



**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 20, 2016, I/we hereby authorize the Company-appointed proxies Mrs. Angela Wörl (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 are revoked if the authorizing person or his/her representative attend the Annual Shareholders' Meeting in person.

**Proposed Resolutions as per the German Federal Gazette (*Bundesanzeiger*)**

**YES NO**

- |  |                          |                          |
|--|--------------------------|--------------------------|
| 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. Election of Auditor .....   | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Resolution regarding Changes of Section 12 of the Articles of Association ..... | <input type="checkbox"/> | <input type="checkbox"/> |

.....  
**Date, signature or identity of individual making the declaration (legible)**

**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 upon disclosure of my/our name(s). 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 revoked if the authorizing person or his/her representative attend the Annual Shareholders' Meeting in person.

\_\_\_\_\_  
**Date, signature or identity of individual making the declaration (legible)**

## 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 29, 2016 (00:00 hours)**.

Registration and proof of share ownership must have reached the following address no later than **May 13, 2016 (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@db-is.com](mailto:wp.hv@db-is.com)  
Fax: +49 69 12012-86045

Your custodian bank may perform the registration on your behalf. Your bank 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 in due time.

### 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.

This form is not obligatory. You may also submit any other declaration in text form. 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 to 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 sign the proxy/instructions to the Company-appointed proxy or respectively name the person making the declaration legibly.

We kindly ask that you transmit authorizations and instructions as well as any changes or revocations to Company-appointed proxies no later than **May 18, 2016 (24:00 hours)**, addressing said information to:

**Wacker Chemie AG**  
c/o Computershare Operations Center  
80249 München  
Germany  
Fax: +49 89 30903-74675  
Email: [hauptversammlung@wacker.com](mailto:hauptversammlung@wacker.com)

If authorizations and instructions are transmitted via different means and it is not clear which have been transmitted last, 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.

If you should leave the Annual Shareholders' Meeting before voting has begun you are entitled to confer proxy voting power and provide instructions.

Even after issuing an authorization and instructions, you are entitled to attend the Annual Shareholders' Meeting in person. Said authorization and instructions are revoked if you or your representative personally attend 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/or Supervisory Boards. If there are any further motions (e.g. countermotions or motions concerning procedure), it is not possible to vote through your Company-appointed proxy.