



**Proxy Authorization Form**

This form does not replace the proper registration required for the Annual Shareholders' Meeting. Please read the explanations on the following page.

**The Declarant**

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

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

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

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

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

\*Mandatory fields. (For details, please refer to the Annual Shareholders' Meeting admission ticket that will be sent to you after proper registration).

**Authorization and Instructions for Company-Appointed Proxies**

For Wacker Chemie AG's Annual Shareholders' Meeting on May 18, 2011, I/we hereby authorize the Company-appointed proxies Ms. Julia Butz (of Munich) and Mr. Goetz Neumann (of Vaterstetten) - each individually and each with the power to appoint substitute proxies - to exercise my/our voting rights upon disclosure of my/our name(s) in accordance with my/our instructions below.

Said proxy authorization and instructions shall be withdrawn if the authorizing person or his/her representative attend the Annual Shareholders' Meeting in person.

| <b>Proposed Resolutions as per the Electronic Version of the German Federal Gazette (<i>Elektronischer Bundesanzeiger</i>)</b> | <b>YES</b>               | <b>NO</b>                |
|--|--------------------------|--------------------------|
| 2. Resolution on the Appropriation of Profits.....   | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Resolution on the Ratification of the Actions of the Executive Board .....  | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Resolution on the Ratification of the Actions of the Supervisory Board .....  | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Resolution on the Nomination of Auditor.....  | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval of the Profit-and-Loss Transfer Agreement between Wacker Chemie AG and Wacker-Chemie Achte Venture GmbH .....      | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Resolution on Changes to the Articles of Association .....  | <input type="checkbox"/> | <input type="checkbox"/> |

\_\_\_\_\_  
**Signature(s) or another conclusion to the declaration, as per Section 126b of the German Civil Code (BGB)**

**Authorizing a Third-Party Proxy**

I/We hereby authorize

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

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

\_\_\_\_\_  
Place

to represent myself/us at the above-mentioned Annual Shareholders' Meeting. This proxy authorization includes the withdrawal of any other authorizations issued, and confers the power to exercise all rights related to the Annual Shareholders' Meeting, including appointing a substitute proxy. This proxy authorization is rendered void if the authorizing person or his/her representative attend the Annual Shareholders' Meeting in person.

\_\_\_\_\_  
**Signature(s) or another conclusion to the declaration, as per Section 126b of the German Civil Code (BGB)**

## Explanations

### Registration to Attend the Annual Shareholders' Meeting

You may only attend the Annual Shareholders' Meeting and exercise your voting rights after registering properly and submitting proof of the shares you held at the beginning of the 21st day prior to the Annual Shareholders' Meeting, i.e. **April 27, 2011 (00:00 hours)**.

Registration and proof of share ownership must have reached the following address no later than **May 11, 2011 (24:00 hours)**:

**Wacker Chemie AG**  
c/o Deutsche Bank  
Securities Production  
General Meetings  
Postfach 20 01 07  
60605 Frankfurt am Main  
Germany  
Email: [wp.hv@xchanging.com](mailto:wp.hv@xchanging.com)  
Fax: +49 69 12012-86045

Your custodian bank may perform the registration on your behalf. Your banks' having received the registration papers does not constitute a proper registration to attend the Annual Shareholders' Meeting. It is vital that your registration papers and proof of your share ownership reach the address mentioned above.

### Allocation to a Registration

This proxy authorization form will only be considered if it can be clearly allocated to a specific registration. Should this prove impossible because the registration is incorrect or missing, or because this proxy authorization form contains incomplete or illegible data, your rights cannot be exercised by Company-appointed proxies (voting rights) or by an authorized representative (participation and voting rights).

### Relationship to Other Forms

For the purposes of authorization, you may also use the forms printed on your admission ticket, which will be sent to you after proper registration. Using the forms on the ticket ensures that your proxy authorization form can be allocated to the registration.

### Explanations about this Proxy Authorization Form

Please fill in this form completely and legibly. Please take the information required about the declarant from the admission ticket that will be sent to you after proper registration.

The form is not obligatory for issuing an authorization. You may also submit any other written declaration. If you do so, the explanations about allocating authorizations to a particular registration shall apply.

### Personal Participation in the Annual Shareholders' Meeting or Representation by a Third Party

With the admission ticket sent to you after proper registration, you - or a third party authorized by you - can attend the Annual Shareholders' Meeting in person. If you wish to authorize a third party, either use this proxy-authorization form or fill in the authorization section in the upper-third of your admission ticket (reverse side of ticket). Please give your representative either both the completed form and admission ticket or simply the admission ticket with the section on proxy authorization filled out. Alternatively, you can give your representative the admission ticket and send your authorization, or proof thereof, to the address stated below. Please expressly inform your representative that you have done so.

### Authorization and Instructions for Company-Appointed Proxies

If you are unable to attend the Annual Shareholders' Meeting yourself and also have not authorized a third party represent you, you can use this form to authorize a Company-appointed proxy to exercise your voting rights. Alternatively, you can use the authorization form printed on your admission ticket.

Please give us your instructions for each of the proposed resolutions. Please check the YES box if you agree with a proposal and the NO box if you do not. Not checking either box is an abstention. Checking both boxes renders both boxes invalid. If separate voting takes place on resolution proposals that have been combined under one agenda item, your instructions shall be valid for each individual resolution proposal. Please conclude the authorization and instructions (e.g. by signature) as per Section 126b of the German Civil Code (BGB).

We kindly ask you to transmit authorizations and instructions to Company-appointed proxies no later than **May 16, 2011 (24:00 hours)**, addressing said information to:

**Wacker Chemie AG**  
c/o Computershare HV-Services AG  
Prannerstraße 8  
80333 München  
Germany  
Fax: +49 89 30903-74675  
Email: [hauptversammlungen@wacker.com](mailto:hauptversammlungen@wacker.com)

If authorizations and instructions are transmitted via different means and the instructions given actually diverge, the authorizations and instructions shall be treated in the following order of priority. First: by email, second: by fax, third: in paper form.

Company-appointed proxies are empowered to exercise voting rights on your behalf solely as instructed. They will not perform any additional assignments. Should you wish to exercise your participation rights beyond the scope defined, you will have to attend in person or authorize a third party to do so.

Even after issuing an authorization and instructions, you are entitled to attend the Annual Shareholders' Meeting in person. Said authorization and instructions are considered revoked if you or your representative register in person at the entrance to the Annual Shareholders' Meeting.

Shareholder resolutions and election proposals (countermotions) that need to be published by law can be viewed on the internet at:

[www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung)

You can join a countermotion that is exclusively directed at rejecting a proposed resolution by voting against said proposal of the Executive and Supervisory Boards. If there are any further motions (e.g. motions concerning content or procedure), it is not possible to vote through your Company-appointed proxy, since no explicit authorization and instructions exist with regard to such further motions.