaning of section 102 paragraph 1 of the German Stock Corporation Act (AktG), i.e., normally 15 years. It is possible to deviate from this rule, in particular, in the case of a member of the supervisory board who directly or indirectly holds at least 25 percent of the company's shares or belongs to the governance body of a shareholder that directly or indirectly holds at least 25 percent of the company's shares.
- The collective knowledge and professional expertise of the members of the supervisory board should adequately reflect the skills profile.
- At least six supervisory board members representing the shareholders should be independent of the company and its executive board and independent of a controlling shareholder.

These targets were last revised in December 2019.

The supervisory board currently comprises six women and 14 men. In accordance with its own targets and in compliance with statutory requirements, it therefore meets the minimum of 30 percent women and 30 percent men.

The independence of a supervisory board member representing the shareholders depends on whether the member is independent of the company and its executive board and independent of a controlling shareholder. The supervisory board classifies all current members as independent. In this context, it is satisfied, in particular, that Mr. Tönjes' position as chairman of the executive board of RAG-Stiftung does not constitute a conflict of interests with regard to the work of the supervisory board that would counteract his independence. Even taking into account the more far-reaching criteria set out in the European Commission's recommendation of February 15, 2005, there are no conflicts of interest and no doubts regarding the independence of the members of the supervisory board.<sup>1</sup>

The shareholders' representatives classified by the supervisory board as independent members are: Bernd Tönjes, Prof. Barbara Albert, Dr. Cornelius Baur, Prof. Aldo Belloni, Werner Fuhrmann, Dr. Christian Kohlpaintner, Cedrik Neike, Dr. Ariane Reinhart, Michael Rüdiger, and Angela Titzrath.

The financial experts within the meaning of section 100 paragraph 5 of the German Stock Corporation Act (AktG) and recommendation D.3 of the German Corporate Governance Code are Ms. Angela Titzrath (auditing expertise) and Mr. Michael Rüdiger (accounting expertise). In addition to their academic qualifications, both have acquired the necessary knowledge and experience for this through their professional careers, especially as members of executive boards of large companies and their work on a variety of supervisory bodies. As a former executive board member at large companies and chairwoman of the executive board of a listed company, Ms. Angela Titzrath has extensive experience in the area of auditing. For a number of years, she has also been intensively engaged in the preparation and review of sustainability reports. Through his former role in the area of internal auditing, Mr. Michael Rüdiger has many years' experience in the field of finance and special knowledge

<sup>1</sup> Section 13.2 in conjunction with annex 2 of the Commission Recommendation of February 15, 2005 on the role of non-executive directors/supervisory board members of publicly listed companies and committees of the board of directors/supervisory board (2005/162/EC).



and experience in the application of accounting policies and of internal control and risk management systems. As a member of the audit committee at another listed company, Mr. Michael Rüdiger is intensively involved in auditing, including the auditing of sustainability reporting. Moreover, as members of the audit committee of Evonik Industries AG, Ms. Angela Titzrath and Mr. Michael Rüdiger are continuously involved in these fields. Furthermore, as chairman of this committee, outside of its meetings, Mr. Michael Rüdiger is in contact with the external auditors, the executive board, and the heads of the relevant functions.

The length of membership of the supervisory board is disclosed in the resumes of the members of the supervisory board.

The present supervisory board satisfies the objectives for its composition.

In accordance with the recommendation in the German Corporate Governance Code, as well as setting objectives for its composition, the supervisory board has drawn up a profile of the skills and expertise required for the entire supervisory board. Proposals for the election of supervisory board members are based on this profile. The objectives and profile together form the supervisory board's diversity concept pursuant to section 289f paragraph 2 no. 6 and section 315d of the German Commercial Code (HGB), which is outlined in subsection 2.4 [p. 9](#).

The supervisory board considers that the following skills and expertise are appropriate for the proper performance of its duties and are reflected by its members:

#### Profile of skills and expertise required of the supervisory board

	International experience	Knowledge of business administration	Experience in human resources and social issues	Scientific knowledge (especially of the chemical sector)	Experience in corporate management	Experience in ecological and social sustainability	Technological knowledge (including digitalization and information technology)
Bernd Tönjes		x	x		x	x	x
Alexander Bercht		x	x		x		
Martin Albers		x	x				
Prof. Barbara Albert	x			x	x	x	x
Dr. Cornelius Baur	x	x	x		x	x	x
Prof. Aldo Belloni	x	x	x	x	x	x	
Alexandra Boy		x	x		x		
Hussin El Moussaoui			x				
Werner Fuhrmann	x	x	x	x	x	x	
Dr. Christian Kohlpaintner	x	x	x	x	x	x	
Alexandra Krieger		x	x				
Martin Kubessa			x	x			
Thomas Meiers		x	x		x		x
Cedrik Neike	x	x	x		x	x	x
Dr. Ariane Reinhart	x	x	x		x	x	x
Martina Reisch		x	x		x		x
Gerhard Ribbeheger			x				x
Michael Rüdiger	x	x	x		x	x	
Gerd Schlengermann			x				
Angela Titzrath	x	x	x		x	x	x

The supervisory board has the following committees:

The **executive committee** comprises the chairman of the supervisory board, his deputy, and two further members. It undertakes the regular business of the supervisory board and advises the executive board on fundamental issues relating to the ongoing strategic development of the company. Insofar as is permitted by law, it makes decisions in place of the full supervisory board on

matters which cannot be deferred until the necessary resolution is passed by the full supervisory board without detrimental effects for the company. It also makes decisions on the use of authorized capital. It prepares meetings of the supervisory board and, in particular, personnel decisions and resolutions on the remuneration of the executive board, including the main contractual elements and the overall remuneration of individual members of the executive board. It is also responsible for concluding,



amending, and terminating employment contracts with the members of the executive board, where this does not involve altering or setting remuneration, and represents the company in other transactions of a legal nature with present and former members of the executive board and certain related parties. **Members:** Bernd Tönjes (chairman), Alexander Bercht (deputy chairman), Martin Albers, Prof. Aldo Belloni.

The **audit committee** has six members. Members of the audit committee have specialist knowledge and experience in the application of accounting standards and internal control systems. Moreover, the chairman is independent and is not a former member of the company's executive board. Acting on behalf of the supervisory board, the audit committee's principal tasks comprise supervising the accounting, the accounting process, the effectiveness of the internal control system, the risk management system, and the internal audit system, the auditing of the financial statements, especially the independence of the auditor, any additional services provided by the auditor by prior agreement and retrospective review, as well as compliance and the related decisions. It can make proposals and recommendations geared to ensuring the integrity of the financial reporting process. It prepares the supervisory board's proposal to the shareholders' meeting on the appointment of the auditor. If the audit engagement is put out to tender, the proposal must include at least two candidates. Further, the audit committee makes decisions on the appointment of the auditor, the focal points of the audit, and the agreement on audit fees. It assumes the specific duties regarding the statutory audit of public-interest entities assigned to the audit committee under applicable law, especially EU Regulation no. 537/2014. The audit committee prepares the decision of the supervisory board on approval of the annual financial statements of Evonik Industries AG and the consolidated financial statements for the Evonik Group. For this purpose, it is required to conduct a preliminary examination of the annual financial statements of Evonik Industries AG, the consolidated financial statements for

the Evonik Group, the combined management report, including the combined non-financial statement, and the executive board's proposal for the distribution of the profit. The audit committee also examines the auditor's report. The audit committee reviews the interim reports, especially the half year financial report, discusses the audit review report with the auditor—if an auditor is engaged to conduct a review—and decides whether to raise any objections. Further, it examines issues relating to corporate governance and reports to the supervisory board at least once a year on the status, effectiveness, and scope to implement any improvements to corporate governance, and on new requirements and new developments in this field. **Members:** Michael Rüdiger (chairman), Alexandra Krieger (deputy chairwoman), Alexandra Boy, Cedrik Neike, Gerd Schlengermann, Angela Titzrath.



The **finance and investment committee** has eight members. In 2023, the supervisory board resolved that this committee should also address aspects of sustainability. Effective January 1, 2024, it was therefore renamed the investment and sustainability committee. The committee's work covers aspects of corporate finance, investment planning, and sustainability. For example, it takes decisions on behalf of the supervisory board on approving investment and real estate transactions with a value of more than €100 million. Further, the finance and investment committee takes decisions on behalf of the supervisory board involving approval for the establishment, acquisition, and divestment of businesses, and on capital measures at other Group companies with a value of between €100 million and €500 million. It also prepares decisions of the full supervisory board on such measures, where they exceed €500 million. Furthermore, it makes decisions on the assumption of guarantees and sureties for credits exceeding €50 million and on investments in companies of more than €100 million. **Members:** Werner Fuhrmann (chairman), Alexander Bercht (deputy chairman), Martin Albers, Dr. Cornelius Baur, Thomas Meiers, Gerhard Ribbeheger, Michael Rüdiger, Bernd Tönjes.

The **innovation and research committee** has eight members. It examines the company's innovation and research strategy, in particular by analyzing expected future developments both in the chemical sector and in the markets of relevance to the company. It discusses the resulting implications for the company's innovation and research programs with the executive board. **Members:** Prof. Barbara Albert (chairwoman), Thomas Meiers (deputy chairman), Prof. Aldo Belloni, Hussin El Moussaoui, Dr. Ariane Reinhart, Martina Reisch, Gerhard Ribbeheger, Bernd Tönjes.

The **nomination committee** comprises three supervisory board members elected as representatives of the shareholders. The task of the nomination committee is to prepare a proposal for the supervisory board on the candidates to be nominated to the shareholders' meeting for election to the supervisory board. **Members:** Bernd Tönjes (chairman), Prof. Aldo Belloni, Dr. Ariane Reinhart.


Finally, there is a **mediation committee** established in accordance with section 27 paragraph 3 of the German Codetermination Act. This mandatory committee is composed of the chairman of the supervisory board, his deputy, one shareholder representative, and one employee representative. This committee puts forward proposals to the supervisory board on the appointment of members of the executive board if the necessary two-thirds majority of the supervisory board members is not achieved in the first vote. **Members:** Bernd Tönjes (chairman), Alexander Bercht (deputy chairman), Martin Albers, Prof. Aldo Belloni.

The mediation committee is only convened when necessary. All other committees meet regularly and may also hold additional meetings on specific issues in line with their responsibilities as set out in the rules of procedure for the supervisory board.

Further details of the work of the supervisory board and its committees in the past fiscal year can be found in the report of the supervisory board  **Financial report**, p.103ff. The report of the supervisory board also outlines the composition of the various committees and the meetings attended by members of the supervisory board. The composition of the supervisory board and membership of supervisory boards and similar governance bodies are outlined in the further information on corporate officers  **Financial report**, p.121ff.

The supervisory board regularly examines the efficiency of its work. A self-assessment involving supervisory board members filling out a questionnaire was conducted in 2020. On the basis of the evaluation of the results, measures were resolved and implemented during the year.

### Directors' dealings

In accordance with article 19 paragraph 1 of the EU market abuse regulation (MAR), members of the executive board and supervisory board and persons closely associated with them (including spouses, partners who are equivalent to a spouse, and dependent children) are required to notify Evonik Industries AG and the Federal Financial Supervisory Authority (BaFin) of any transactions in shares or debt instruments of Evonik Industries AG, or derivatives, or other financial instruments linked thereto. This applies to transactions undertaken within a calendar year after a total value of €20,000 has been reached. The transactions notified are disclosed on the website of Evonik Industries AG.  [www.evonik.finance/investor-relations](http://www.evonik.finance/investor-relations) (Corporate Governance/Directors' Dealings)


## 2.4 Diversity at Evonik

Since Evonik Industries AG is a publicly listed company and is also subject to German codetermination legislation, the diversity requirements set forth in the German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code apply.

The statutory ratio of at least 30 percent women and at least 30 percent men applies for the composition of the supervisory board. The supervisory board meets this ratio: Alongside 14 men, it has six female members, three of whom represent the shareholders, and three of whom represent the workforce. For the proportion of women on the executive board, the supervisory board has set a target of at least 25 percent (which is equivalent to one woman as the executive board currently has four members), with a deadline for achieving this of June 30, 2027. The executive board comprises one woman and three men. The executive board therefore also meets the statutory requirement that an executive board with more than three members must include at least one woman and one man (section 76 paragraph 3a AktG). For the period from January 1, 2021 through December 31, 2024, the executive board set a target of 30 percent female managers at both the first and the second management level below the executive board. At year-end 2023, the proportion of female managers was 38.5 percent at the first management level and 33.3 percent at the second management level.

### Diversity concept

The previous diversity requirements set out in the German Stock Corporation Act (AktG) and the German Corporate Governance Code for publicly listed corporations that are also classified as large stock corporations have been extended by the provisions of section 289f paragraph 2 no. 6 of the German Commercial Code (HGB). The diversity concept, which has to be described pursuant to this provision and which has to be followed in appointments to the supervisory board and the executive board, comprises the following elements at Evonik Industries AG:

The diversity concept for Evonik's supervisory board comprises both the supervisory board's objectives for its composition and the profile for the skills and expertise of the supervisory board as a whole. Further details can be found in subsection 2.3  p.4ff. Most of the requirements contained in the supervisory board's

diversity concept are already reflected in the supervisory board's objectives. These include rules on the age and gender of supervisory board members and on professional experience and knowledge of business administration and the chemical sector. These objectives have been supplemented by a profile that sets out the required skills and expertise and documents the extent to which they are met. The diversity concept is implemented by ensuring that the proposals put to the shareholders' meeting for the election of supervisory board members reflect the objectives and the profile. The present composition of the supervisory board meets all requirements of the diversity concept. The supervisory board, executive committee, and executive board together ensure long-term succession planning for appointments to the executive board. Structured talent management and targeted executive development form the basis for filling executive board positions from within the company where possible. The principles of succession planning are agreed with the executive committee, and the chairman of the executive board and the chairman of the supervisory board regularly discuss potential candidates. The chairman of the supervisory board informs the executive committee or the full supervisory board of the status of succession planning, as necessary. The basis for this includes the diversity concept for the executive board. Alongside the target of 25 percent female members outlined above, it sets a maximum age of 68 years for members of the executive board. In addition to this age limit, when selecting suitable candidates for the executive board, the supervisory board ensures a suitable mixture of ages to ensure long-term succession planning. Further, as a leading global specialty chemicals company, when making appointments to the executive board, Evonik pays attention to ensuring that at least one member has knowledge of the area of human resources, one has knowledge of finance and accounting, and one has knowledge of the chemical sector. In addition, at least one member of the executive board should have international professional experience. The present composition of the executive board fully meets the requirements set by the diversity concept.

### 3. Shareholders and the shareholders' meeting

The shareholders exercise their rights at the shareholders' meeting. The shareholders' meeting elects the auditor and the shareholder representatives on the supervisory board and resolves on the ratification of the actions of members of the executive board and supervisory board, the distribution of the profit, capital transactions, and amendments to the articles of incorporation. The shares are registered shares. Shareholders who are entered in the register of shareholders are eligible to attend the shareholders' meeting and exercise their voting rights, providing they register in good time to attend the meeting. The shareholders may exercise their voting rights at the shareholders' meeting in person, through a proxy of their choice or through a proxy appointed by the company. Each share entitles the holder to one vote.

### 4. Information on accounting and auditing of the financial statements

Evonik Industries AG prepares its annual financial statements in accordance with the German Commercial Code (HGB) and the German Stock Corporation Act (AktG). The consolidated financial statements are prepared on the basis of the International Financial Reporting Standards (IFRS), as adopted for use in the EU. In addition, the applicable statutory provisions of section 315e paragraph 1 of the German Commercial Code (HGB) are taken into account. The consolidated financial statements are also published in the European Single Electronic Format (ESEF), which was audited separately by the auditor. As proposed by the supervisory board, the annual shareholders'

meeting on May 31, 2023 elected KPMG AG Wirtschaftsprüfungsgesellschaft (KPMG), Berlin, as auditor for the annual financial statements of Evonik Industries AG, the consolidated financial statements of the Evonik Group, and the combined management report for fiscal 2023. The supervisory board previously ascertained the independence of the auditor. The auditors that sign the audit of the annual financial statements of Evonik Industries AG and the consolidated financial statements of the Evonik Group are Dr. Thorsten Hain (since fiscal 2021) and Dr. Kathryn Ackermann (since fiscal 2021). In addition to the accounting, the audit covered the system to identify emerging risks and the accounting-related internal control system. Based on the resolution of May 31, 2023, KPMG also reviewed the half year financial report in fiscal 2023.

### 5. Internal control system and risk management

Evonik's internal control system (ICS) covers the entire organization and is designed to safeguard the functioning and cost-efficiency of business processes, the reliability of business information, protect assets, and ensure compliance with regulations (COSO). The individual controls are based on the principles of transparency (in other words, comparison with the target process), double-checking, separation of functions, and the need-to-know basis. The ICS for each process is defined centrally using a uniform process classification and applied on a decentralized basis throughout the Evonik Group. A defined procedure involving the heads of the process design groups (PDG) or process expert groups (PEG), the process/function owners, and the risk coordinators ensures that process and organizational risks can be ruled out in all organizational units. In close alignment

with risk management, all units within the Evonik Group conduct a self-assessment to evaluate whether there are any process and organizational risks and estimate whether these could impact the effectiveness of Evonik's ICS. Experts regularly update and optimize the ICS. Oversight is based on three elements: risk management, Group Audit, and external auditors. Group Audit uses randomized audits to assess the appropriateness and effectiveness of the ICS and the risk management system (RMS). The Evonik Group's RMS, including the ICS relating to the accounting process, is described in the opportunity and risk report [Financial report, p. 86 ff.](#) in the combined management report. The randomized audits performed by Group Audit in 2023 did not identify any systematic weaknesses in the ICS or RMS, nor are there any indications that the ICS and RMS are not, in all material respects, appropriate and effective.

### 6. Remuneration

The principles of the remuneration system and the remuneration of the members of the executive board and the supervisory board are outlined in the remuneration report [www.evonik.finance/remuneration-report](#). To meet the content requirements for the declaration on corporate governance pursuant to section 289f paragraph 2 no. 1a of the German Commercial Code (HGB), the remuneration system (section 87a paragraph 1 and paragraph 2 sentence 1 of the German Stock Corporation Act [AktG]) and the remuneration resolution (section 113 paragraph 3 AktG) are published on the website of Evonik Industries AG at [www.evonik.finance/remunerationssystem-executiveboard](#) and [www.evonik.finance/remunerationssystem-supervisoryboard](#). In addition, the remuneration report and the auditor's report can be viewed at [www.evonik.finance/remuneration-report](#).

