

# Wacker Chemie AG

## Munich

Security ID Number [WKN]: WCH888

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### Invitation

We hereby invite WACKER's shareholders to attend our Annual Shareholders' Meeting at the ICM – International Congress Center Munich (Riem, Am Messesee 6, 81829 Munich, Germany) on Wednesday, May 9, 2018, starting at 10:00 a.m.

### Agenda

- 1. Presentation of the adopted Annual Financial Statements as per December 31, 2017, the approved Consolidated Financial Statements as per December 31, 2017, the combined 2017 Management Report and the Executive Board's Explanatory Report on the information pursuant to Section 289a, Subsection 1, and Section 315a, Subsection 1 of the German Commercial Code (HGB) as well as the 2017 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. In accordance with the applicable legal provisions no resolution on this agenda item is therefore proposed to be adopted.

- 2. Resolution on the Appropriation of Profits**

The Executive and Supervisory Boards propose that 2017's retained profit amounting to **€ 1.502.548.661,93** be appropriated as follows:

1. Distribution to shareholders: **€ 223.550.923,50**

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 which do not entitle the Company to any rights, the distribution to shareholders corresponds to

- a dividend per dividend-bearing share of € 2.50 and
- a special dividend per dividend-bearing share of € 2.00

amounting to a total dividend per dividend-bearing share of **€ 4.50**.

2. Profit carried forward to new account: **€ 1,278,997,738.43**

### **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 2017.

### **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 2017.

### **5. Election of Auditor**

Based on the recommendation and preference of the Audit Committee, the Supervisory Board proposes that:

- (a) KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected as auditor of both the Annual Financial Statements and Consolidated Financial Statements for fiscal ending December 31, 2018 as well as for any potential review of Interim Financial Reports for fiscal 2018.
- (b) KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected as auditor for a potential audit of the Interim Financial Report for the first quarter of fiscal 2019.

### **6. Elections to the Supervisory Board**

The term of all Supervisory Board members ends upon conclusion of the Annual Shareholders' Meeting on May 9, 2018, hence necessitating new elections.

The employee representatives have been elected on February 28, 2018 pursuant to the provisions of the German Co-determination Act, the election being effective from conclusion of the Annual Shareholders' Meeting held on May 9, 2018.

Furthermore, pursuant to Section 96 Subsection 2 Sentence 1 of the German Stock Corporation Act (AktG), the Supervisory Board must be composed of at least 30 percent female members and at least 30 percent male members. This requirement applies to the Supervisory Board as a whole unless either the shareholder representatives or the employee representatives object to the overall compliance with said requirement pursuant to Section 96 Subsection 2 Sentence 3 of the German Stock Corporation Act (AktG).

Both the employee representatives and the shareholder representatives have respectively objected to the overall compliance of the statutory gender quota. As a result, both sides of the Supervisory Board must consist of at least two female and two male members.

Effective from conclusion of the Annual Shareholders' Meeting on May 9, 2018 two female members and six male members have been elected as employee representatives. The minimum quota requirement concerning the employee representatives will therefore be fulfilled. In order to fulfill the requirement with regards to the shareholder representatives, at least two female and two male members have to be elected. Following the election of the candidates proposed by the Supervisory Board, the shareholder representatives on the Supervisory Board would consist of two women and six men, therefore fulfilling the minimum quota requirement as well.

The election nominations of the Supervisory Board take into consideration the goals adopted for the structure of the Supervisory Board as well as the fulfillment of the profile of skills developed for the committee as a whole. Both the goals and the profile of skills have been adopted by the Supervisory Board on September 21, 2017 and have been published, together with its implementation in the Corporate-Governance-Report 2017.

The Supervisory Board proposes that effective from conclusion of the Annual Shareholders' Meeting 2018, the persons listed below under a) to h) be elected as shareholder representatives to the Supervisory Board. The appointments are made for one term of office until the conclusion of the Annual Shareholders' Meeting that ratifies the acts of the members of the Supervisory Board for the fourth fiscal following the start of the term of office, not including the fiscal in which the term of office commences.

- a) Dr. Andreas H. Biagosch, Munich  
Managing Director of Impacting I GmbH & Co. KG and Impact GmbH
- b) Dr. Gregor Biebl, Munich  
Undersecretary Bavarian State Chancellery
- c) Matthias Biebl, Munich  
Attorney and in-house lawyer UniCredit Bank AG
- d) Franz-Josef Kortüm, Munich  
Former Chairman of the Executive Board of Webasto SE
- e) Ann-Sophie Wacker, Munich  
Trainee lawyer
- f) Dr. Peter-Alexander Wacker, Bad Wiessee  
Former President & CEO of Wacker Chemie AG, businessman
- g) Dr. Susanne Weiss, Munich  
Attorney and a partner in the law firm Weiss Walter Fischer-Zernin
- h) Prof. Dr. Ernst-Ludwig Winnacker, Munich  
Professor emeritus of Biochemistry at LMU München

It is intended to have the Annual Shareholders' Meeting decide on the candidates by way of separate ballots.

#### **Information pursuant to Section 125 Subsection 1 Sentence 5 of the German Stock Corporation Act (AktG)**

The persons proposed for election as shareholder representatives are members of a statutory supervisory board at the following companies or of a comparable domestic or foreign supervisory committee of the following commercial enterprises:

#### **Dr. Andreas H. Biagosch**

- Member of the Board of Directors Ashok Leyland, Chennai, Indien
- Member of the Board of Directors Hinduja Leyland Finance, Chennai, Indien
- Member of the Supervisory Board of Aixtron SE
- Member of the Advisory Board of ATHOS Service GmbH

- Member of the Advisory Board of Lürssen Werft GmbH & Co. KG
- Member of the Southern Regional Advisory Council of Commerzbank AG

**Dr. Gregor Biebl**

none

**Matthias Biebl**

none

**Franz-Josef Kortüm**

- Deputy Chairman of the Supervisory Board of Webasto SE
- Chairman of the Advisory Council of Brose Fahrzeugteile GmbH & Co. KG
- Member of the Board of Directors Autoliv Inc., USA

**Ann-Sophie Wacker**

none

**Dr. Peter-Alexander Wacker**

- Chairman of the Supervisory Board of Blue Elephant Energy AG
- Chairman of the Administrative Council and Board of Trustees ifo Institute – Leibniz-Institut für Wirtschaftsforschung an der Universität München e. V

**Dr. Susanne Weiss**

- Chairwomen of the Supervisory Board of ROFA INDUSTRIAL AUTOMATION AG
- Member of the Supervisory Board of Porr AG, Austria
- Member of the Supervisory Board of Schattdecor AG
- Member of the Supervisory Board of UBM Development AG, Austria
- Chairwoman of the Advisory Council of Alu-Sommer GmbH, Austria
- Chairwoman of the Advisory Council of Wirtschaftlicher Verband der Stadt und des Landkreises Rosenheim e. V.

**Prof. Dr. Ernst-Ludwig Winnacker**

none

**Information provided under Section 5.4.1, Subsections 4 to 6 of the German Corporate Governance Code**

The candidates listed below maintain personal or business relationships, which are to be disclosed pursuant to Section 5.4.1 of the German Corporate Governance Code, with the company, the governing bodies of the corporation or with a shareholder with a material interest in the corporation:

**Dr. Peter-Alexander Wacker**

- Shareholder and Managing Director of Dr. Alexander Wacker Familiengesellschaft mbH, which holds a material interest in Wacker Chemie AG
- Majority shareholder and Managing Director of Blue Elephant Holding GmbH, which holds a material interest in Wacker Chemie AG

**Dr. Susanne Weiss**

- Shareholder and Managing Director of the Blue Elephant Holding GmbH, which holds a material interest in Wacker Chemie AG

Of all candidates proposed for election, Franz-Josef Kortüm in particular fulfills the requirements under Section 100 Subsection 5 of the German Stock Corporation Act

(AktG) with respect to expertise in the areas of accounting and auditing resulting from his previous duties as Chief Executive Officer of Webasto SE.

The Supervisory Board has satisfied itself that all proposed candidates will be able to devote the expected amount of time required.

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## **Documents Available for Inspection**

The convening of the Annual Shareholders' Meeting, the documents and shareholder motions to be made accessible as required by law, and additional information and detailed explanations on the shareholders' rights pursuant to Section 122, Subsection 2, Section 126, Subsection 1, Section 127 and Section 13, Subsection 1 of the German Stock Corporation Act (AktG), will also be available – from the time of calling the Annual Shareholders' Meeting – on the Company's website at **[www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung)**.

As a special service, the documents to be made accessible as required by law shall also be sent to shareholders upon request. Please note that the Company fulfills its statutory obligation by making documents available on its website. For this reason, documents will be sent by standard mail only.

These mandatory documents to be made accessible will also be laid out for review at the Annual Shareholders' Meeting.

The voting results will be published on the Company's website after the Annual Shareholders' Meeting.

## **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 the present Annual Shareholders' Meeting, the Company held 2,474,617 treasury shares, which entail no voting rights.

## **Prerequisites for Attending the Annual Shareholders' Meeting and Exercising Voting Rights**

Only those shareholders who have registered with the Company in text form before the deadline are permitted to attend the Annual Shareholders' Meeting and to exercise their voting rights. Registration must have been received by the Company at the following address by midnight (24:00 hours) on May 2, 2018 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)

Shareholders must provide proof in text form in English or German from the institution managing their investment account confirming their shareholding and entitlement to attend the Annual Shareholders' Meeting. This proof must show that they held their shares at the beginning of the twenty-first day prior to the Annual Shareholders' Meeting (April 18, 2018, 00:00 hours) ("Record Date") and must reach the Company at the address above no later than midnight (24:00 hours) on May 2, 2018.

The Company is authorized to require suitable additional proof of entitlement if there are grounds for doubting the correctness or authenticity of the proof provided. If this additional proof of entitlement is not provided or is provided in an unacceptable form, the Company can reject the shareholder.

Shareholders will receive admission tickets to the Annual Shareholders' Meeting from the registration office stated earlier after their registration application and documented proof have been received. To ensure timely receipt of the admission tickets, we ask that shareholders request an admission ticket as early as possible through the institution managing their investment account. Generally, this institution handles the submission of both the registration application and the documented proof of shareholdings. Therefore, shareholders who promptly request an admission ticket to the Annual Shareholders' Meeting from the institution managing their investment account usually do not have to undertake any further action. If this is uncertain, shareholders should inquire with the institution managing their investment account whether it handles the registration and proof of shareholding. Admission tickets are purely for organizational purposes and do not represent any additional prerequisites for attending the Annual Shareholders' Meeting.

Please appreciate that only two admission tickets to the Annual Shareholders' Meeting can be issued for each investment account.

## **Importance of the Record Date**

The Record Date is the decisive date for determining whether and to what extent shareholders can attend the Annual Shareholders' Meeting and exercise voting rights there. From the standpoint of the Company, only those shareholders who have provided proof of share ownership by the Record Date are eligible to attend the Annual Shareholders' Meeting or exercise their voting right. Stock portfolio changes after the Record Date have no effect upon this eligibility. Persons who do not yet possess shares by the Record Date and only become a shareholder afterward are only entitled to attend and vote at the Annual Shareholders' Meeting if registration of the shares they own is made with the Company in the required form and submitted, along with proof of ownership by the previous shareholder, by the stipulated deadline and only if the previous shareholder has assigned proper authorization to the new shareholder or has empowered the latter to exercise voting rights. Shareholders who have properly registered and provided the proof of ownership are entitled to attend the Annual Shareholders' Meeting and exercise their voting rights even if they have sold their shares after the Record Date. The Record Date has no effect on the salability of shares and is irrelevant as a date with respect to any possible dividend entitlement.

## **Voting by Proxy and the Voting Procedure for Authorized Parties**

Voting rights can also be exercised by an authorized representative, e.g. by a financial institution, shareholder association or by a voting proxy designated the Company. In this case as well, the shareholder must register as previously specified prior to the Annual Shareholders' Meeting and provide proof of share ownership before the deadline.

If no financial institution, shareholders' association, or other equivalent institutions or persons in terms of Section 135, Subsection 8 of the German Stock Corporation Act (AktG) have been authorized to vote, the granting and revocation of proxy authorization and proof of the authorization must be submitted to the Company in text form, pursuant to Section 134, Subsection 3, Sentence 3 of the German Stock Corporation Act (AktG), and Section 14, Subsection 3 of the Company's Articles of Association. Granting of proxy authorization can be effected using the proxy form sent to shareholders along with the admission tickets.

Proof of a proxy assignment to an authorized representative can be made to the Company by sending the proxy authorization in text form to the following email address:

**Wacker-HV2018@computershare.de**

If proxy assignment is made to a financial institution or shareholder association, or to persons of equivalent status, as per Section 135, Subsection 8 of the German Stock Corporation Act (AktG), then the text form requirement pursuant to Section 134, Subsection 3, Sentence 3 of the German Stock Corporation Act (AktG) and Section 14, Subsection 3 of the Company's Articles of Association does not apply. In such cases, however, compliance with the legal provisions of Section 135 of the German Stock Corporation Act (AktG) is required as well as possibly other special provisions stipulated by the respective authorized representative (ask the representative in this regard).

## **Voting by Proxy via Company's Representatives Bound by Instructions**

The Company has appointed two representatives to exercise voting rights for shareholders in accordance with their instructions. Shareholders who wish to grant the authority to vote to the Company-appointed proxies can use the form for authorizing the Company-appointed proxies that is attached to the admission ticket.

Proxy voting rights and instructions to a Company-appointed proxy must be sent to the following address no later than midnight (24:00 hours; time of receipt) on May 7, 2018:

### **Wacker Chemie AG**

c/o Computershare Operations Center

80249 München, Germany

Fax: +49 89 30903-74675

E-Mail: Wacker-HV2018@computershare.de

For more information on taking part in the Annual Shareholders' Meeting or on issuing proxy authorizations and voting instructions, please refer to the Company's webpage concerning this at: [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

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

Shareholders whose total shares attain a value of at least € 500,000 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 a draft proposal.

Motions for supplementary amendments must be directed to the Executive Board in writing and be received no later than midnight (24:00 hours) on April 8, 2018. 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 made public shall be published immediately after receipt in the Bundesanzeiger (Germany's Federal Gazette) and routed to media channels that are appropriate to disseminating the information throughout the European Union unless they have already been published together with this invitation. Furthermore, they will be published and made accessible to shareholders at the web address [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung), thus notifying shareholders.

**Countermotions and Election Nominations by Shareholders Pursuant to Section 126, Subsection 1 and Section 127 of the German Stock Corporation Act (AktG)**

Shareholders can submit countermotions to a proposal made by the Executive and Supervisory Boards for a certain agenda item as well as election nominations to the Company.

Countermotions as well as election nominations by shareholders received by the Company at the following address at the latest by midnight (24:00 hours) on April 24, 2018 will together with the name of the shareholder, the disclosed justification and, if applicable, the supplementary content pursuant to Section 127 Sentence 4 of the German Stock Corporation Act (AktG) be promptly made available in the internet at: [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

**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 in the internet.

The Company can refrain from publishing an election proposal, or a countermotion and its justification if one of the grounds for exclusion pursuant to Section 126, Subsection 2 of the German Stock Corporation Act (AktG) exists. These circumstances are presented on the Company's webpage: [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.

Voting on a countermotion or a nomination proposal at the Annual Shareholders' Meeting requires that the countermotion or the nomination proposal first be presented during the Annual Shareholders' Meeting. Countermotions and nomination proposals can be presented at the Annual Shareholders' Meeting without their having been submitted earlier in accordance with the deadline.

## **Shareholders' Right to Information Pursuant to Section 131, Subsection 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, Subsection 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. In addition, the Executive Board can decline to provide information under certain circumstances covered by Section 131, Subsection 3 of the German Stock Corporation Act (AktG). These circumstances are presented on the Company's webpage:

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

**Munich, March 2018**

**Wacker Chemie AG  
The Executive Board**