

Annual Shareholders' Meeting of Evonik Industries AG, Essen

on Wednesday May 23, 2018 at 10 a.m. (Central European Summer Time — CEST)

Venue: Grugahalle, Messeplatz 2 (formerly Norbertstraße 2), 45131 Essen, Germany

Counter-motions and Proposals for Election by Shareholders

Counter-motion by Prof. Dr. Udo Branahl, Dortmund, regarding item 7 of the Agenda

The shareholder Prof. Dr. Udo Branahl has announced the following counter-motion:

Motion A regarding item 7 of the Agenda

1. The total amount of remuneration to which the Supervisory Board members were entitled for their activities on the Supervisory Board and its committees in the year 2017 will not be increased. This also applies after establishment of an additional committee (Innovation and Research Committee).
2. The Executive Board and the Supervisory Board are requested to submit a proposal to the Shareholders' Meeting for the adequate distribution of this total amount among the basic remuneration and the activities on the committees which takes into account the establishment of the additional Innovation and Research Committee.

3. Section 15 Paragraph 1 of the current Articles of Association will remain unchanged until this proposal has been approved by the Shareholders' Meeting.

Reasons:

Only two years ago, the remuneration of the Supervisory Board members was increased by double-digit percentages.

For example, the basic remuneration of the Chairperson of the Supervisory Board was increased from EUR 200,000 to EUR 250,000, i.e. by 25%, the basic remuneration of his deputy was increased from EUR 130,000 to EUR 175,000, i.e. by more than one third.

The additional remuneration for the activities on the committees of the Supervisory Board was increased by up to two thirds. For example, the Chairperson of the Audit Committee received EUR 75,000 last year instead of EUR 45,000, the amount he received until then, his deputy received EUR 50,000 instead of EUR 30,000.

The motion I made two years ago to increase the remuneration for the activities on the Supervisory Board and its committees by no more than 5% did not obtain a majority in the then Shareholders' Meeting.

However, the Chairperson of the Supervisory Board at the time, Werner Müller, simultaneously assured the Shareholders' Meeting that the remuneration for the activities on the Supervisory Board would not be further increased in the next 5 years.

This commitment lasted not even two years.

The Executive Board and the Supervisory Board now propose to raise the remuneration of the Supervisory Board members once again.

The Chairperson of the Audit Committee, for example, whose additional remuneration was raised only two years ago from EUR 45,000 to EUR 75,000, is to receive EUR 90,000 from this year onwards. This represents a doubling of the remuneration within three years. Do you also treat your employees this generously?

The same applies for his deputy. Only two years ago, his additional remuneration was EUR 30,000. Now, it is planned to increase it to

EUR 60,000. It is intended to raise the additional remuneration of the other members, which two years ago [amounted to] EUR 30,000, to EUR 50,000.

The members of the Finance and Investment Committee are to receive a generous treatment, too. For example, the additional remuneration of its Chairperson is to be raised from EUR 35,000 in 2016 to EUR 60,000 in 2018, the remuneration of his deputy from EUR 27,500 to EUR 45,000.

By establishing an Innovation and Research Committee, it is intended to further increase the remuneration of the Supervisory Board members, namely by EUR 30,000 for its Chairperson, by 20,000 for his deputy and by EUR 10,000 for every other member.

The rationale behind the additional increase in the remuneration of Supervisory Board members is limited to the claim that the work in the Audit Committee and in the Finance and Investment Committee has become more demanding, without at all specifying this claim in more detail, let alone substantiating it.

I propose to oblige the Executive Board and the Supervisory Board to stay true to the promise that Mr Müller gave at the Shareholders' Meeting two years ago, i.e. to not further increase the total remuneration for the service of Supervisory Board members, including their activities on its committees.

This document is a convenience translation of the German original.

In case of a discrepancy between the English and the German version, the German version shall prevail which is published at www.evonik.de/hauptversammlung -> Gegenanträge