

Wacker Chemie AG Munich

Security ID Number [WKN]: WCH888

ISIN: DE000WCH8881

Invitation

We hereby invite WACKER's shareholders to attend the Annual Shareholders' Meeting of Wacker Chemie AG, Munich, on **Tuesday, August 4, 2020, at 10:00 a.m.**

This year's Annual Shareholders' Meeting is being held as a **virtual annual shareholders' meeting, with neither shareholders nor their authorized representatives** (other than Company-appointed proxies) **physically present**. The Virtual Annual Shareholders' meeting will be streamed live from WACKER's headquarters at Hanns-Seidel-Platz 4, 81737 München, Germany, on the internet at **www.wacker.com/hauptversammlung** for registered shareholders.

Agenda

- 1. Presentation of the adopted Annual Financial Statements as of December 31, 2019, the approved Consolidated Financial Statements as of December 31, 2019, and the combined 2019 Management Report including the Executive Board's Explanatory Report on the information pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code ("HGB"), and of the 2019 Supervisory Board Report**

The Supervisory Board has approved both the Annual Financial Statements and the Consolidated Financial Statements as prepared by the Executive Board; the Annual Financial Statements are thus adopted. Therefore, in accordance with the provisions of applicable law, no shareholder resolution is proposed on this agenda item.

- 2. Resolution on the Appropriation of Profits**

The Executive and Supervisory Boards propose that 2019's retained profit amounting to **€ 1,325,062,296.13** be appropriated as follows:

1. Distribution to shareholders: **€ 24,838,991.50**

As the capital stock of € 260,763,000.00 is composed of 52,152,600 no-par-value shares, including the 2,474,617 treasury shares held by the Company that convey no rights to the Company, the distribution to shareholders corresponds to a dividend per dividend-bearing share of **€ 0.50**.

2. Profit carried forward to new account: **€ 1,300,223,304.63**

3. Resolution on the Ratification of the Actions of the Executive Board

The Executive and Supervisory Boards propose the ratification of the actions of Wacker Chemie AG's Executive Board members with respect to fiscal 2019.

4. Resolution on the Ratification of the Actions of the Supervisory Board

The Executive and Supervisory Boards propose the ratification of the actions of Wacker Chemie AG's Supervisory Board members with respect to fiscal 2019.

5. Election of the Auditor of Financial Statements

Pursuant to the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected as the auditor of both the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year ending December 31, 2020, as well as for any potential reviews of interim financial reports for fiscal 2020.

6. Resolution on the Authorization to Acquire and Utilize Treasury Shares, and on the Exclusion of Preemptive and Tender Rights

The authorization to acquire and utilize treasury shares granted by the Annual Shareholders' Meeting of May 8, 2015, expired on May 7, 2020. Shareholders should therefore resolve a new authorization to acquire and utilize treasury shares in accordance with Section 71 (1), no. 8, of the German Stock Corporation Act ("AktG"), which shall then be valid until August 3, 2025.

The Executive and Supervisory Boards propose that the following resolution be adopted:

The Executive Board is authorized, with the consent of the Supervisory Board, to acquire treasury shares representing up to 10 percent of the current capital stock or, if lower, of the capital stock existing at the time this authorization is exercised, for all permissible purposes until August 3, 2025. Treasury shares shall not be acquired for the purpose of trading in such shares. The shares acquired on the basis of this authorization, combined with other treasury shares previously acquired and still held by the Company at the time of acquisition or attributable to the Company pursuant to Sections 71d and 71e AktG, may not exceed 10 percent of the capital stock. Shares may be acquired in the stock market or by way of a public tender offer to all shareholders. Public tender offers can also be made by way of a solicitation of offers to sell. If shares are acquired in the stock market, the acquisition price per share (not including incidental acquisition costs), and in a public tender offer, the offer price or the high and low ends of the offered price range per share (not including incidental acquisition costs), may not be more than 10 percent above or below the market price. In an acquisition in the stock market, the applicable market price in the sense of the preceding provision is the average of the prices of the Company's shares in the closing auction in Xetra trading (or an equivalent successor system) during the last three trading days prior to the acquisition of the shares. In an acquisition by way of a public tender offer to all shareholders, the average of the prices of the Company's shares in the closing auction in Xetra trading (or an equivalent successor system) during the last three trading days prior to the publication of the decision to make this tender offer or, respectively, accept offers to sell from shareholders is the applicable market price. If market price fluctuations should occur after publication of a public tender offer that could be material to the success of the offer, the price or price range can, respectively, be adjusted during the tender period. In such a case, the 10-percent limit above or below which shares may not be acquired refers to the closing auction

Convenience Translation

price on the last trading day prior to the final decision by the Executive Board on the adjustment.

If the number of shares tendered or offered to the Company by shareholders exceeds the total volume that the Company intended to acquire, the shareholders' right to tender can be excluded to the extent that acquisition shall occur in proportion to the number of shares tendered or offered by each shareholder. Preferential consideration and acceptance of small lots of up to 100 shares tendered or offered per shareholder may be provided for, and provision may also be made for rounding pursuant to commercial principles.

The Executive Board is authorized, with the consent of the Supervisory Board, to dispose of the treasury shares acquired based on this authorization in ways other than in the stock market or by way of an offer to all shareholders with exclusion of shareholders' preemptive rights if they are sold for cash at a price that does not significantly undercut the stock market price of the Company's shares at the time of their disposal. The arithmetic share of the capital stock attributable to the treasury shares thus used may not exceed 10 percent of the capital stock at the time the resolution is adopted or, if lower, at the time this authorization is exercised. Shares that are issued or sold during the term of this acquisition authorization until the time of its use, applying Section 186 (3), sentence 4, AktG directly or by analogy, must be counted toward this limitation. The limitation further extends to shares that were issued or granted, or are still to be issued or granted, on the basis of convertible and/or warrant-linked bonds issued during the term of this acquisition authorization until its use with exclusion of preemptive rights in accordance with Section 186 (3), sentence 4, AktG.

The acquired shares can additionally, with the consent of the Supervisory Board, be offered or transferred outside of the stock market for non-cash consideration, without having to offer them to all shareholders for acquisition in proportion to their interest in the Company, provided the purpose of such offering or transfer is to acquire businesses, parts of businesses or equity interests in businesses, or other assets or rights to acquire assets including receivables from the Company or its affiliated companies as defined by Sections 15 *et seq.* AktG.

This shall not affect the resolution of the Annual Shareholders' Meeting of March 15, 2006, that makes the sale or utilization of 782,300 treasury shares already owned by the Company subject to the consent of both the Supervisory Board and the Annual Shareholders' Meeting.

The Executive Board is further authorized, with the consent of the Supervisory Board, to retire the treasury shares acquired based on this authorization without requiring an additional shareholder resolution to that effect. Shares can be retired by way of capital reduction or, with no reduction of capital, by adjusting the prorated capital stock amount of the remaining shares. In this case, the Executive Board is also authorized to amend the statement of the number of shares in the Articles of Association.

The preceding authorizations to sell, utilize or retire treasury shares can be exercised in full or in part, once or several times, individually or jointly, including by affiliated companies of the Company as defined by Sections 15 *et seq.* AktG or by third parties acting on behalf of the Company or its affiliated companies.

The Executive Board's written report stating the grounds on which it should be authorized to exclude the preemptive and tender rights of shareholders under certain circumstances (Section 71 (1), no. 8, sentence 5, AktG, in conjunction with Section

186 (4), sentence 2, and Section 186 (3), sentence 4, AktG), is annexed to this agenda and will be available at www.wacker.com/hauptversammlung once the Annual Shareholders' Meeting has been convened.

7. Resolution on Amendments to Section 14 of the Articles of Association

The legislation implementing the second EU Shareholder Rights Directive in Germany ("ARUG II"), which took effect on January 1, 2020, has changed the prerequisites for attending the Annual Shareholders' Meeting and exercising voting rights. The amended Section 123 (4), sentence 1, AktG provides that, for bearer shares of listed companies, a record issued by the last intermediary in accordance with the newly inserted Section 67c (3) AktG shall in future be sufficient for attending the Annual Shareholders' Meeting and exercising voting rights.

Pursuant to Section 14 (2), sentence 1, of the Articles of Association of the Company, shareholders must provide such proof as specified in Section 123 (4), sentence 1, AktG, as currently applicable, in text form in English or German from the institution managing their investment account confirming their share ownership and entitlement to participate in the Annual Shareholders' Meeting.

The amendments to Section 123 (4), sentence 1, AktG and the new Section 67c AktG are not applicable until September 3, 2020, and are applied for the first time for annual shareholders' meetings convened after September 3, 2020. They will thus be applicable before the Annual Shareholders' Meeting of the Company in 2021. The resolution to amend Section 14 (2) of the Articles of Association should therefore be adopted now in order to prevent this provision from diverging from the law. The Executive Board shall file with the Commercial Register in such a way as to ensure that this amendment to the Articles of Association only takes effect from September 3, 2020.

The ARUG II also amended Section 135 AktG, which contains special provisions governing the exercise of voting rights by financial institutions and others acting in a professional capacity. Section 14 (3) of the current Articles of Association, which governs the exercise of voting rights by authorized representatives, is therefore to be amended accordingly and made more flexible.

Furthermore, it is intended to amend the Articles of Association to enable holding online annual shareholders' meetings in accordance with Section 118 (1), sentence 2, AktG and postal vote by shareholders in accordance with Section 118 (2) AktG.

The Executive and Supervisory Boards propose that the following resolutions be adopted:

- (a) Section 14 (2) of the Articles of Association is amended and reworded as follows:

"Shareholders must provide proof of their entitlement to participate in and vote at the Annual Shareholders' Meeting. This requires a written record of share ownership issued by the last intermediary in accordance with legal requirements. The record must refer to the point in time provided for in the German Stock Corporation Act and be received by the Company, or by an office specified in the notice calling the Annual Shareholders' Meeting, within the registration period in accordance with Section 14 (1) above."

Convenience Translation

- (b) Section 14 (3) of the Articles of Association is amended and reworded as follows:

“Shareholders may exercise their voting rights through an authorized representative. The granting and revocation of proxy authorization, and the presenting of proof of authorization to the Company, must be in writing, unless the meeting notice provides for simplifications in this respect. Details regarding the granting and revocation of proxy authorization, and the presenting of proof thereof to the Company, will be included and made public in the notice calling the Annual Shareholders’ Meeting. Section 135 of the German Stock Corporation Act remains unaffected.”

- (c) A new Section 14 (4) of the Articles of Association is inserted as follows:

“The Executive Board is authorized to enable shareholders to take part in the Annual Shareholders’ Meeting even without being present at the location where it is being held and without needing to send an authorized representative, and to exercise any or all of their rights in full or in part by electronic means. The Executive Board shall determine the details of this procedure and make them known in the notice calling the Annual Shareholders’ Meeting.”

- (d) A new Section 14 (5) of the Articles of Association is inserted as follows:

“The Executive Board is authorized to allow shareholders to cast their votes, even without attending the Annual Shareholders’ Meeting, either in writing or by electronic means (postal vote). The Executive Board shall determine the details of this procedure and make them known in the notice calling the Annual Shareholders’ Meeting.”

- (e) The Executive Board is instructed not to file the amendments to the Articles of Association for entry in the Commercial Register until after September 3, 2020.

Once the Annual Shareholders’ Meeting has been convened, a synopsis of the currently applicable Section 14 of the Articles of Association and the proposed amendments thereto will be available on the Company’s website at www.wacker.com/hauptversammlung.

Report by the Executive Board on Agenda Item 6

Pursuant to agenda item 6, the following proposal is to be put to the Annual Shareholders’ Meeting: to authorize the Company to acquire treasury shares in accordance with Section 71 (1), no. 8, of the German Stock Corporation Act (“AktG”). This authorization applies for the period until August 3, 2025. It is limited to a total of 10 percent of the share capital existing at the time the resolution is adopted or, if lower, at the time this authorization is exercised, and includes the treasury shares already acquired and still held by the Company. Pursuant to the proposed resolution, the Company may sell or issue the treasury shares acquired on the basis of this authorization, in some cases with exclusion of shareholders’ preemptive rights.

Convenience Translation

The authorization to acquire and utilize treasury shares granted by the Annual Shareholders' Meeting of May 8, 2015, expired on May 7, 2020. This new authorization shall therefore be valid for the maximum period permitted by law of five years. Treasury shares may only be acquired in the stock market or by way of a public offer to all shareholders. Public tender offers can also be made by way of a solicitation of offers to sell. This gives all shareholders the same opportunity to sell shares to the Company should the Company decide to act on this authorization to acquire treasury shares. If the number of shares offered for tender or sale exceeds the total volume of shares that 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 to simplify the allotment procedure. 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. The Executive Board considers an exclusion of any further right of shareholders to tender here to be justified and reasonable toward shareholders.

As stipulated by law, the Company may resell the treasury shares acquired either in 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 proposed resolution further provides that the Executive Board be 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 in 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 time of their disposal. This authorization amounts to an exclusion of shareholders' preemptive rights. It makes use of the option permitted by the German Stock Corporation Act in Section 71 (1), no. 8, when Section 186 (3), sentence 4, AktG is applied accordingly, to facilitate the exclusion of preemptive rights. 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 base. As a result, the Company will also be in a position to react quickly and flexibly to favorable stock market situations. To safeguard shareholders' interests, the shares may be sold only 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 percent of the share capital at the time the resolution is adopted at the Annual Shareholders' Meeting or, if lower, at the time this authorization is exercised. Shares that are issued or sold during the term of this acquisition authorization until the time of its use, applying Section 186 (3), sentence 4, AktG directly or by analogy, must be counted toward this limitation. The limitation further extends to shares that were issued or granted, or are still to be issued or granted, on the basis of convertible and/or warrant-linked bonds issued during the term of this acquisition authorization until its use with exclusion of preemptive rights in accordance with Section 186 (3), sentence 4, AktG. Including these deductions in the total ensures that acquired treasury shares are not sold with exclusion of preemptive rights in line with Section 186 (3), sentence 4, AktG if such direct or indirect application of Section 186 (3), sentence 4, AktG were to result, for no particular material reason, in the exclusion of shareholders' preemptive rights for more than 10 percent of the capital stock. This broad restriction favors shareholders who want to maintain as much of their proportionate interest as possible.

The Executive Board shall further be authorized, with the consent of the Supervisory Board, to utilize the treasury shares acquired based on the proposed authorization as consideration for acquisitions of businesses, parts of businesses or equity interests in other businesses, or other assets or rights to acquire assets including receivables from the Company or its affiliated companies as defined by Sections 15 *et seq.* AktG. Global competition increasingly demands this type of acquisition financing. The proposed authorization is intended to give 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

Convenience Translation

Executive Board will solely pursue the interests of the Company and its shareholders when deciding on which type of share purchase to exercise in order to finance such transactions.

Finally, it shall be possible for the Executive Board, with the consent of the Supervisory Board, to retire the treasury shares acquired based on this authorization without requiring a new shareholder resolution to that effect. Shares can be retired with or without a capital reduction; in the latter case, the prorated amount of capital stock per share is increased. In this case, the Executive Board is authorized to amend the statement of the number of shares in the Articles of Association.

Proposed as a resolution to be adopted under agenda item 6, this authorization to utilize treasury shares in ways other than selling them in the stock market or by way of an offer to all shareholders relates solely to those treasury shares acquired based on this same authorization being proposed for shareholder approval under agenda item 6 at the Annual Shareholders' Meeting of August 4, 2020. It does not relate to any other shares that the Company already owns. 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 adopted 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 acquire treasury shares.

Holding the Annual Shareholders' Meeting as a Virtual Annual Shareholders' Meeting

The Executive Board has decided, with the consent of the Supervisory Board, to hold the Company's Annual Shareholders' Meeting on August 4, 2020, **as a virtual annual shareholders' meeting, with neither shareholders nor their authorized representatives physically present**, as provided for by Section 1 (2) of the German law specifying measures to combat the impact of the COVID-19 pandemic in the law of companies, cooperative societies, associations, foundations and home ownership ("Covid-19 Measures Act," published in Part I of the German Federal Law Gazette, 2020, p. 569, as Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil and Insolvency Law and in the Law of Criminal Procedure).

Holding the 2020 Annual Shareholders' Meeting as a virtual annual shareholders' meeting leads to modifications in the procedures of how the Annual Shareholders' Meeting is run and in the rights of shareholders.

Neither shareholders nor their authorized representatives – other than Company-appointed proxies – may attend the Annual Shareholders' Meeting in person.

Video and audio of the entire Annual Shareholders' Meeting will be streamed live for registered shareholders on the internet at **www.wacker.com/hauptversammlung** on August 4, 2020, starting at 10:00 a.m., via the restricted-access shareholder portal. Voting rights may be exercised by shareholders solely by way of electronic postal vote or by authorizing and instructing the Company-appointed proxies. Shareholders will be given the opportunity to ask questions by electronic means, and shareholders who have exercised their voting rights can have their objections to resolutions adopted by the Annual Shareholders' Meeting recorded by electronic means in the minutes kept by the notary. Electronic participation in the Annual Shareholders' Meeting as defined in Section 118 (1), sentence 2, AktG is not possible.

Prerequisites for Exercising Voting Rights in Connection with the Virtual Annual Shareholders' Meeting

Only those shareholders who have registered with the Company in text form before the deadline are permitted to exercise voting rights in connection with the Virtual Annual Shareholders' meeting. Registration must have been received by the Company at the following address by 24:00 hours on July 28, 2020, at the latest:

Wacker Chemie AG

c/o Deutsche Bank AG
Securities Production
General Meetings
P.O. Box 20 01 07
60605 Frankfurt am Main, Germany
Fax: +49 69 12012-86045
Email: wp.hv@db-is.com

Shareholders must provide proof in text form in English or German from the institution managing their investment account confirming their share ownership and entitlement to exercise voting rights in connection with the Annual Shareholders' Meeting. This proof must show that they held their shares at the beginning of the twenty-first day prior to the Annual Shareholders' Meeting (00:00 hours on July 14, 2020, the "Record Date") and must reach the Company at the above address by 24:00 hours on July 28, 2020, at the latest.

The Company is authorized to require suitable additional proof of entitlement if there are grounds for doubting the correctness or authenticity of the proof provided. If this additional proof of entitlement is not provided or is provided in an unacceptable form, the Company can exclude the shareholder.

Upon receipt of the registration and proof of share ownership, shareholders will receive confirmations of registration for the Annual Shareholders' Meeting from the registration office mentioned above containing, among other things, personalized access data for the password-protected shareholder portal. We kindly ask shareholders to submit their registration and send their proof of share ownership to the Company at the earliest possible opportunity. If in doubt, shareholders should inquire with the institution managing their investment account as to whether it will arrange for registration and proof of share ownership on their behalf.

Meaning of the Record Date

The Record Date is the date that determines whether, and to what extent, shareholders can exercise voting rights in connection with the Virtual Annual Shareholders' meeting. From the standpoint of the Company, only those shareholders who have provided proof of share ownership by the Record Date are eligible to exercise voting rights. Stock portfolio changes after the Record Date have no bearing on this eligibility. Persons who do not yet own shares by the Record Date, and only become shareholders after that date, are entitled to vote in connection with the Virtual Annual Shareholders' meeting only if the shares they own have been registered with the Company in the required form and such registration, along with proof of ownership by the previous shareholder, has been submitted by the stipulated deadline, and only if the previous shareholder has given a proxy to the new shareholder or has otherwise authorized the latter to exercise voting rights. Shareholders who have properly registered and provided the requisite proof of share ownership are entitled to exercise voting rights in connection with the Virtual Annual Shareholders' meeting even if they sell their shares after the Record Date. The Record Date has no effect on the shares' availability for sale and is irrelevant as a date with respect to any dividend entitlement.

Details on the Company's Password-Protected Shareholder Portal

From July 14, 2020, the Company's password-protected shareholder portal on the Company's website at

www.wacker.com/hauptversammlung

will be accessible to shareholders. Via the Company's password-protected shareholder portal, shareholders who have properly registered for the Annual Shareholders' Meeting and proven their share ownership can, among other things, watch live video and audio of the Virtual Annual Shareholders' Meeting on August 4, 2020, and, following the procedures for doing so, exercise their voting rights by way of electronic postal vote, electronically authorize and instruct the Company-appointed proxies, submit questions and, where applicable, object to a resolution adopted by the Annual Shareholders' Meeting. The personalized access data required to use the password-protected shareholder portal will be sent with the registration confirmation after receipt of a valid registration and valid proof of share ownership, each as previously described in the section >>Prerequisites for Exercising Voting Rights in Connection with the Virtual Annual Shareholders' Meeting<<.

The use of the shareholder portal by an authorized representative (proxy) is subject to the proxy giver providing the proxy with the access data that were sent with the registration confirmation, unless those data were sent directly to the proxy.

Procedure for Voting by Proxy

Proxy Authorization of a Third Party

Voting rights can also be exercised by an authorized representative (proxy), e.g. by an intermediary, a shareholder association, a proxy advisor or another third party. In this case as well, the shareholder must register for the Annual Shareholders' Meeting and provide proof of share ownership before the stipulated deadline, each as previously described in the section >>Prerequisites for Exercising Voting Rights in Connection with the Virtual Annual Shareholders' Meeting<<.

If neither an intermediary (e.g. financial institution) nor a shareholder association, proxy advisor or other person equivalent to the preceding according to Section 135 (8) AktG is appointed as an authorized representative, the granting and revocation of a proxy authorization and the proof of such authorization must be submitted to the Company in text form, pursuant to Section 134 (3), sentence 3, AktG, and Section 14 (3) of the Company's Articles of Association. Proxy authorization can be granted using the proxy form sent to shareholders together with the registration confirmation.

Proof of appointment of an authorized representative can be submitted to the Company by sending the proxy authorization in text form to the following email address:

Wacker-HV2020@computershare.de

The shareholder portal at **www.wacker.com/hauptversammlung** can also be used to send the proxy authorization electronically. Shareholders can find the details in the explanations provided there.

If intermediaries (e.g. financial institutions), shareholder associations, proxy advisors or other persons equivalent to the preceding pursuant to Section 135 (8) AktG are appointed as authorized representatives, the text form requirement pursuant to Section 134 (3), sentence 3, AktG and Section 14 (3) of the Company's Articles of Association does not apply. In such cases, however, compliance with the provisions of Section 135 AktG is required, as possibly

Convenience Translation

are other special provisions stipulated by the respective authorized representatives (who should be questioned in this regard).

Authorized representatives also may not attend the Annual Shareholders' Meeting in person. They can exercise voting rights for the shareholders they represent solely by way of electronic postal vote or by issuing a (sub-)proxy authorization and instructions to the Company-appointed proxies.

Voting by Proxy via Company-Appointed Proxies Bound by Instructions

Shareholders have the option to have their voting rights exercised by Company-appointed proxies who shall be bound by the instructions of the shareholders. In this case as well, the shareholder must register for the Annual Shareholders' Meeting and provide proof of share ownership before the stipulated deadline, each as previously described in the section >>Prerequisites for Exercising Voting Rights in Connection with the Virtual Annual Shareholders' Meeting<<.

Shareholders or their authorized representatives who wish to give a proxy to the Company-appointed proxies can do so using the authorization and instruction form enclosed with the registration confirmation.

Proxy voting authorizations and instructions to the Company-appointed proxies must be sent to the following address no later than 24:00 hours (time of receipt) on August 3, 2020:

Wacker Chemie AG

c/o Computershare Operations Center
80249 München, Germany
Fax: +49 89 30903-74675
Email: Wacker-HV2020@computershare.de

Authorizations and instructions sent to the Company-appointed proxies in this manner can also be revoked or changed in advance of the Annual Shareholders' Meeting until 24:00 hours (time of receipt) on August 3, 2020. After this deadline, a revocation or change of authorizations and instructions issued to the Company-appointed proxies is possible only via the shareholder portal.

Furthermore, authorizations and instructions to the Company-appointed proxies can also be issued, changed or revoked via the password-protected shareholder portal at **www.wacker.com/hauptversammlung** beginning on July 14, 2020, and even during the Annual Shareholders' Meeting until voting begins at the meeting.

For more information on issuing proxy authorizations and instructions (including via the shareholder portal), please refer to the registration confirmation and the explanations given on the Company's website at **www.wacker.com/hauptversammlung**.

Procedure for Electronic Postal Vote

Shareholders also have the option to exercise voting rights by way of electronic postal vote via the password-protected shareholder portal at **www.wacker.com/hauptversammlung**. In this case as well, a valid registration and valid proof of share ownership, each as previously described in the section >>Prerequisites for Exercising Voting Rights in Connection with the Virtual Annual Shareholders' Meeting<<, is required.

The access data required for electronic postal vote will be sent upon receipt of a valid registration and valid proof of share ownership.

Electronic postal vote via the password-protected shareholder portal will already be possible beginning on July 14, 2020, in accordance with the procedure provided, and remains possible even during the Annual Shareholders' Meeting until voting begins at the meeting. Until that time, any postal vote previously cast can also be revoked or changed via the shareholder portal.

For more information on electronic postal vote, please refer to the registration confirmation and the explanations given on the Company's website at www.wacker.com/hauptversammlung.

Audio and Video Streaming of the Entire Annual Shareholders' Meeting on the Internet

Registered shareholders can watch live video and audio of the entire meeting on the Company's website at www.wacker.com/hauptversammlung on August 4, 2020, starting at 10:00 a.m., in the password-protected shareholder portal.

Watching the livestream of the Virtual Annual Shareholders' meeting does not enable participation in the Annual Shareholders' Meeting as defined in Section 118 (1), sentence 2, AktG.

Motions by a Minority to Add Items to the Agenda in Accordance with Section 122 (2) AktG

Shareholders whose total shares amount to at least € 500,000.00 of the capital stock – corresponding to 100,000 no-par-value shares – are entitled to make a motion that items be added to the agenda and made public. Each new item must be accompanied by a justification or proposed resolution.

Motions to add agenda items must be directed to the Executive Board in writing and be received by 24:00 hours on July 4, 2020, at the latest. Motions to add agenda items can be sent to the following address:

Wacker Chemie AG
Investor Relations
Hanns-Seidel-Platz 4
81737 München, Germany

In accordance with Section 122 (2) in conjunction with Section 122 (1) AktG, the makers of such motions must prove that they have held the required number of shares for at least 90 days prior to the receipt of the motion, and that they will hold the shares until a decision on the motion by the Executive Board. In calculating the time period, Section 121 (7) AktG shall be applied accordingly.

Unless they have already been published together with this invitation, any motions to add items to the agenda that must be made public shall be published immediately after receipt in the Bundesanzeiger (Germany's Federal Gazette) and routed to media channels that are appropriate for disseminating the information throughout the European Union. They will also be published and made accessible, and thus communicated to shareholders, at www.wacker.com/hauptversammlung

Motions and Election Nominations by Shareholders in Accordance with Section 126 (1) and Section 127 AktG

Shareholders can submit to the Company countermotions to a proposal by the Executive and Supervisory Boards on a specific agenda item, as well as election nominations.

Countermotions and election nominations by shareholders received by the Company at the address below by 24:00 hours on July 20, 2020, at the latest, will be made accessible, together with the name of the shareholder, any justifications required to be made accessible and, where applicable, the content required to be added pursuant to Section 127, sentence 4, AktG, on the internet (www.wacker.com/hauptversammlung) immediately after receipt.

Wacker Chemie AG

Investor Relations

Hanns-Seidel-Platz 4

81737 München, Germany

Fax: +49 89 6279-2910

Email: hauptversammlung@wacker.com

Countermotions and election nominations that have not been sent to the aforementioned Company address or are received after the stated deadline, will not be published by the Company on the internet.

The Company can choose not to make accessible a countermotion and its justification or an election nomination if one of the grounds for exclusion specified in Section 126 (2) AktG exists. The statutory grounds for exclusion are presented on the Company's website at www.wacker.com/hauptversammlung.

Furthermore, election proposals are only published if they have been submitted with the name, occupation and domicile of the proposed person and, additionally in the case of the election of Supervisory Board members, with details on memberships in any other legally constituted supervisory boards.

Opportunity for Shareholders to Ask Questions by Electronic Means in Accordance with Section 1 (2), Sentence 1, No. 3, and Sentence 2, of the Covid-19 Measures Act

As provided for by Section 1 (2), sentence 1, no. 3, and sentence 2 of the Covid-19 Measures Act, shareholders are afforded the opportunity to ask questions by electronic means.

Shareholders who have properly registered for the Annual Shareholders' Meeting and proven their share ownership or, respectively, their authorized representatives can direct their questions to the Company until 24:00 hours (time of receipt) on August 1, 2020, at the latest, via the Company's password-protected shareholder portal at www.wacker.com/hauptversammlung.

The Executive Board will decide, in accordance with Section 1 (2), sentence 2, of the Covid-19 Measures Act, which questions it will answer, and how, at its duty-bound, free discretion.

Opportunity to Object to Resolutions Adopted by the Annual Shareholders' Meeting in Accordance with Section 1 (2), No. 4, of the Covid-19 Measures Act

Shareholders who exercised their voting rights have the opportunity to object to a resolution adopted by the Annual Shareholders' Meeting by electronic means in person or through an authorized representative.

Statements to that end must be sent via the Company's password-protected shareholder portal at www.wacker.com/hauptversammlung and may be submitted from the start of the Annual Shareholders' Meeting until the meeting is closed by its chairperson.

Publications on the Company's Website

This notice calling the Annual Shareholders' Meeting and the documents and shareholder motions to be made accessible as required by law, as well as further information according to Section 124a AktG and detailed explanations on the aforementioned options and rights of shareholders, will be available on the Company's website at www.wacker.com/hauptversammlung once the Annual Shareholders' Meeting has been convened.

The voting results will be published on the Company's website after the Annual Shareholders' Meeting.

Total Number of Shares and Voting Rights

The Company's capital stock is divided into 52,152,600 no-par-value shares with an identical number of votes. At the time of convening this Annual Shareholders' Meeting, the Company held 2,474,617 treasury shares, which entail no voting rights.

Data Protection Information

For details concerning the processing of the personal data of shareholders and the rights of shareholders under the EU's General Data Protection Regulation (GDPR), please refer to the Company's website at www.wacker.com/hv-datenschutz.

Munich, June 2020

**Wacker Chemie AG
The Executive Board**