



**Proxy Authorization Form**

This form does not replace the proper registration required for the Annual Shareholders' Meeting. Please observe the notes and explanations presented on our website (the "Questions and Answers" page) and on the admission ticket.

**The Declaring Person**

\_\_\_\_\_  
Last name or name of company\*

\_\_\_\_\_  
Number of shares\*

\_\_\_\_\_  
First name\*

\_\_\_\_\_  
Admission ticket number\*

\_\_\_\_\_  
Postal code / town\*

\*Mandatory fields (please refer to the Annual Shareholders' Meeting admission ticket for details). Please fill out the form legibly in block letters.

**Authorization and Instructions for Company-Appointed Proxy Voting Representatives**

I/We authorize Ms. Angela Wörl, of Munich, and Mr. Goetz Neumann, of Vaterstetten (the Company-appointed proxy voting representatives), each of whom has been issued individual authority, to represent myself/us at the Annual Shareholders' Meeting on May 21, 2010 and to exercise my/our voting rights as per my/our following instructions.

This proxy authorization shall be withdrawn in the event of personal participation in the Annual Shareholders' Meeting by the authorizing person.

<b>Proposed resolutions as per the electronic version of the German Federal Gazette (<i>Elektronischer Bundesanzeiger</i>)</b>	<b>YES</b>	<b>NO</b>
2. Resolution on the Appropriation of Profits.....	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the Ratification of the Actions of the Executive Board .....	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the Ratification of the Actions of the Supervisory Board .....	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the Nomination of Auditor.....	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorization to Acquire Treasury Shares .....	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the Amendment of the Articles of Association of Wacker Chemie AG to Comply with the Act Implementing the Shareholders' Rights Directive (ARUG).....	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Date, signature(s) or conclusion of the declaration in accordance with Section 126b of the German Civil Code (BGB)

**Proxy Authorization of a Third Party**

I/We hereby authorize

\_\_\_\_\_  
Last name \*\*

\_\_\_\_\_  
First name\*\*

\_\_\_\_\_  
Domicile \*\*

to represent myself/us at the Annual Shareholders' Meeting. This proxy authorization includes the withdrawal of a previously issued proxy authorization, and confers the entitlement to exercise all rights related to the Annual Shareholders' Meeting, including granting a sub-authorization. This authorization is rendered void by my personal participation in the Annual Shareholders' Meeting.

\_\_\_\_\_  
Date, signature(s) and conclusion of the declaration in accordance with Section 126b of the German Civil Code (BGB)

\*\* Please fill out the form legibly in block letters.

## Explanations regarding participation in the Annual Shareholders' Meeting and voting representation

### Explanations regarding the Proxy Authorization Form

The proxy authorization form does not replace proper registration for the Annual Shareholders' Meeting. Please fill in the form completely and readably. Please take the necessary information regarding the Declaring Person from your admission ticket. In case it is impossible to clearly allocate a proxy authorization form to a registration due to incomplete or unreadable information the authorized person will not be able to exercise the voting right in the meeting.

This proxy authorization form is not obligatory. You can also use the form printed on the admission ticket or any other declaration in text form (Section 126b of the German Civil Code (BGB)). In these cases the explanations given above with respect to the allocation of the proxy authorization to a registration apply.

### Personal participation in the meeting or proxy voting via a third party

With the admission ticket that is sent to you, you or a third party you have authorized can attend the Annual Shareholders' meeting in person. If you wish to authorize a third party please fill in the proxy form printed on the upper third of your admission ticket (see rear page of your admission ticket) or the form provided on the Company's website and give the admission ticket to your representative and send the proxy form for your representative to the Company respectively.

### Authorization/Instruction to Company-appointed proxy voting representatives

If you are unable to participate in the Annual Shareholders' Meeting yourself and also have not authorized a third party to personally participate in the meeting, you can authorize and instruct a company-appointed proxy voting representative.

Please give an instruction with respect to all of the proposed resolutions. Your instruction refers to the proposed resolution as published in the electronic version of the German Federal Gazette (*Elektronischer Bundesanzeiger*). In case of approval please tick the "Yes"-field and in case of disapproval the "No"-field. If you do not tick either field your instruction will be regarded as abstention from voting. If you tick both fields the instruction will be invalid.

We kindly ask you to transmit authorizations and instructions to Company-appointed proxy voting representatives at the latest until **May 19, 2010, 24:00** to:

**Wacker Chemie AG**  
**c/o Computershare HV-Services AG**  
**Prannerstrasse 8**  
**80333 München**  
**Telefax: +49 89 30903-74675**  
**E-Mail: [hauptversammlung@wacker.com](mailto:hauptversammlung@wacker.com)**

Even after authorization and instruction of company-appointed proxy voting representatives you are entitled to personally participate in the Annual Shareholders' Meeting. The personal registration by you or your representative at the entry of the Annual Shareholders' Meeting is regarded a revocation of the authorization of and instruction to company-appointed proxy voting representatives.

Shareholder election proposals and counter motions that need to be published by law can be seen on the Internet under: [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

You can join a counter motion, which is exclusively directed at disapproval of the administration's proposed resolution by giving an instruction to vote against the administration's proposed resolution.

Due to the lack of explicit instruction, authorizations and instructions of company-appointed proxy voting representatives do not include further motions like motions with regard to content or motions with regard to procedure. In this case the votes will be counted as abstentions to vote.

Please note that authorizations and instructions of company-appointed proxy voting representatives only contain exercise of voting rights bound by instructions. Company-appointed proxy voting representatives cannot be given further assignments by authorization and instruction, for example to submit motions or questions or to make declarations.

As far as you wish to exercise your shareholder rights further than to the described extent, you can do so personally or authorize a third party.