

## Invitation – 2021 Virtual Annual Shareholders' Meeting

To the overview page of the Annual Shareholders' Meeting 2021



### Summary Containing Information Required by Implementing Regulation (EU) 2018/1212 for Notification as per Section 125 of the German Stock Corporation Act (AktG)

#### ■ A. Content of Notification

1. Distinct Event Identifier: b8964f652087eb11811b005056888925 (Wacker Chemie AG's Virtual Annual Shareholders' Meeting)
2. Type of Notification: Convening the Annual Shareholders' Meeting

#### ■ B. Information about the Issuer

1. ISIN: DE000WCH8881
2. Issuer Name: Wacker Chemie AG

#### ■ C. Information about the Annual Shareholders' Meeting

1. Date of the Annual Shareholders' Meeting: 2021-05-12
2. Start: 08:00 a.m. UTC (corresponding to 10:00 a.m. CEST)
3. Type of Annual Shareholders' Meeting: GMET (virtual annual shareholders' meeting without the physical presence of shareholders or their proxies)
4. Meeting venue: URL for online audiovisual streaming: [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung)  
(meeting venue as defined by the German Stock Corporation Act:  
Wacker Chemie AG, Hanns-Seidel-Platz 4, 81737 Munich, Germany. It is not possible to attend the venue in person.)
5. Record date: 2021-04-20 (the record date as defined by Section 123 (4) AktG and Section 14 (2) of Wacker Chemie AG's Articles of Association refers to the start of April 21, 2021 (00:00 hours CEST)).
6. Uniform Resource Locator (URL): <https://www.wacker.com/hauptversammlung>

WKN: WCH888  
ISIN: DE000WCH8881

#### Invitation

We hereby invite WACKER's shareholders to attend the Annual Shareholders' Meeting of Wacker Chemie AG, Munich, on Wednesday, May 12, 2021, at 10:00 a.m. (CEST).

This year's Annual Shareholders' Meeting is being held as a virtual meeting with neither the shareholders nor their authorized representatives (other than Company-appointed proxies) physically present. Registered shareholders will be able to follow the virtual annual shareholders' meeting as a livestream at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

The meeting venue defined by the German Stock Corporation Act is the Company's registered office: Hanns-Seidel-Platz 4, 81737 Munich, Germany.

## Agenda

1. Presentation of the adopted Annual Financial Statements as of December 31, 2020, the approved Consolidated Financial Statements as of December 31, 2020, and the combined 2020 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 2020 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 2020's retained profit amounting to €775,310,368.77 be appropriated as follows:

##### 2.1. Distribution to shareholders: €99,355,966.00

As the capital stock of €260,763,000.00 is composed of 52,152,600 no-par-value shares and the 2,474,617 treasury shares held by the Company do not entitle the Company to any rights, the distribution to shareholders corresponds to a total dividend per dividend-bearing share of €2.00.

##### 2.2. Profit carried forward to new account: €1,099,262,357.57

#### 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 2020.

#### 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 2020.

#### 5. Election of the Auditor of Financial Statements

Based on the recommendation of the Audit Committee in each case, the Supervisory Board proposes the adoption of the following resolutions:

a.) KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected as auditor of both the Annual Financial Statements and Consolidated Financial Statements for fiscal ending 12/31/2021 as well as for any potential review of Interim Financial Reports for fiscal 2021.

b.) To elect KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, as auditor for a potential audit of Interim Financial Reports for fiscal 2022 during the period until the next annual shareholders' meeting in 2022

The Audit Committee declares that its recommendation has not been unduly influenced by third parties and that it is not beholden to any clause – as defined by Art. 16(6) of the EU Audit Regulation – that would restrict its potential choices.

#### 6. Resolution on the Approval of the Compensation System for Executive Board Members

In accordance with Section 120a (1) German Stock Corporation Act ("AktG") in the version that has been valid since January 1, 2020 as per legislation implementing the second EU Shareholder Rights Directive in Germany ("ARUG II") dated December 12, 2019 (Federal Law Gazette ("BGBl."), Part I 2019, No. 50, dated December 19, 2019), the annual shareholders' meeting of a listed company is to adopt a resolution on the compensation system of its executive board members whenever the compensation system changes substantially, though at the very least every four years.

Taking account of the terms of Section 87a (1) AktG and on the recommendation of the Executive Committee, the Supervisory Board adopted a resolution to make changes, effective January 1, 2021, to the compensation system for Executive Board members.

As recommended by its Executive Committee, the Supervisory Board proposes that the compensation system for Executive Board members be approved, a description of the compensation system mentioned in agenda item 6 being attached to the end of the agenda.

#### 7. Resolution on Compensation of Supervisory Board Members (Simultaneously Approval of the Compensation System for Supervisory Board Members)

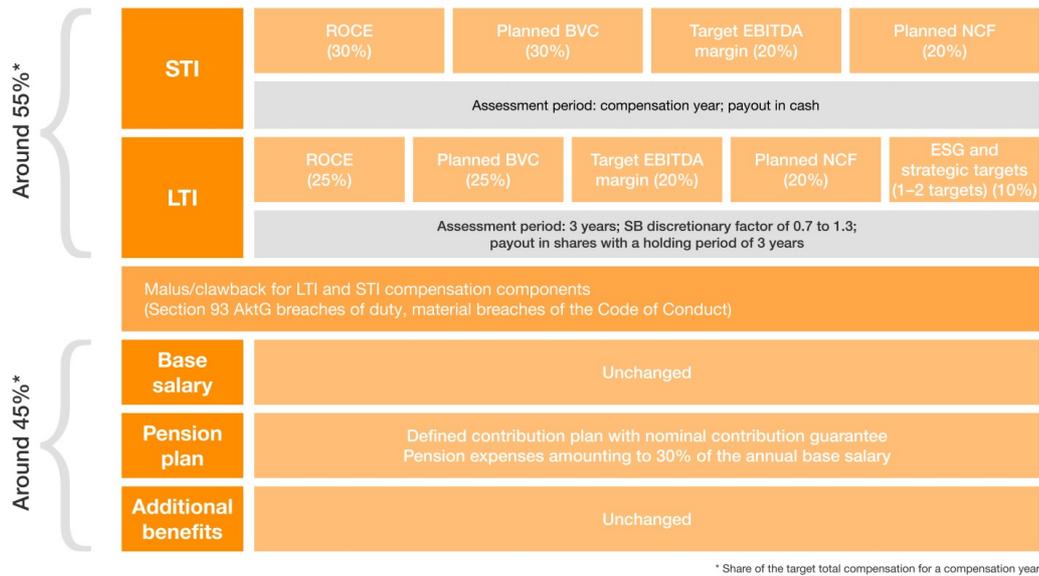
In accordance with Section 113 (3) AktG, the annual shareholders' meeting of a listed company must adopt a resolution on the compensation of supervisory board members at least every four years. In this regard, the resolution may confirm existing compensation as well.

The current provisions regarding compensation of Wacker Chemie AG's Supervisory Board members is defined in Section 12 of the Company's Articles of Association. The Executive and Supervisory Boards take the view that the amount of compensation and the specific nature of the compensation system for the Supervisory Board remain appropriate with regard to the duties of the Supervisory Board members and to the current situation.

The Supervisory and Executive Boards propose that compensation – and consequently the underlying compensation system – for members of the Supervisory Board be confirmed, as provided for in Section 12 of Wacker Chemie AG's Articles of Association and in line with the description attached to the end of the agenda in relation to agenda item 7.

## Concerning Agenda Item 6: Resolution on the Approval of the Compensation System for the Members of the Executive Board

## Schematic Representation of the Compensation System from January 1, 2021



## A. Main Features of the Compensation System for the Members of the Executive Board of Wacker Chemie AG

The system for the compensation of the members of the Executive Board complies with the requirements of the German Stock Corporation Act (“AktG”), as amended by the legislation implementing the second EU Shareholder Rights Directive in Germany (“ARUG II”), and takes into account the recommendations of the German Corporate Governance Code (the “Code”), as amended effective March 20, 2020.

Subject to the exceptions relating to the company pension plan presented below, the compensation system applies retroactively, as of January 1, 2021, to all Executive Board members appointed at the time of the Supervisory Board resolution of March 4, 2021. It also applies from January 1, 2021, to all Executive Board members entering into new service agreements effective on or after January 1, 2021, and to those whose service agreements are extended after the Supervisory Board resolution of March 4, 2021.

With this compensation system, the Supervisory Board of Wacker Chemie AG is placing added emphasis on fostering sustainable, long-term corporate governance, adjusting the following aspects, in particular:

- The previous long-term bonus is split into a short-term compensation component (the short-term incentive, or “STI”), which will in future be measured based on target achievement in the compensation year and fully paid out in cash, and a long-term compensation component (the long-term incentive, or “LTI”), which will continue to be measured based on average target achievement over the last three years and be paid out entirely in Company stock.
- The previous option for the Supervisory Board to adjust the calculated bonus at its discretion by a factor ranging from 0.7 to 1.3 is retained for the LTI.
- Beginning in 2021, the LTI will also be tied to the achievement of non-financial targets derived from the corporate strategy and from defined sustainable development goals.
- The holding period for share-based variable LTI compensation is extended from two years to three.
- A maximum compensation amount that includes the company pension and additional benefits is determined.
- For material breaches of duty as defined in the German Stock Corporation Act, as well as for material breaches of the Code of Conduct, the option exists to withhold (malus option) or recover (clawback option) variable compensation components.
- Any severance payment will in the future be offset against any competitive-restriction compensation.

The defined benefit pension plans for Dr. Ohler and Dr. Hartel will be switched to defined contribution plans beginning in 2021. This will substantially reduce the Company's pension expenses and plan risks (both limited to the defined contribution). New Executive Board members will only be offered defined contribution plans.

## B. The Compensation System in Detail

### I. Maximum Compensation (Section 87a (1), Sentence 2, No. 1, AktG)

The total compensation to be granted for a fiscal year (the sum total of all compensation amounts spent for the relevant fiscal year, including annual base salary, variable compensation components, pension expenses (service cost) and all additional benefits of Executive Board members) – irrespective of whether they are paid out in that fiscal year or at a later date – is limited to a maximum amount (the "Maximum Compensation"). The Maximum Compensation for the Chairman of the Executive Board amounts to EUR 3,900,000.00 gross; for each of the other Executive Board members, it amounts to EUR 2,800,000.00 gross. An exception exists for Mr. Willems because of the actuarial measurement of his unchanged defined benefit pension (Maximum Compensation in the amount of EUR 3,200,000.00 gross).

If the compensation exceeds the Maximum Compensation, the virtual gross payout under the LTI for the respective compensation year is curtailed. Should this be insufficient for compliance with the stipulated Maximum Compensation, the Supervisory Board may, according to its best judgment, curtail other compensation components or require the return of compensation already paid out.

Irrespective of the Maximum Compensation, the amount paid out under the STI is limited to a maximum of 98% of the average annual base salary for the compensation year, and the calculated bonus under the LTI is limited to a maximum of 122% of the average annual base salary for the compensation year.

### II. Contribution of Compensation to Promoting the Business Strategy and Long-Term Development of Wacker Chemie AG (Section 87a (1), Sentence 2, No. 2, AktG)

The compensation system contributes to promoting Wacker Chemie AG's business strategy. This strategy focuses on profitable growth and on holding a leading competitive position in most of the business fields where the company is active, while observing the principle of sustainable development. Value-based management is an integral part of a corporate policy aimed at sustainably increasing the company's value in the long term. The compensation system provides incentives in the form of financial targets for variable compensation (STI and LTI) that are aligned with key business performance measures. The four key figures – target return on capital employed (ROCE), planned business value contribution (planned BVC), target EBITDA margin and planned operating net cash flow (NCF) – measure the company's performance relative to its competition, as well as its profitability and ability to generate positive cash flow. The introduction of additional non-financial strategic and sustainability targets for the LTI component provides further incentives for pursuing sustainable business practices and supports the strategic advancement of the company. The LTI will continue to be measured based on average target achievement over the last three years (including the compensation year) and will be paid out entirely in Company stock. The subsequent three-year holding period ensures that LTI variable compensation is aligned even more strongly with the long-term performance of the Company.

### III. Compensation Components (Section 87a (1), Sentence 2, No. 3, AktG)

#### 1. Overview of the Compensation Components and Their Respective Relative Share of Total Compensation

The compensation of the members of the Executive Board consists of fixed and variable components. The fixed components include the fixed annual salary, additional benefits and the company pension. The variable components are the STI and the LTI. The relative shares of all fixed and variable compensation components relative to the total target compensation is explained below. The total target compensation for the relevant fiscal year is composed of the fixed annual salary, the target amount of variable compensation for 100% target achievement, pension expenses (service cost) and additional benefits.

When the company pension and additional benefits are included in the calculations, the share of fixed compensation (fixed annual salary, pension expenses (service cost) and additional benefits) stands at around 45% of the total target compensation, and the share of variable compensation stands at around 55% of the total target compensation. Within the variable compensation, the STI represents around 25% of the total target compensation, while the LTI represents around 30% of the total target compensation.

Deviations arise for president and CEO Dr. Staudigl and for Mr. Willems because of the actuarial measurement of their unchanged defined benefit pensions.

For new appointments, deviations can arise with respect to the relative shares of the individual compensation elements because

of potentially reduced bonus target values for variable compensation and because of the increased share of the pension due to minimum coverage. Deviations for future fiscal years can also arise from changes to additional benefits and from the granting of other additional benefits.

## 2. Fixed Compensation Components

### 2.1 Annual Base Salary

The annual base salary is a fixed cash payment for the entire year, based on the area of responsibility of the respective Executive Board member. It is paid as a salary in twelve monthly installments, and pro rata in the case of an appointment beginning or ending during the year.

### 2.2 Company Pension

Executive Board members are initially entitled to a basic company pension through the pension fund Pensionskasse der Wacker Chemie VVaG. For this purpose, the Company and the Executive Board make monthly contributions to the pension fund. In addition, the following defined contribution plan instituted for new appointments of members to the Executive Board applies effective January 1, 2021.

The Company allocates pension expenses in the amount of 30% of the annual base salary to be credited to a virtual cash account in twelve equal installments. The intention is to establish an investment concept in the form of a Contractual Trust Arrangement (CTA), with no guarantee of surpluses. Until the cash account participates in the performance of the intended investment concept, but not beyond June 30, 2022, the cash account will earn interest at 2% p.a. If the investment concept is not established by June 30, 2022, the existing pension account balance and future monthly contribution amounts will be paid into a group CTA to be designated by the Company. The pension account balance is the respective balance of the cash account. When it is paid out, the pension account balance will amount to at least the total of the contributions paid in (with no adjustment for inflation). When a pension event occurs, the pension account balance can be paid out in one lump sum or in ten installments. If the pension account balance is paid out in installments, the nominal contribution guarantee applies to the first installment only. Other pension payments are not considered for the guarantee. If the pension event occurs prematurely due to the disability or death of an Executive Board member, a minimum coverage amount of 2.5 annual base salaries is granted. Dr. Ohler and Dr. Hartel will keep their entitlements earned as of December 31, 2020 (derived from the value of plan assets) under the contract terms then applicable (including the provisions for disability and survivor's benefits, and including consideration of benefits under other plans such as the supplementary company pension that they had earned as employees of the Company before they were appointed to the Executive Board). What is new is that they are being granted a lump-sum option for the entitlements they earned under the old system. Effective from January 1, 2021, they will receive an additional defined contribution pension as described previously, with annual contributions amounting to 30% (Dr. Hartel) and 25% (Dr. Ohler), respectively, of their base salary (but without the minimum coverage previously described).

The defined benefit pensions for president and CEO Dr. Staudigl and for Mr. Willems remain unchanged. Under their plans, they are entitled to the payment of an annual pension when a pension event occurs, i.e. upon reaching the agreed retirement age or in the event of permanent occupational disability. The amount of the pension is calculated on the basis of the last pensionable fixed annual salary received and the length of Executive Board membership. A percentage of the pensionable annual base salary is defined as a base amount and is adjusted by an annual percentage rate of increase for each year of service. Since 2016, increases in the annual salaries of Dr. Rudolf Staudigl and Auguste Willems have taken the form of additional fixed, non-pensionable salary components and thus have no influence on the calculation of their pensions.

Deferred compensation arrangements offered to members of the Executive Board in the past terminated effective December 31, 2020.

### 2.3 Additional Benefits

One of the additional benefits granted to Executive Board members is a company car for private as well as business use. A driver is available when the car is used for business travel. The Company additionally reimburses any taxes imposed on in-kind benefits for private use of the company car and for the commute from home to the workplace, as well as for use of the driver. In addition, Executive Board members are included in an accident insurance policy covering accidents that occur both during and outside work. Moreover, Executive Board members receive health and long-term care insurance subsidies, as well as reimbursement of costs related to preventive medical checkups.

## 3. Variable Compensation Components

### 3.1 Short-Term Incentive (STI)

The STI is a performance-related bonus with a one-year assessment period. The assessment period is the compensation year. The payout under the STI amounts to 80% of the average annual base salary in the compensation year for 100% target achievement, and it is limited to a maximum of 98% of the average annual base salary. For initial appointments, the Supervisory Board may set a lower target amount for 100% target achievement.

The basis for the STI is the achievement of the financial performance targets set by the Supervisory Board for each compensation year. Unless otherwise determined, the financial targets relate to the following performance criteria: target return on capital employed (30%), planned business value contribution (30%), target EBITDA margin (20%) and planned operating net

cash flow (20%). The Supervisory Board is authorized to define different weightings for future assessment periods. For each compensation year, the Supervisory Board sets a target value, a minimum value and a maximum value for each performance criterion. The target value represents 100% achievement of each target. Retroactive changes to target values or performance criteria during the compensation year are prohibited.

Target achievement, that is, the value actually achieved for each performance criterion, is determined by the Supervisory Board after the close of the compensation year.

Target achievement is converted into a target achievement factor ("TAF") for each performance criterion, applying the following system.

If target achievement  $\leq$  minimum value: TAF = 0

If target achievement  $\leq$  target value: TAF = (target achievement – minimum value) / (target value – minimum value)

If target achievement > target value: TAF = 1 + (target achievement – target value) / (maximum value – target value); but not more than 2

The maximum value corresponds to the upper limit values to be set annually by the Supervisory Board for the performance criteria. The minimum value corresponds to those lower limit values to be set annually by the Supervisory Board for the performance criteria and which must be exceeded to obtain a positive target achievement factor.

The maximum target achievement factor is 2. The target factor is 1.

The annual overall target achievement factor corresponds to the sum of the weighted target achievement factors for the individual performance criteria. Next, the overall target achievement factor is converted by means of a formula into a bonus percentage representing the target-achievement success level on a scale from 0% to a maximum of 98% (or a lower maximum for Executive Board members appointed for the first time).

The gross STI payout amount is calculated by multiplying the bonus percentage by the average annual base salary for the compensation year.

The gross STI payout amount is determined by the Supervisory Board in March of the year that follows the compensation year.

The STI is due and payable with the fixed salary for the month that follows the month in which it is determined.

### 3.2 Long-Term Incentive (LTI)

The LTI provides for a three-year assessment period and for a subsequent requirement to acquire shares coupled with a three-year holding period. The assessment period comprises the compensation year and the two fiscal years immediately preceding the compensation year. The three-year assessment period is thus forward-looking in relation to the compensation year and backward-looking in relation to the two preceding fiscal years.

The LTI payout amounts to 100% of the average annual base salary in the compensation year for 100% target achievement, and the calculated bonus is limited to a maximum of 122% of the average annual base salary. For initial appointments, the Supervisory Board may set a lower target amount for 100% target achievement.

The basis for the LTI is the achievement of the performance criteria defined by the Supervisory Board for the compensation year and for the two other fiscal years of the assessment period. The Supervisory Board defines the performance criteria for each compensation year.

The performance criteria comprise financial targets and non-financial targets. Unless otherwise determined, the financial targets relate to the following performance criteria: target return on capital employed (25%), planned business value contribution (25%), target EBITDA margin (20%) and planned operating net cash flow (20%). The non-financial targets (10%) comprise strategic targets, as well as environmental, social and corporate-governance (ESG) targets for sustainable business development.

The Supervisory Board selects one or two strategic and/or ESG targets, but at least one ESG target, for each year. In the case of several strategic and ESG targets, each strategic and ESG target is weighted equally unless determined otherwise by the Supervisory Board for the respective compensation year.

The Supervisory Board is authorized to change the relative weightings among and between financial and non-financial performance criteria for future assessment periods.

For the compensation year, the Supervisory Board sets a target value, a minimum value and a maximum value for each financial and non-financial performance criterion. The target value represents 100% achievement of each target. If the achievement of a non-financial target is not determinable and measurable, the Supervisory Board defines an alternative method for measuring achievement of that non-financial target as regards the compensation year and sets a target value and, where applicable, minimum and maximum values. Retroactive changes to target values or performance criteria during the compensation year are prohibited.

Target achievement, that is, the value actually achieved for each performance criterion, is determined by the Supervisory Board for each fiscal year of the assessment period after the close of the respective fiscal year.

Target achievement is converted into a target achievement factor ("TAF") for each performance criterion, applying the following system.

If target achievement  $\leq$  minimum value: TAF = 0

If target achievement  $\leq$  target value: TAF = (target achievement – minimum value) / (target value – minimum value)

If target achievement > target value: TAF = 1 + (target achievement – target value) / (maximum value – target value); but not more than 2

The maximum value corresponds to the upper limit values to be set annually by the Supervisory Board for the performance

criteria. The minimum value corresponds to those lower limit values to be set annually by the Supervisory Board for the performance criteria and which must be exceeded to obtain a positive target achievement factor.

The maximum target achievement factor is 2. The target factor is 1.

The annual overall target achievement factor corresponds to the sum of the weighted target achievement factors for the individual performance criteria.

Next, the overall target achievement factor (sum of the target achievement factors in the performance criteria) for the compensation year is converted by means of a formula into a bonus percentage representing the target-achievement success level on a scale from 0% to a maximum of 122% (or a lower maximum for Executive Board members appointed for the first time).

The calculated bonus under the LTI is derived from the bonus percentages for the compensation year and from averages of the bonus percentages for the two years immediately preceding the compensation year.

The 2021 compensation year is the first year for which non-financial performance criteria (ESG and strategic targets) are being applied. For that reason, these performance criteria are not included when the overall target achievement factors and bonus percentages are calculated for the 2019 and 2020 compensation years. To depict the three-year assessment period, it was therefore necessary to apply a transitional rule, in the form of a fixed bonus percentage, to determine the calculated bonus for the 2021 and 2022 compensation years (with the 2019 – 2021 and 2020 – 2022 assessment periods).

The calculated bonus under the LTI is calculated by taking the average of the bonus percentages during the assessment period and multiplying it by the average annual base salary for the compensation year.

The Supervisory Board has the option to increase or reduce this calculated bonus by as much as 30% at its sole discretion, taking into account all circumstances, the Executive Board's performance and the achievement of ESG and strategic targets. The virtual gross payout under the LTI thus obtained is determined by the Supervisory Board in March of the year that follows the compensation year. The amount of the calculated net payout is determined individually for each Executive Board member, depending on that member's personal tax situation, and invested in Company stock. Any resulting fractions of shares are paid out in cash. The number of shares is governed by the Company's Xetra closing share price on the first exchange trading day after the date of the Annual Shareholders' Meeting (record date). The Company acquires the shares in the name and for the account of the respective Executive Board member. They are held in custody in a restricted securities account in the name of the respective Executive Board member at a bank designated by the Company.

The shares are subject to a holding period of three years from the record date (except in the event of an Executive Board member's death or permanent occupational disability, as described under 3.3 below).

### 3.3 Entry and Departure During the Year, Other Exceptional Incidents or Developments

If the Executive Board member has not worked for the Company for twelve months in a fiscal year, the gross payout under the STI and the virtual gross payout under the LTI are prorated accordingly.

If the employment relationship is ended through resignation of the Executive Board member or termination by the Company, or if the employment relationship is not extended, the entitlement to the STI and the LTI remains subject to the contract terms governing settlement and payout. Moreover, the required holding period for the shares under the LTI remains intact until regular expiration.

If the employment relationship is ended by death or permanent occupational disability, the prorated virtual gross payout is paid out in cash, instead of in shares, in the month after its contractually stipulated determination. The required holding period for all shares acquired as variable compensation ends early at the close of the calendar month in which the employment relationship ends.

In the event of exceptional incidents or developments including, for example, the acquisition or disposal of an enterprise or a corporate unit, the Supervisory Board is authorized to make appropriate amendments to the plan terms of the STI and those of the LTI at its sole discretion.

### 4. Other Benefits

The Supervisory Board is furthermore authorized to grant additional benefits to newly appointed Executive Board members. Such benefits can be agreed for a limited time or for the full duration of the service agreement. The benefits may include reimbursements of forfeited variable compensation at a previous employer or of other financial disadvantages, as well as benefits associated with relocation (e.g. moving expenses, cost of running two households).

Finally, members of the Executive Board may, in individual cases, be indemnified for legal expenses and attorney's fees (including any taxes imposed on the resulting in-kind benefit). Such indemnification is subject to the Supervisory Board determining, after an examination of the facts, that there are no indications of a breach of due diligence by the Executive Board member, and to agreement on a clawback clause if it is found that the Executive Board member acted in culpable breach of duty against the Company. If the question of whether the Executive Board member applied the due diligence of an ordinary, conscientious managing director is in dispute, the burden of proof is on that member (Section 93 (2), sentence 2, AktG)

## IV. Performance Criteria for Granting Variable Compensation Components (Section 87a (1), Sentence 2, No. 4, AktG)

The financial and non-financial performance criteria already introduced under B.III.3 contribute to promoting the business strategy and long-term development of the Company as follows:

#### 1. Short-Term Incentive (STI)

The overall target achievement factor for the STI is based on financial performance targets of strategic relevance to the Company in the context of value-based management as an integral part of corporate policy.

The first of these targets concern two operational performance measures: planned operating net cash flow and planned business value contribution (BVC). They are set based on the outlook for the compensation year and, among other things, support the corporate goal of increasing cash inflow from operating activities. The planned BVC performance criterion (30%) shows value contribution. The aim of BVC at WACKER is to generate a residual profit that is above the cost of capital, thereby creating value within the Company. The planned operating net cash flow performance criterion (20%) is defined as the sum of the cash flows from operating activities and from long-term investing activities before securities. This net cash flow measure shows whether WACKER can finance ongoing operations and necessary investments with the funds generated by its own operating activities. The Company's goal is to generate a sustained positive net cash flow. Apart from profitability, the main factors affecting net cash flow are the effective management of net current assets and the level of capital expenditures.

The other two STI targets concern measures of strategic performance – target EBITDA margin and return on capital employed (ROCE) – for which absolute target values are set that are derived from the overriding goal of sustainably and continuously increasing the Company's value in the long term. Both are important criteria for achieving the specific strategic goals of growing faster than the chemical-sector average, achieving attractive margins with products, and earning the cost of capital. The ROCE performance criterion (30%) shows how efficiently the Company employs its capital. It is a clear indicator of how profitably the capital required for business operations is being employed. ROCE is defined as earnings before interest and taxes divided by capital employed. The target EBITDA margin performance criterion (20%) shows how successful the Company is compared with its competition and provides incentives for enhancing that relative performance even further.

Target achievement is measured using the key financial figures published in the consolidated financial statements.

#### 2. Long-Term Incentive (LTI)

The overall target achievement factor for the LTI is based on financial and non-financial performance targets of strategic relevance to the Company. In terms of the financial performance criteria ROCE (25%), planned BVC (25%), target EBITDA margin (20%) and NCF (20%), the incentives to promote the business strategy described above under B.IV.1 for the STI apply here also. The non-financial targets similarly contribute to promoting the business strategy: 10% of the overall target achievement factor comprises non-financial strategic and ESG targets. When setting these targets, the Supervisory Board can particularly focus on key strategic topics for the compensation year in the categories of growth, competitive position, innovations, successful project completions or progress in digital transformation.

As one of the five strategic corporate goals, sustainability is a core element of WACKER's business model. When setting its targets, the Supervisory Board can consider especially the sustainable development goals published in the non-financial report for the WACKER Group and those published for Wacker Chemie AG, which are contained in the respective annual report. These goals include, for example, the reduction of specific CO<sub>2</sub> emissions and of specific energy consumption, the overall accident rate, raising the share of sustainable products in the product portfolio, and even employee and customer satisfaction.

#### V. Options for the Company to Recover Variable Compensation Components (Section 87a (1), Sentence 2, No. 6, AktG)

The Supervisory Board may reduce (curtail or cancel entirely) or, respectively, recover (claw back) all or part of the gross amount paid out under the STI and the virtual gross amount paid out under the LTI by as much as 100% in the event of a material breach of duty within the meaning of Section 93 AktG or a material breach of the Company's Code of Conduct by the Executive Board member during the assessment period – the relevant one-year assessment period in the case of the STI, the relevant three-year assessment period in the case of the LTI. In the event of subsequent discovery of a breach of duty within the meaning of Section 93 AktG or of a material breach of the Company's Code of Conduct, all or part of any gross amounts paid out under the STI and the LTI may be clawed back up to two years after they were paid out. Payouts are reduced or, respectively, clawed back according to the best judgment of the Supervisory Board.

#### VI. Compensation-Related Legal Transactions (Section 87a (1), Sentence 2, No. 8, AktG)

##### 1. Terms and Prerequisites for Termination of Compensation-Related Legal Transactions, Including the Respective Notice Periods (No. 8a)

As a matter of principle, the length of a service agreement corresponds to the term of the underlying appointment, and in a

reappointment, it is extended for the term of such continued appointment. As a rule, new Executive Board members are initially appointed for three years. The standard reappointment is for a period of five years. During its term, the service agreement can be terminated by giving formal notice only for cause. The service agreement terminates without notice at the end of the quarter in which the permanent occupational disability of an Executive Board member is established. There is no special right of formal termination in the event of a change of control, nor is there any promise of benefits relating to the early termination of Executive Board activities following a change of control.

## 2. Severance Payments (No. 8b)

If a service agreement is terminated early on grounds other than for cause, the amount of any severance payment must be limited to the lower of two annual compensation amounts and the amount of compensation for the remaining term of the service agreement (the severance payment cap). The cap amount is calculated based on the total annual compensation (including additional benefits and the company pension) for the fiscal year preceding the termination and the expected total compensation for the current fiscal year.

Members of the Executive Board are restricted by post-employment non-compete agreements from engaging in competitive activities for a period of twelve months, respectively, after termination of the employment relationship. During this period, they are entitled to competitive-restriction compensation amounting to 50% of their most recent total annual compensation (fixed annual salary, STI and LTI).

Any benefits paid out under the defined benefit pension plan in place through December 31, 2020, are offset against that compensation. Additionally offset is any income from an activity not subject to the non-compete agreement if, through this additional income, the total annual compensation of the last full year of service as an Executive Board member is exceeded. Any settlement is offset against the competitive-restriction compensation.

## VII. Consideration of Compensation and Employment Conditions of Employees When Determining the Compensation System (Section 87a (1), Sentence 2, No. 9, AktG)

The Supervisory Board regularly reviews the horizontal and vertical appropriateness of Executive Board compensation. In the vertical comparison, the target compensation and base salary of the Executive Board members (excluding pension and additional benefits) are each set in relation to the average target compensation of defined employee groups (target compensation of the first level of management below the Executive Board, as well as average target compensation of defined employee groups from the workforce in Germany within and above standard pay scales). Other MDAX companies constitute the peer group for the horizontal comparison of Executive Board compensation.

## VIII. Procedures for Determining, Implementing and Reviewing the Compensation System (Section 87a (1), Sentence 2, No. 10, AktG)

The Supervisory Board determines the system and the amount of the Executive Board compensation, including the maximum compensation, on the basis of a proposal by the Supervisory Board's Executive Committee. The Supervisory Board submits the proposed compensation system to the Shareholders' Meeting for approval. The Supervisory Board regularly reviews the system and level of Executive Board compensation for appropriateness. To this end, it conducts an annual vertical comparison of the compensation of the Executive Board with that of the workforce (see VII.). In addition, the level of compensation is compared with a peer group of companies from the MDAX. The Supervisory Board consults with external executive compensation experts and other advisors as needed. The Supervisory Board ensures that the external executive compensation experts and advisors it engages are independent from the Executive Board and the Company, and it takes precautions to avoid conflicts of interest. The Supervisory Board and its Executive Committee will take appropriate steps to ensure that any potential conflicts of interest of Supervisory Board members involved in the deliberations and decisions on the compensation system are avoided and, where applicable, resolved. Every Supervisory Board member must disclose conflicts of interest to the Chairman of the Supervisory Board. The Supervisory Board chairman shall disclose to the Executive Committee any conflicts of interest concerning himself. The handling of an existing temporary conflict of interest is decided on individually. In the event of significant changes, but at least once every four years, the compensation system is again submitted to the Shareholders' Meeting for approval. If the Shareholders' Meeting votes not to approve the system submitted to it, the Supervisory Board shall submit a revised compensation system for approval by the Shareholders' Meeting, which shall, at the latest, be the next Annual Shareholders' Meeting.

## IX. Temporary Deviation from the Compensation System (Section 87a (2), Sentence 2, AktG)

The Supervisory Board may deviate temporarily from the compensation system (procedures and rules governing the

compensation structure) and its individual components, as well as from the terms governing individual compensation components, and it may also introduce new compensation components, if such action should be necessary for the Company's well-being in the long term. The Supervisory Board reserves this right to deviate especially in response to exceptional circumstances like an economic crisis or a corporate emergency. Particularly in an economic crisis, the Supervisory Board may deviate from the plan terms of the STI and the LTI.

Subject to the exceptions described, this compensation system applies to all Executive Board members from January 1, 2021, as well as to all new service agreements to be concluded with Executive Board members and to reappointments on or after January 1, 2021.

## Concerning Agenda Item 7: Resolution on Compensation of Supervisory Board Members (Simultaneously Approval of the Compensation System for Supervisory Board Members)

### A. Compensation of Supervisory Board Members

Compensation for members of the Supervisory Board is dealt with by Section 12 of the Company's Articles of Association. This section reads as follows:

#### Section 12 Compensation of the Supervisory Board

- (1) The members of the Supervisory Board shall receive fixed annual compensation payable at the end of the financial year amounting to €90,000 (in words: ninety thousand euros). Supervisory Board members who join, or depart from, the Supervisory Board during the fiscal year receive prorated compensation.
- (2) The compensation outlined in Subsection 1 above shall be multiplied by a factor of 3 for the chairman of the Supervisory Board, by a factor of 2 for his deputy or a chairman of a committee and by a factor of 1.5 for any member of a committee. Where a person serves in more than one function, his additional functions shall not be taken into account, i.e. the chairman and his deputy shall not be entitled to additional factors if they serve on multiple committees and where members of the Supervisory Board serve on multiple committees, their service shall only be taken into account once.
- (3) The Company shall reimburse the members of the Supervisory Board for their necessary expenses in the form of a flat fee. The flat fee shall be €20,000 (in words: twenty thousand euros) per calendar year. The Company shall reimburse the members of the Supervisory Board for value-added tax provided that they are entitled to charge the Company this tax separately and they exercise this right.
- (4) The Company shall arrange adequate insurance protection for the members of the Supervisory Board; in particular, it shall take out D&O insurance for them.

### B. Information as per Section 113 (3), Sentence 3, and Section 87a (1), Sentence 2, AktG

Detailed description of compensation and the underlying compensation system for the Supervisory Board:

- a) Contribution of compensation to promote the business strategy and long-term development of Wacker Chemie AG (Section 113 (3), sentence 3 in conjunction with Section 87a (1), sentence 2, no. 2, AktG)  
Supervisory Board compensation promotes the business strategy and long-term development of the Company in that the nature of compensation is tailored to market needs, thereby making it possible to gain highly qualified individuals as members of the Supervisory Board.
- b) Compensation components (Section 113 (3), sentence 3 in conjunction with Section 87a (1), sentence 2, no. 3, AktG)  
Supervisory Board compensation is made up solely of fixed components. The Articles of Association define fixed annual compensation for Supervisory Board members as €90,000.00 (with any VAT payable being refunded). Owing to the additional time and effort involved in performing certain duties and in view of Recommendation G.17 of the German Corporate

Governance Code (DCGK), compensation for the Supervisory Board Chairman is multiplied by a factor of 3. A factor of 2 is applied to the Chairman's deputy and to committee chairs, while compensation for committee members is multiplied by a factor of 1.5. Where a person serves in more than one function, his/her additional functions shall not be taken into account, which means that the chairman and his/her deputy shall not be entitled to additional factors if they serve on multiple committees. In instances where members of the Supervisory Board serve on multiple committees, their service shall only be taken into account once. Supervisory Board members who join, or depart from, the Supervisory Board during a particular year receive prorated compensation. The Company shall reimburse the members of the Supervisory Board for their necessary expenses in the form of a flat fee of €20,000.00 (any VAT payable being refunded). The company grants the members of the Supervisory Board appropriate insurance coverage in the form of D&O insurance, excluding a deductible.

c) Procedures for Determining, Implementing and Reviewing the Compensation System (Section 113 (3), sentence 3 in conjunction with Section 87a (1), sentence 2, no. 10, AktG)

The Shareholder's Meeting determines Supervisory Board compensation, by way of a shareholder resolution or by amending the Articles of Association, on the basis of a proposal by the Executive and Supervisory Boards. Supervisory Board compensation is currently dealt with in Section 12 of Wacker Chemie AG's Articles of Association.

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

German legislation specifying measures to combat the impact of the COVID-19 pandemic in the law of companies, cooperative societies, associations, foundations and home ownership dated March 27, 2020, most recently amended with effect from February 28, 2021, by legislation designed to further curtail residual debt exemption proceedings and to adapt pandemic-related provisions pertinent to the law of companies, cooperative societies, associations, foundations and home ownership, as well as under landlord and tenant law, dated December 22, 2020 ("Covid-19 Measures Act"), makes it possible to hold annual shareholders' meetings in 2021 with neither shareholders nor their authorized representatives physically present (virtual annual shareholders' meeting).

In view of the ongoing COVID-19 pandemic, Wacker Chemie AG's Executive Board has decided, with the consent of the Supervisory Board, to avoid risking the health of all those involved by making use of the option of holding a virtual annual shareholders' meeting in 2021.

Holding the 2021 Annual Shareholders' Meeting as a virtual one leads to modifications in the procedures for running the Annual Shareholders' Meeting 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](http://www.wacker.com/hauptversammlung) on Wednesday, May 12, 2021, starting at 10:00 a.m. (CEST), via a 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 right 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 Shareholder Rights, Particularly Voting Rights, in Connection with the Virtual Annual Shareholders' Meeting

Only those shareholders who have registered with the Company in text form within the required deadline are permitted to exercise shareholder rights, particularly 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 (CEST) on Wednesday, May 5, 2021, 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](mailto:wp.hv@db-is.com)

Entitlement to exercise shareholder rights, particularly voting rights, in connection with the Virtual Annual Shareholders' Meeting requires written proof from the last intermediary (i.e. from the institution managing the investment account) confirming the shareholding; proof of shareholding as per Section 67c (3) AktG is sufficient. Proof of shareholding must show that shareholders held their shares at the beginning of the twenty-first day prior to the Annual Shareholders' Meeting (00:00 hours (CEST) on April 21, 2021; the "Record Date") and must reach the Company at the above address by 24:00 hours (CEST) on May 5, 2021, at the latest.

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. Please note that if intermediaries transmit the proof of share ownership, there may still, at the present time, be unforeseen delays, as some intermediaries have not yet consistently guaranteed the electronic systems and arrangements required for this purpose.

## 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 upon 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 April 21, 2021, the Company's password-protected shareholder portal on the Company's website at [www.wacker.com/hauptversammlung](http://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 May 12, 2021, 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 Shareholder Rights, Particularly 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 Shareholder Rights, Particularly 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 as per 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. 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-HV2021@computershare.de](mailto:Wacker-HV2021@computershare.de)

The shareholder portal can also be used to send the proxy authorization electronically: [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung) . 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 does not apply. In such cases, however, compliance with the provisions of Section 135 AktG is required, as possibly are other special provisions stipulated by the respective authorized representatives (who should be questioned in this regard).

Authorized representatives may not attend the Annual Shareholders' Meeting in person either. 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 Representatives 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 Shareholder Rights, Particularly 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 (CEST) (time of receipt) on May 11, 2021:

Wacker Chemie AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
Email: [Wacker-HV2021@computershare.de](mailto:Wacker-HV2021@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 (CEST) (time of receipt) on May 11, 2021. 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](http://www.wacker.com/hauptversammlung) beginning on Wednesday, April 21, 2021, and even during the Annual Shareholders' Meeting until voting begins there.

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](http://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](http://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 Shareholder Rights, Particularly 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 April 21, 2021, 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](http://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](http://www.wacker.com/hauptversammlung) on Wednesday, May 12, 2021, starting at 10:00 a.m. (CEST), 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.

## Supplementary Amendments to the Agenda as Motioned by a Minority, Pursuant to Section 122 (2) of the German Stock Corporation Act

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 (CEST) on April 11, 2021, at the latest. Motions for supplementary amendments can be sent to the following address:

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

In accordance with Section 122 (2) in conjunction with Section 122 (1) AktG, the submitters 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](http://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.

Counter motions and election nominations by shareholders received by the Company at the address below by 24:00 hours (CEST) on Tuesday, April 27, 2021, at the latest, will be made accessible, together with the name of the shareholder, any requisite justifications to be made accessible and, where applicable, the requisite content to be added pursuant to Section 127, sentence 4, AktG, on the internet [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung) immediately after receipt:

Wacker Chemie AG  
Investor Relations  
Hanns-Seidel-Platz 4  
81737 Munich, Germany  
Fax: +49 89 6279-2910  
Email: [hauptversammlung@wacker.com](mailto:hauptversammlung@wacker.com)

Counter motions 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 counter motion 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](http://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.

Counter motions and election nominations that have been received by the Company at the aforementioned address within the required deadline and which are to be made accessible will be considered to have been made available to the Shareholders' Meeting if the shareholder submitting a counter motion or election nomination has duly registered – as described above in the section Prerequisites for Exercising Shareholder Rights, Particularly Voting Rights, in Connection with the Virtual Annual Shareholders' Meeting – to attend the Virtual Annual Shareholders' Meeting and has provided proof of share ownership. The same applies to motions and election nominations relating to agenda items which, on account of shareholders' submitting motions to add such items in accordance with Section 122 (2) AktG, are subsequently added to the agenda by way of separate notification.

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

For the duration of the Virtual Annual Shareholders' Meeting, shareholders will not be accorded the right to information pursuant to Section 131 (1) AktG. Shareholders who have duly registered – as described above in the section Prerequisites for Exercising Shareholder Rights, Particularly Voting Rights, in Connection with the Virtual Annual Shareholders' Meeting – to attend the Virtual Annual Shareholders' Meeting and who have provided proof of their share ownership are nonetheless entitled, in accordance with Section 1 (2), sentence 1, no. 3 of the German Covid-19 Measures Act, to ask questions by electronic means Pursuant to Section 1 (2), sentence 2 of the Covid-19 Measures Act, the Executive Board has, with the consent of the Supervisory Board, decided that shareholders or their authorized agents will need to submit questions by 24:00 hours (CEST) (time of receipt) on May 10, 2021, at the latest, via the Company's password-protected shareholder portal at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung). It will not be possible to submit or ask questions after this deadline, nor, in particular, will it be possible to do so during the Virtual Annual Shareholders' meeting itself.

The Executive Board will decide, in accordance with Section 1 (2), sentence 2, of the Covid-19 Measures Act, how it will answer questions 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](http://www.wacker.com/hauptversammlung) and may be submitted from the start of the Annual Shareholders' Meeting until the meeting is closed by its chairperson.

## Documentation to Be Published 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](http://www.wacker.com/hauptversammlung) once the Annual Shareholders' Meeting has been convened.

The voting results, too, 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](http://www.wacker.com/hv-datenschutz).

Munich, March 2021  
Wacker Chemie AG  
The Executive Board



## Contact

We're available for your questions or suggestions Mondays to Thursdays from 9:00 a.m. to 12:00 noon (CEST) by phone: +49 89-6279-1444 or via the email address [hauptversammlung@wacker.com](mailto:hauptversammlung@wacker.com) .