

## Wacker Chemie AG

### Detailed Explanations of Shareholders' Rights and Possibilities and of Agenda Items Not Requiring a Resolution

#### DETAILED EXPLANATIONS OF SHAREHOLDERS' RIGHTS AND POSSIBILITIES

(As per Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG))

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

Shareholders whose total shares attain a value of at least € 500,000 of the share capital – corresponding to 100,000 non-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 a draft proposal.

Motions for supplementary amendments must be directed to the Executive Board in writing and be received by the Company no later than midnight (24:00 hours (CEST)) on April 19, 2022. Motions for supplementary amendments can be sent to the following address:

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

Pursuant to Section 122, Subsections 2 in conjunction with Subsection 1 of the German Stock Corporation Act (AktG), petitioners must prove that they have held their required 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 § 121 Subsection 7 of the German Stock Corporation Act (AktG) shall be applied accordingly.

Motions for supplementary amendments to the agenda that are to be given public notice shall - as this has not already been done with the convocation - be published immediately after receipt in the *Bundesanzeiger* (Germany's electronic Federal Gazette) and routed to suitable media channels that are expected to disseminate the information throughout the European Union. Furthermore, they will be published and made accessible to shareholders at the web address [www.wacker.com/annual-shareholders-meeting](http://www.wacker.com/annual-shareholders-meeting), thus notifying shareholders.

The shareholders' rights are derived from the following provisions of the German Stock Corporation Act (AktG):

#### ***Section 122 of the German Stock Corporation Act (AktG): Convening a Shareholder Meeting as Motioned by a Minority (Excerpt)***

*(1) The shareholders' meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders' meeting shall require*

*another form or the holding of a lower proportion of the share capital. The shareholders who have made the demand shall provide evidence to the effect that they have held the shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until the management board decides upon the demand. § 121 (7) shall apply accordingly.*

*(2) In the same manner, shareholders whose combined shareholdings account for one twentieth of the share capital or a pro rata value of € 500,000 can submit a motion to have items included in the agenda and made public. Each new item must be accompanied by a justification or a draft proposal. The motion pursuant to Sentence 1 must have been received by the Company at least 24 days prior to the Annual Shareholders' Meeting or at least 30 days prior to the Annual Shareholders' Meeting in case of companies listed on stock exchanges; the receiving date must be excluded.*

### **Section 121 of the German Stock Corporation Act (AktG): General Provisions (excerpt)**

*(7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.*

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

Countermotions and election nominations by shareholders received by the Company at the address below by 24:00 hours (CEST) on May 05, 2022, 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/annual-shareholders-meeting](http://www.wacker.com/annual-shareholders-meeting)) immediately after receipt.

Wacker Chemie AG  
Investor Relations  
Hanns-Seidel-Platz 4  
81737 München, Germany  
Fax: +49 89 6279-2910  
Email: [hauptversammlung@wacker.com](mailto: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) of the German Stock Corporation Act (AktG) exists, as stated below:

1. If the Executive Board were to be subject to prosecution due to publication
2. If the countermotion caused the Annual Shareholders' Meeting to pass a resolution that contravened legislation or the Company's Articles of Association
3. If essential items of the justification are apparently incorrect or contain misleading statements or insults
4. If a shareholder's countermotion has already been made public at an Annual Shareholders' Meeting in terms of a different countermotion concerning the same matter, as per Section 125 of the German Stock Corporation Act (AktG)
5. If the same countermotion, with essentially the same justification, has already been made public by a shareholder at at least two Annual Shareholders' Meetings in the last five years, as per Section 125 of the German Stock Corporation Act (AktG), and received at the Annual Shareholders' Meeting less than one twentieth of the overall votes based on the share capital represented

6. If it is clear that the shareholder will neither be attending the Annual Shareholders' Meeting nor be represented by a proxy
7. If the shareholder failed to propose or failed to have a countermotion proposed which he or she had submitted at two Annual Shareholders' Meetings in the last two years.

A justification need not be made public if it contains a total of more than 5,000 characters.

Furthermore, above and beyond the previously stated grounds for exclusion as per Section 126 (2) of the German Stock Corporation Act (AktG), nominations must only be made available if they have been submitted with the name, occupation and domicile of the proposed person and, with regard to the nomination of Supervisory Board members, details on memberships in any other supervisory boards to be legally constituted in terms of Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG). A proposal to nominate Supervisory Board members should, in addition, include details on their memberships in any comparable German or non-German supervisory bodies of commercial enterprises.

These shareholders' rights are derived from the following provisions of the German Stock Corporation Act (AktG), which also specifies the circumstances under which it is permissible to refrain from making countermotions and nomination proposals available:

### **Section 126 of the German Stock Corporation Act (AktG): Shareholder Motions**

*(1) Shareholder motions, which shall include the name of the shareholder, the justifications and any comments from the administrators, must be made public to the authorized persons as per Section 125 (1) to (3) and in accordance with the requirements stated therein, if the shareholder has submitted a countermotion to a proposal by the Executive and Supervisory Boards regarding a specific agenda item, and sent the countermotion and accompanying justification to the address specified for this purpose in the invitation at least 14 days prior to the Annual Shareholders' Meeting. The receiving date is to be excluded. Companies listed on stock exchanges must make the notice publicly accessible on their website. Section 125 (3) applies accordingly.*

*(2) A countermotion and its justification do not need to be made public under the following circumstances:*

1. *If the Executive Board were to be subject to prosecution due to publication*
2. *If the countermotion caused the Annual Shareholders' Meeting to pass a resolution that contravened legislation or the Company's Articles of Association*
3. *If essential items of the justification contain apparently incorrect or misleading statements or insults*
4. *If a shareholder's countermotion has already been made public at an Annual Shareholders' Meeting in terms of a different countermotion concerning the same matter, as per Section 125*
5. *If the same countermotion, with essentially the same justification, has already been made public by a shareholder at least two Annual Shareholders' Meetings in the last five years, as per Section 125, and received at the Annual Shareholders' Meeting less than one twentieth of the overall votes based on the share capital represented*
6. *If it is clear that the shareholder will neither be attending the Annual Shareholders' Meeting nor be represented by a proxy*
7. *If the shareholder failed to propose or failed to have a countermotion proposed which he or she had submitted at two Annual Shareholders' Meetings in the last two years*

*A justification need not be made public if it contains a total of more than 5,000 characters.*

*(3) If several shareholders submit countermotions regarding the same item of the resolution, the Executive Board is empowered to consolidate the countermotions and their justifications.*

## **Section 127 of the German Stock Corporation Act (AktG): Shareholder Nominations**

*The terms of Section 126 apply analogously to a shareholder's proposal to nominate Supervisory Board members or auditors. A nomination does not need to be justified. The Executive Board also does not need to make a nomination public if the proposal does not include the details required by Section 124 (3) Sentence 4 and Section 125 (1) Sentence 5. Regarding nominations made by shareholders for the election of Supervisory Board members of listed companies, to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montan-Mitbestimmungsgesetz) or the Co-Determination Amendment Act (Mitbestimmungsergänzungsgesetz) apply, the Executive Board has to add the following information:*

1. *reference to the requirements pursuant to Section 96 (2),*
2. *statement whether there has been an objection to the overall fulfilment pursuant to Section 96, Subsection 2, Sentence 3 and*
3. *statement how many seats in the Supervisory Board need to be occupied by women and men respectively to comply with the requirements pursuant to Section 96 (2) Sentence 1.*

## **Section 124 of the German Stock Corporation Act (AktG): Notification of Motions for Supplementary Amendments; Resolution Proposals (Excerpt)**

*(3) [...] The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. [...]*

## **Section 125 of the German Stock Corporation Act (AktG): Disclosures to Shareholders and Supervisory Board Members (Excerpt)**

*(1) [...] With regard to companies listed on stock exchanges, nominations of Supervisory Board members must include details on their membership in any other supervisory boards to be legally constituted; details on their membership in comparable domestic and foreign supervisory bodies of enterprises should be added.*

### **3. Shareholders' Right 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 right 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 (CEST) (time of receipt) on May 18, 2022, at the latest, via the Company's password-protected shareholder portal at **[www.wacker.com/annual-shareholders-meeting](http://www.wacker.com/annual-shareholders-meeting)**.

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

The provisions underlying this opportunity to ask questions by way of electronic communication are as follows:

#### **Section 1 of Covid-19 Measures Act (excerpt)**

*(2) The executive board may decide that the meeting is held as a virtual general meeting without the physical presence of shareholders or their proxies, provided that*

*[...]*

3. *the shareholders are granted the right to ask questions by way of electronic communication,*

[...]

*The Executive Board shall decide, at its sole discretion how to answer questions; it may also stipulate that questions must be submitted by electronic communication no later than one day before the meeting. Motions or election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting.*

*(6) The decisions of the executive board pursuant to paragraphs 1 to 5 require the approval of the supervisory board. [...]*

### **Section 131 of the German Stock Corporation Act (AktG): Shareholders' Right to Information**

*(1) During the Annual Shareholders' Meeting, each shareholder may request and must receive information from the Executive Board about Company matters, insofar as these are necessary to make an informed assessment of an agenda item. The duty of disclosure shall additionally extend to the Company's legal and business relationships to affiliated companies. If a company exercises the option of exemptions or relief as per Section 266 (1) Sentence 3 and Sections 276 or 288 of the German Commercial Code, then each shareholder is entitled to require at the Annual Shareholders' Meeting that he or she be provided with the annual financial statements in the form that would have been provided if these simplifications had not been applied. The duty of disclosure by the Executive Board of a parent company (Section 290 (1) and (2) of the German Commercial Code) to present the annual financial statements and management report at the Annual Shareholders' Meeting also extends to the position of the Group and those entities included in consolidated financial statements.*

*(2) The information must comply with the principles of diligent and accurate accountability. The Articles of Association or Articles of Incorporation pursuant to Section 129 can empower the meeting's moderator to reasonably limit the time available to shareholders during the question-and-answer session and specifically decide in this matter.*

*(3) The Executive Board may decline to disclose information under the following circumstances:*

- 1. If disclosing the information could, according to a commercially reasonable assessment, possibly inflict a not insignificant disadvantage upon the Company or one of its affiliated companies;*
- 2. Insofar as it pertains to tax valuations or the amount of specific taxes;*
- 3. If providing the information concerns the difference between the value of items specified in the annual statement of financial position and a higher valuation of these items, unless the Annual Shareholders' Meeting adopts the annual financial statements;*
- 4. Information regarding the accounting and valuation methods, insofar as the methods specified in the Annex are sufficient to provide a true and fair view of the Company's assets, liabilities, financial position, and profit or loss as per Section 264 (2) of the German Commercial Code (HGB); this does not apply if the Annual Shareholders' Meeting adopts the annual financial statements;*
- 5. If the Executive Board was to be subject to prosecution due to disclosing the information;*
- 6. To the extent that it is not obligatory to specify details to a bank institution, a financial services institution or a securities institution on the applied accounting and valuation methods and the offsets made in the annual financial statements, management report, consolidated financial statements or group management report;*
- 7. Insofar as information has been made continually available on the Company's website at least seven days prior to the start of and during the Annual Shareholders' Meeting.*

*The Executive Board may not refuse to provide information under any other circumstances.*

*(4) If a shareholder is given information on an occasion other than at the Annual Shareholders' Meeting because of his role as a shareholder, then this information must be provided to every*

other shareholder upon request during the Annual Shareholders' Meeting, even if it is unnecessary for making an informed assessment of an item on the agenda. The Executive Board may not use Section 3, Sentence 1, Numbers 1 to 4 as a reason for refusing to disclose the information. Sentences 1 and 2 do not apply if a subsidiary (as per Section 290 (1)(2) of the German Commercial Code), a joint venture (as per Section 310 (1) of the German Commercial Code) or an associated company (as per Section 311 (1) of the German Commercial Code) issues the information to a parent company (as per Section 290 (1), (2) of the German Commercial Code) for purposes of incorporating said company in the parent company's consolidated financial statements and the information was required for this purpose.

(5) If information is denied to a shareholder, then he or she may request that his or her question and the reason for its denial be recorded in the minutes of the meeting.

#### **4. 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/annual-shareholders-meeting](http://www.wacker.com/annual-shareholders-meeting)** and may be submitted from the start of the Annual Shareholders' Meeting until the meeting is closed by its chairperson. The provisions on which this possibility to object are based are as follows:

##### **Section 1 of Covid-19 Measures Act (excerpt)**

(2) The executive board may decide that the meeting is held as a virtual general meeting without the physical presence of shareholders or their proxies, provided that

[...]

2. the exercise of shareholders' voting rights is possible via electronic communication (postal voting or electronic participation) and the granting of proxies,

[...]

4. the shareholders who have exercised their voting rights in accordance with No. 2 are given the possibility to object to a resolution of the Annual General Meeting, in deviation from Section 245 No. 1 of the German Stock Corporation Act, waiving the requirement to appear at the Annual General Meeting.

[...]

(6) The decisions of the executive Board pursuant to paragraphs 1 to 5 require the approval of the Supervisory Board. [...]

##### **Section 245 of the German Stock Corporation Act (AktG): Authority to Bring an Action for Avoidance (excerpt – No. 1)**

The following shall have authority to bring an action for avoidance:

(1) Any stockholder attending the general meeting, provided he has purchased the shares of stock already prior to the agenda having been published by notice and provided he raised an objection concerning the resolution and had it recorded in the minutes;

## DETAILED EXPLANATIONS OF AGENDA ITEMS NOT REQUIRING A RESOLUTION

(Section 124a, Sentence 1 No. 2 of the German Stock Corporation Act (AktG))

Under Item 1, the agenda includes the following agenda item not requiring a resolution:

„Presentation of the adopted Annual Financial Statements as of December 31, 2021, the approved Consolidated Financial Statements as of December 31, 2021, and the combined 2021 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 2021 Supervisory Board Report“

No resolution on this agenda item is intended, since on March 3, 2022, the Supervisory Board already approved the annual financial statements and consolidated financial statements presented by the Executive Board, thus adopting the annual financial statements.

Pursuant to Section 172 of the German Stock Corporation Act (AktG), the annual financial statements are adopted if they have been approved by the Supervisory Board and insofar as the Executive Board and Supervisory Board do not resolve to cede adoption of the annual financial statements to the Annual Shareholders' Meeting. As per Section 173 of the German Stock Corporation Act (AktG), the Annual Shareholders' Meeting can only adopt the annual financial statements if the Executive Board and Supervisory Board have resolved to cede adoption of the annual financial statements to the Annual Shareholders' Meeting or if the Supervisory Board has not approved the annual financial statements. This applies analogously if the Supervisory Board of a parent company (Section 290 (1), (2) of the German Commercial Code) has not approved the consolidated financial statements.

Therefore, no resolution by the Annual Shareholders' Meeting shall be passed.