

Wacker Chemie AG
Annual Shareholders' Meeting 2015

Renewal of Authorization to Acquire Treasury Shares

Report by the Executive Board on Agenda Item 6 as per Section 71 (1) No. 8, Sentence 5 of the German Stock Corporation Act in Conjunction with Section 186 (4) Sentence 2 of Said Act

Pursuant to Agenda Item 6, the following proposal is to be put to the Annual Shareholders' Meeting: to authorize the Company pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act to acquire treasury shares. This authorization applies for the period until May 7, 2020. It is limited to a total of 10% of the share capital existing at the time the resolution is passed and includes treasury shares already acquired and still held by the Company. According to the proposed resolution, the Company may sell or issue any treasury shares acquired on the basis of said authorization, in some cases under exclusion of shareholder preemptive rights.

This proposed authorization to acquire treasury shares replaces the previous authorization granted under Agenda Item 6 at the regular Annual Shareholders' Meeting of May 21, 2010. This new authorization shall be valid for the maximum period permitted by law of five years. The treasury shares may only be acquired on the stock market or by way of a public offer to all shareholders. This ruling gives all shareholders the same opportunity to sell stock to the Company should the Company decide to act on said authorization to acquire treasury shares. If the number of shares offered for sale exceeds the total volume of shares the company intended to acquire, the shareholder's right to tender may be excluded to the extent that acquisition shall be in proportion to the respective shares offered per shareholder. Preferred acceptance of a limited number of up to 100 shares offered per shareholder may be provided for. Furthermore, provision may be made for rounding in according with business principles.

As stipulated by law, the Company may resell the treasury shares acquired either on the stock market or by way of a public offer to all shareholders. These selling options safeguard the shareholders' right to equal treatment whenever shares are reissued. The Executive Board is also authorized, with the consent of the Supervisory Board, to dispose of the treasury shares acquired on the basis of this authorization by means other than on the stock market or by way of an offer to all shareholders, provided these shares are sold at a price that does not significantly undercut the stock market price of the Company's shares at the disposal date. This authorization amounts to an exclusion of shareholders' preemptive rights. It uses the option provided by the German Stock Corporation Act in Section 71 (1) No. 8, to facilitate the exclusion of preemptive rights by accordingly applying Section 186 (3) Sentence 4. This option serves the Company's interests mainly by giving it the opportunity to offer its shares to institutional investors and/or to enlarge its shareholder membership. As a result, the Company is in a position to react quickly and flexibly to favorable stock market situations. To safeguard shareholders' interests, the shares may only be sold at a price that does not significantly undercut the stock market price of the Company's shares at the time of their disposal. If shares are to be sold, the total value of disposals must not exceed 10% of the share capital. This percentage includes new shares issued on the basis of any subsequent authorizations to increase the capital, with shareholders' preemptive rights being excluded in accordance with Section 186 (3) Sentence 4, of the German Stock Corporation Act or on the basis of any subsequent resolutions on contingent capital pursuant to Section

221 (4) and Section 186 (3) Sentence 4, of the German Stock Corporation Act. This maximum limit ensures that the sale of acquired treasury shares does not lead to the exclusion of preemptive rights as per Section 186 (3) Sentence 4, of the German Stock Corporation Act if this were to exclude shareholders' preemptive rights for more than 10% of the share capital, without any specific material grounds, after having directly or indirectly applied Section 186 (3) Sentence 4, of the German Stock Corporation Act. This broad restriction favors shareholders who want to maintain as much of their proportionate interest as possible.

With the Supervisory Board's consent, the Executive Board shall also be entitled to use treasury shares acquired via the proposed authorization as compensation to the seller when acquiring companies, parts of companies or equity interests in companies. Global competition increasingly demands this type of acquisition financing. The proposed authorization is intended to afford the Company the necessary leeway to respond quickly and flexibly to any opportunities for acquisitions. This is reflected in the proposed exclusion of preemptive rights. In determining the valuation ratios, the Executive Board will ensure that the shareholders' interests are appropriately upheld. The Executive Board will solely pursue the interests of the Company and its shareholders when deciding which type of share purchase to exercise in order to finance such transactions.

Proposed as a resolution to be adopted under Agenda Item 6, this authorization to sell Company shares other than via the stock exchange or through an offer to all shareholders shall only apply to shares acquired due to said authorization under Agenda Item 6, which is to be put to the Annual Shareholders' Meeting on May 8, 2015. Said authorization does not, however, apply to shares that are already in the Company's possession. This expressly means the total of 782,300 shares already owned by the Company. With respect to these shares, the Annual Shareholders' Meeting of March 15, 2006 resolved that said shares could only be sold or used if an appropriate resolution were passed at an Annual Shareholders' Meeting. We expressly state that this resolution of 2006 remains valid.

At the upcoming Annual Shareholders' Meeting, the Executive Board will report on whether it has exercised its authorization to sell treasury shares.

Munich, March 2015

Wacker Chemie AG

The Executive Board

Dr. R. Staudigl

Dr. T. Ohler

Dr. J. Rauhut

A. Willems