

## 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. Motions by a Minority to Add Items to the Agenda in Accordance with Section 122 (2) of the German Stock Corporation Act (AktG)**

Shareholders whose total shares amount to at least €500,000 of the capital stock – corresponding to 100,000 no-par-value shares – are entitled to request 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 no later than 24:00 hours (CEST) on April 16, 2023. 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 combination with Section 122 (1) of the German Stock Corporation Act, 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) of the German Stock Corporation Act 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)

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 124 of the German Stock Corporation Act (AktG): Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)**

*(1) Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, notice of said items of business is to be given by publication either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) applies accordingly; moreover, in the case of listed companies, section 121 (4a) applies accordingly. The notice is to be published and forwarded in the same way as the invitation convening the general meeting.*

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

*(4) Notice of the invitation convening the general meeting is to be given in the company's publications of record. Where the stockholders of the company are known by name, the general meeting may be convened by registered letter unless stipulated otherwise in the by-laws; the date on which the invitation is posted is considered the date of the notice. The notification of the parties entered in the share register is sufficient.*

*(4a) In the case of listed companies that have not issued exclusively registered shares of stock or that do not directly send the invitation convening the general meeting to the stockholders pursuant to subsection (4) sentence 2, the invitation convening the general meeting is to be forwarded, at the latest as per the time of the notice, to such media for publication regarding which it can be assumed that they will disseminate the information in the entire European Union.*

*(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 of the German Stock Corporation Act (AktG)**

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

Countermotions and election nominations by shareholders received by the company at the address below by no later than 24:00 hours (CEST) on May 2, 2023, will be published together with the name of the shareholder, any requisite justifications to be published and, where applicable, the requisite

content to be added pursuant to Section 127 sentence 4 of the German Stock Corporation Act – 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  
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 publish 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 applies, 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, election proposals are only published if they have been submitted with the name, occupation and domicile of the person proposed and also, in the case of the election of Supervisory Board members, with details on memberships in any other legally constituted supervisory boards.

Voting on a countermotion or a nomination proposal at the Annual Shareholders' Meeting requires that the countermotion or the nomination proposal first be presented orally at the Annual Shareholders' Meeting. Attendees also have the right to orally present countermotions to items on the agenda or election proposals at the Annual Shareholders' Meeting regardless of whether such proposals were submitted to the company beforehand.

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 (excerpt)**

*(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 Information Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)**

At the Annual Shareholders' Meeting, each shareholder may request and must receive information from the Executive Board about Company matters, including legal and business relationships to affiliated companies, the position of the Group and entities included in consolidated financial statements, insofar as these are necessary to make an informed assessment of an agenda item.

Requests for information must be made orally during the Annual Shareholders' Meeting as part of the question-and-answer session.

Pursuant to Section 15 (2) Sentence 3 of the Company's Articles of Association, the chairperson of the meeting may reasonably limit the time available to shareholders during the question-and-answer session.

Furthermore, the Executive Board can, pursuant to Section 131 (3) of the German Stock Corporation Act (AktG), decline to provide 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 confirms 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 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 or financial services 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.

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 the aforementioned items 1-4 as a reason for refusing to provide the information. Both of the previous sentences 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.

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.

These shareholders' rights are derived from the following provisions of the German Stock Corporation Act (AktG) and Wacker Chemie AG's Articles of Association:

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

(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.*

(1a) – (1f) [...] (virtual general meeting)

(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 or financial services 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.*

**Section 15 (2) of the Articles of Association of Wacker Chemie AG:**

*The chairman may decide that topics on the agenda be dealt with in a sequence that differs from the notified sequence. He may determine type, form and sequence of voting. He is entitled to impose a suitable time limit on the time for shareholders to speak and ask questions.*

## 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, 2022, the approved Consolidated Financial Statements as of December 31, 2022, and the combined 2022 Management Report including the Executive Board's Explanatory Report on the information pursuant to Section 289a and Section 315a of the German Commercial Code ("HGB"), and of the 2022 Supervisory Board Report“

No resolution on this agenda item is intended, since on March 2, 2023, 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.