

# Summary Containing Information Required by Implementing Regulation (EU) 2018/1212 for Notification as per Section 125 of the German Stock Corporation Act (AktG)

## A. Content of Notification

1. Distinct Event Identifier:  
Annual Shareholders' Meeting of Wacker Chemie AG on May 17, 2023  
(formal indication according to EU-DVO: 545b36ffaec7ed118143005056888925)
2. Type of Notification: Convening the Annual Shareholders' Meeting  
(formal indication according to EU-DVO: NEWM)

## B. Information about the Issuer

1. ISIN: DE000WCH8881
2. Issuer Name: Wacker Chemie AG

## C. Information about the Annual Shareholders' Meeting

1. Date of the Annual Shareholders' Meeting: May 17, 2023  
(formal indication according to EU-DVO: 20230517)
2. Start: 10:00 a.m. CEST  
(formal indication according to EU-DVO: 08:00 a.m. UTC)
3. Type of Annual Shareholders' Meeting: Annual Shareholders' Meeting  
(formal indication according to EU-DVO: GMET)
4. Meeting venue: Internationales Congress Center München (ICM) auf dem Messegelände Riem, Am Messesee 6, 81829 München
5. Record date: the record date as defined by Section 123 (4) AktG and Section 14 (2) of Wacker Chemie AG's Articles of Association refers to the start of April 26, 2023, 00:00 hours CEST.  
(formal indication according to EU-DVO: 20230425)
6. Uniform Resource Locator (URL):  
<https://www.wacker.com/hauptversammlung>

# Wacker Chemie AG

## Munich

German Securities ID Number [WKN]: WCH888

ISIN: DE000WCH8881

### 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) at **10:00 a.m. (CEST) on Wednesday, May 17, 2023.**

### Agenda

- 1. Presentation of the adopted Annual Financial Statements as of December 31, 2022, the approved Consolidated Financial Statements for the year ended December 31, 2022, and the Combined Management Report for 2022, including the Executive Board's explanatory report on the information pursuant to Section 289a and Section 315a of the German Commercial Code (Handelsgesetzbuch – HGB), and the 2022 Report of the Supervisory Board.**

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. Therefore, in accordance with the provisions of applicable law, no shareholder resolution is proposed on this agenda item.

- 2. Resolution on the Appropriation of Profits**

The Executive and Supervisory Boards propose that 2022's retained profit amounting to **€2,028,622,939.99** be appropriated as follows:

1. Distribution to shareholders: **€596,135,796.00**

As the capital stock of €260,763,000.00 is composed of 52,152,600 no-par-value shares, including the 2,474,617 treasury shares held by the company that convey no rights to the company, the distribution to shareholders corresponds to a dividend per dividend-bearing share of **€12.00**.

2. Profit carried forward to new account: **€1,432,487,143.99**

- 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 2022.

#### **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 2022.

#### **5. Election of the auditor of the Annual Financial Statements and the Consolidated Financial Statements as well as for reviews of interim financial reports for fiscal 2023**

Basing its decision on the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected as the auditor of both the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year ending December 31, 2023, as well as for any reviews of interim financial reports for fiscal 2023.

The Audit Committee declares that its recommendation has not been unduly influenced by third parties and that it is not beholden to any clause that would restrict its potential choices within the meaning of Art. 16(6) of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

#### **6. Election of the auditor of the Annual Financial Statements and the Consolidated Financial Statements as well as for reviews of interim financial reports for fiscal 2024**

Pursuant to the EU Audit Regulation, Wacker Chemie AG must change auditors at the latest every ten years, and thus for fiscal 2024.

Accordingly, a selection process complying with the requirements of the EU Audit Regulation was conducted. The election of the new auditor of the Annual Financial Statements for fiscal 2024 should already be made by the annual Shareholders' Meeting on May 17, 2023, because the new auditor must be elected for any reviews of interim financial reports for fiscal 2024 in the period preceding the ordinary Annual Shareholders' Meeting in 2024 and this appointment will enable a structured handover to the new auditor.

Pursuant to the recommendation and preference of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, be elected as the auditor of both the Annual Financial Statements and the Consolidated Financial Statements for the fiscal year ending December 31, 2024, as well as for any reviews of interim financial reports for fiscal 2024.

Based on an election process complying with Art. 16 of the EU Audit Regulation, the Audit Committee recommended that the Supervisory Board propose to the annual Shareholders' Meeting either BDO AG Wirtschaftsprüfungsgesellschaft, Munich, or PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, as the auditor for the Annual Financial Statements and the Consolidated Financial Statements for the year ended December 31, 2024, and for any reviews of interim financial reports for fiscal 2024. The Audit Committee also stated that it preferred PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich.

The Audit Committee declares that its recommendation has not been unduly influenced by third parties and that it is not beholden to any clause – as defined by Art. 16(6) of the EU Audit Regulation – that would restrict its potential choices.

## 7. Election to the Supervisory Board

The term of office of all Supervisory Board members terminates at the end of the annual Shareholders' Meeting on May 17, 2023, requiring the election of new shareholder representatives at the Shareholders' meeting.

In accordance with Section 6 (1) sentence 1 of the Articles of Association in conjunction with Sections 95, 96 (1) and 101 (1) of the German Stock Corporation Act (Aktiengesetz – AktG) and with Section 7 (1) sentence 1 no. 2 of the German Co-Determination Act (Mitbestimmungsgesetz – MitbestG), the Supervisory Board is composed of eight shareholder representatives and eight employee representatives.

In accordance with Section 96 (2) sentence 1 of the German Stock Corporation Act, at least 30 percent of the members of a supervisory board must be women and at least 30 percent men. According to Section 96 (2) sentence 3 of the German Stock Corporation Act, the number of persons must be rounded up or down mathematically.

A supervisory board as a whole must comply with the gender ratio unless the representatives of either the shareholders or the employees object thereto in accordance with Section 96 (2) sentence 3 of the German Stock Corporation Act. As a result, the Supervisory Board must comprise at least five women and at least five men. The eight employee representatives of the Supervisory Board whose term of office commences on May 17, 2023, at the end of the annual Shareholders' Meeting, were elected on March 23, 2023, in compliance with the provisions of the Co-Determination Act, and of those, three members are women. The election of the candidates proposed to the Shareholders' Meeting satisfies the minimum gender ratio requirement.

The Supervisory Board proposes that the persons specified in the following under numbers 1 to 8 be elected as shareholder representatives, effective at the end of the Shareholders' Meeting 2023. The election is for a term of office up to the end of the Shareholders' Meeting that decides on the ratification of these members' actions for the fourth fiscal year after their term of office commences. The fiscal year in which the term of office begins is not counted.

- 7.1. Dr. Andreas H. Biagosch, Munich  
Managing Director of Impacting I GmbH & Co. KG and Impact GmbH
2. Dr. Gregor Biebl, Munich  
Director General of the Bavarian State Chancellery
3. Matthias Biebl, Munich  
Attorney in his own law firm
4. Professor Patrick Cramer, Göttingen  
Director of the Max Planck Institute for Multidisciplinary Sciences
5. Ann-Sophie Wacker, Munich  
Attorney and in-house lawyer / investment manager of Athos KG
6. Dr. Peter-Alexander Wacker, Bad Wiessee  
Former President & CEO of Wacker Chemie AG, entrepreneur
7. Prof. Anna Weber, Burghaun  
Auditor, tax advisor and Professor for General Business Studies at the Heilbronn University of Applied Sciences

8. Dr. Susanne Weiss, Munich  
Attorney and a partner in the law firm Weiss Walter Fischer-Zernin

The aforementioned election recommendations from the Supervisory Board take into account the objectives it has set for the Supervisory Board's composition and seek to add skills and expertise according to the skills profile and diversity goals it has prepared for the entire Supervisory Board. The objectives and diversity goals, including progress on their implementation, are published in the Declaration on Corporate Management for 2022 and appear in the 2022 Annual Report on our website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

It is planned to let the Shareholders' Meeting decide on the candidates in separate rounds of voting.

Additional information on the candidates can be found at the back of the agenda in the section "Reports, Annexes and Additional Information on the Agenda."

#### **8. Resolution on Amendments to the Articles of Association Regarding the Shareholders' Meeting**

The virtual format for shareholders' meetings was anchored permanently in the German Stock Corporation Act by the Act on Implementing Virtual Shareholders' Meetings for Stock Corporations and amendments to legal provisions pertaining to cooperative societies, insolvency and restructuring (Federal Law Gazette I no. 27, 2022 p. 1166 ff.). Pursuant to the new Section 118a of the German Stock Corporation Act, the Articles of Association can provide for, or authorize the Executive Board to provide for, holding the Shareholders' Meeting in a virtual format, that is without the physical presence of the shareholders or their representatives, at the site of the Shareholders' Meeting. To ensure that the Executive Board has sufficient flexibility to do so, it should be granted this authority for a period of five years pursuant to legal requirements. During the term of the authorization, the Executive Board will at its own discretion and in view of the specific circumstances of each Shareholders' Meeting determine whether and under what conditions each meeting should be held virtually. The Executive Board will make its decision in the interests of the company and its shareholders and with a view in particular to shareholders' rights, sustainability aspects as well as effort and cost.

In this context, the previous provisions of Section 17 (2) of the Articles of Association that allow Supervisory Board members to participate in the Shareholders' Meeting using audiovisual broadcast from a place other than the site of the Shareholders' Meeting (especially if they reside outside Germany) should be expanded to include a virtual format of the Shareholders' Meeting.

Ultimately, the company should also be granted more flexibility in selecting suitable sites for holding Shareholders' Meetings. The previous provisions of Section 13 (1) of the Articles of Association provides for convening the Shareholders' Meeting at the registered office of the company, at the registered office of a German stock exchange or in a German city with over 100,000 residents. In reality, however, suitable spaces for convening in-person or virtual Shareholders' Meetings are often found in adjoining municipalities. This circumstance should also be taken into consideration by including locations within a 50-km radius of the headquarters of the company or a German stock exchange.

Given this, the Executive Board and Supervisory Board propose the adoption of the following resolutions:

8.1 Section 14 of the Articles of Association is to include the following new paragraph 6:

“The Executive Board is authorized to permit convening the Annual Shareholders’ Meeting without the physical presence of the shareholders or their authorized representatives at the site of the Annual Shareholders’ Meeting (virtual Annual Shareholders’ Meeting). The authorization applies to convening virtual Annual Shareholders’ Meetings for a period of five years commencing on the day this provision of the Articles of Association is entered in the Commercial Registry of the company.”

8.2 Section 17 (2) of the Articles of Association is amended and reworded as follows:

“Participation in the Annual Shareholders’ Meeting by members of the Supervisory Board may take place by means of audiovisual broadcast if the Supervisory Board member is resident outside of Germany or is prevented from attending the Annual Shareholders’ Meeting on site due to other business to be attended to that day or if the Shareholders’ Meeting is convened in a virtual format without the physical presence of the shareholders or their authorized representatives at the site of the Annual Shareholders’ Meeting.”

8.3 Section 13 (1) of the Articles of Association is amended and reworded as follows:

“The Shareholders’ Meeting takes place at the registered office of the Company, at the registered office of a German stock exchange, at a location within a 50-km radius of the registered office of the Company or of a German stock exchange, or in a German city with more than 100,000 residents.”

The current Articles of Association and a mark-up version with the proposed amendment are available on our website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

## **9. Resolution on the Approval of the Compensation System for Executive Board Members**

In accordance with Section 120a (1) German Stock Corporation Act as amended on January 1, 2020, as per legislation implementing the second EU Shareholder Rights Directive in Germany (“ARUG II”) of December 12, 2019 (Federal Law Gazette Part I 2019, No. 50, of December 19, 2019), the annual shareholders’ meeting of a listed company is to adopt a resolution on the compensation system of its executive board members whenever the compensation system changes substantially, though at least every four years.

At the recommendation of the Executive Committee and in compliance with the provisions of Section 87a (1) of the German Stock Corporation Act, the Supervisory Board agreed on changes to the current compensation system for Executive Board members that was last approved by the Shareholders’ Meeting on May 12, 2021.

In addition to editorial changes to the compensation system adopted by the 2021 Shareholders’ Meeting, this involves raising the upper limits for variable compensation comprising STI and LTI, to make the compensation system more attractive and thereby more competitive. Hence, the maximum compensation was raised.

The amended compensation system for members of the Executive Board can be found at the back of the agenda in the section “Reports, Annexes and Additional Information

on the Agenda” and can also be accessed on our website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

The Supervisory Board proposes that the changes to the Compensation System for Executive Board members be approved.

#### **10. Resolution on the Approval of the Compensation Report**

Section 162 of the German Stock Corporation Act provides that the Executive and Supervisory Boards must prepare a compensation report and submit that report for approval at the Shareholders’ Meeting in accordance with Section 120a (4) of the German Stock Corporation Act.

In accordance with Section 162 (3) of German Stock Corporation Act, the compensation report for 2022 was examined by the auditors to determine whether the disclosures required by law pursuant to Section 162 (1) and (2) of the German Stock Corporation Act were made. The compensation report and the Auditor’s Report can be found at the back of the agenda in the section “Reports, Annexes and Additional Information on the Agenda” and can also be accessed on our website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

The Executive and Supervisory Boards propose that the compensation report prepared and audited pursuant to Section 162 of the German Stock Corporation Act for 2022 be approved.

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## Reports, Annexes and Additional Information on the Agenda

### Concerning Agenda Item 6: Election to the Supervisory Board

#### A. Information About the Proposed Candidates For Election to the Supervisory Board

##### 1. Dr. Andreas H. Biagosch

Born in 1955

Residing in Munich

Current profession: Managing Director of Impacting I GmbH & Co. KG and Impact GmbH

Member of the Supervisory Board of Wacker Chemie AG

1975–1984: Studied Mechanical Engineering and Business Administration at the Technical University of Munich (graduate degree in engineering (Diplom), graduate degree in industrial engineering (Diplom))

1978–1979: Rotary Foundation scholarship, University of Illinois, USA

1982–1984: Assistant at the Chair of Flight Propulsion at the TUM

1984: Doctoral degree (Dr. Ing.)

1984–2012: McKinsey & Company, Inc., New York

Since 2012: Managing Director of Impacting I GmbH & Co. KG and Impact GmbH

Since 2013: Lectureship at the Technical University of Munich (Finance and Accounting)

Since 2019: Honorary professor at the Technical University of Munich (School of Management)

#### Membership of Other Supervisory Boards and Comparable Supervisory Bodies

Chair of the Advisory Council of ATHOS Service GmbH

Member of the Supervisory Board of Aixtron SE Deutschland (listed)

Member of the Board of Directors Ashok Leyland Ltd., India (listed)

##### 2. Dr. Gregor Biebl

Born in 1968

Residing in Munich

Current profession: Director General, Bavarian State Chancellery

Since 2013: Member of the Supervisory Board of Wacker Chemie AG

1995: Second State Examination in Law

2002: Doctoral degree (Dr. jur.)

1996–2018: Functions in various Bavarian State Ministries

Since 2018: Director General, Bavarian State Chancellery

#### Membership of Other Supervisory Boards and Comparable Supervisory Bodies

None



### **3. Matthias Biebl**

Born in 1966  
Residing in Munich  
Attorney in his own law firm

Since 2008: Member of the Supervisory Board of Wacker Chemie AG

1995: Second State Examination in Law  
1995–2021: Attorney and in-house lawyer, UniCredit Bank AG  
Since Nov. 2021: Attorney in his own law firm

#### **Membership of Other Supervisory Boards and Comparable Supervisory Bodies**

None

### **4. Professor Patrick Cramer**

Born in 1969  
Residing in Göttingen  
Current profession: Director of the Max Planck Institute for Multidisciplinary Sciences  
As of June 23, 2023: President of the Max Planck Society

1989–1995: Studied Chemistry at the universities of Stuttgart, Heidelberg; Bristol and Cambridge (UK)  
1995: Graduate degree in Chemistry (Diplom), University of Heidelberg  
1995–1998: Doctoral candidate at EMBL Grenoble, France  
1998: Doctoral degree in Biochemistry by the University of Heidelberg and EMBL  
1999–2001: Post-doctorate at Stanford University, USA  
2001–2003: Tenure-track professor for Biochemistry at the Ludwig-Maximilians-Universität (LMU) in Munich  
2004–2014: Professor for Biochemistry, LMU, Munich  
2007–2009: Dean of the Faculty for Chemistry and Pharmacy, LMU, Munich  
2004–2013: Director of the Gene Center Munich, LMU  
2010–2013: Head of the Department of Biochemistry, LMU, Munich  
2014–2021: Director of the Max Planck Institute for Biophysical Chemistry, Göttingen  
Since 2017: Honorary Professor at the Georg August University of Göttingen  
Since 2022: Director of the Max Planck Institute for Multidisciplinary Sciences  
As of June 23, 2023: President of the Max Planck Society

#### **Membership of Other Supervisory Boards and Comparable Supervisory Bodies**

None

### **5. Ann-Sophie Wacker**

Born in 1988  
Residing in Munich  
Current profession: Attorney and in-house lawyer / investment manager of Athos KG

Since 2018: Member of the Supervisory Board of Wacker Chemie AG

2006 – 2008: Diploma of Higher Education in International Relations & Modern History  
2008–2011: B.A. In Corporate Management & Economics  
2020: Second State Examination in Law  
Since 2020: Attorney-at-law  
Since 2021: Attorney and in-house lawyer / investment manager of Athos KG

### **Membership of Other Supervisory Boards and Comparable Supervisory Bodies**

Member of the Board of RedDress Ltd., Israel  
Member of the Advisory Board of Temedica GmbH

## **6. Dr. Peter-Alexander Wacker**

Born in 1951  
Residing in Bad Wiessee  
Current profession: Businessman (former President & CEO  
of Wacker Chemie AG)

Since 2008: Member and Chair of the Supervisory Board of Wacker Chemie AG

1971–1976: Business Administration studies at the universities of Vienna, Geneva and  
Munich  
1980: Doctoral degree (Dr. rer. pol.)  
1978–1992: BMW AG, various sales and marketing positions  
1992–1995: TMG consultancy  
1993–1996: Wacker Chemie GmbH, member of the Supervisory Board  
1996–2008: Wacker Chemie GmbH / Wacker Chemie AG, spokesperson for the Executive  
Board / President & CEO  
Since 2008: Chair of the Supervisory Board of Wacker Chemie AG

### **Membership of Other Supervisory Boards and Comparable Supervisory Bodies**

Chair of the Supervisory Board of Blue Elephant Energy AG  
Chair of the Administrative Council and Board of Trustees of the ifo Institute – Leibniz Insti-  
tute for Economic Research at the University of Munich

## **7. Prof. Anna Weber**

Born in 1974  
Residing in Burghaun, Germany  
Current profession: Auditor / tax advisor  
Professor of General Business Studies at the Heilbronn University of Applied Sciences

Since 2022: Member of the Supervisory Board of Wacker Chemie AG

2008: Degree in business administration at the University of Mannheim (Dipl.-  
Kauffrau)  
2011: Doctoral degree (Dr. rer. pol.)  
2008–2014: Ernst & Young, GmbH, Wirtschaftsprüfungsgesellschaft (audit firm) in Frei-  
burg and Stuttgart, various functions, the last being Manager / Engagement  
Leader, Auditing (authorized signatory)  
Since 2014: Auditing and tax advisory firm in Burghaun

Since 2015: Professor of General Business Studies, specializing in financial accounting, Heilbronn University of Applied Sciences

### **Membership of Other Supervisory Boards and Comparable Supervisory Bodies**

Member of the Supervisory Board of Aixtron SE (listed)

#### **8. Dr. Susanne Weiss, Munich**

Born in 1961

Residing in Munich

Current profession: Commercial lawyer, partner and founding member of the law firm Weiss Walter Fischer-Zernin

Since 2008: Member of the Supervisory Board of Wacker Chemie AG

1989: Second State Examination in Law

Since 1989: Commercial lawyer, most recently at the law firm Weiss Walter Fischer-Zernin

1994: Doctoral degree (Dr. jur.)

### **Membership of Other Supervisory Boards and Comparable Supervisory Bodies**

Chair of the Supervisory Board of ROFA INDUSTRIAL AUTOMATION AG

Member of the Supervisory Board of Porr AG, Austria (listed company)

Member of the Supervisory Board of Spielvereinigung Unterhaching Fußball GmbH & Co. KGaA

Member of the Supervisory Board of UBM Development AG, Austria (listed company)

#### **B. Supplementary Information Required by C.13 of the German Corporate Governance Code**

The recommended candidates Matthias Biebl, Dr. Peter-Alexander Wacker and Dr. Susanne Weiss have been members of the Supervisory Board of Wacker Chemie AG for over 12 years. Matthias Biebl, Dr. Peter-Alexander Wacker and Dr. Susanne Weiss are also managing directors of Dr. Alexander Wacker Familiengesellschaft mit beschränkter Haftung, Munich, which holds over 50 percent of the voting shares in Wacker Chemie AG. Dr. Peter-Alexander Wacker and Dr. Susanne Weiss are also managing directors of Blue Elephant Holding GmbH, Bad Wiessee, which holds somewhat more than 10% of voting shares in Wacker Chemie AG and of which Dr. Peter-Alexander Wacker is majority shareholder. Ann-Sophie Wacker is Dr. Peter-Alexander Wacker's daughter.

#### **C. Additional Information**

Of the candidates recommended for election, Prof. Anna Weber has comprehensive knowledge and experience in the application of accounting principles and in internal control and risk management systems as well as in the auditing of financial statements, including sustainability reporting and auditing. Dr. Peter-Alexander Wacker has special knowledge and experience in accounting, internal control and risk management systems as well as in sustainability reporting and auditing.

## Concerning Agenda Item 8: Resolution on the Approval of the Compensation System for Executive Board Members

### The Compensation System for Members of the Executive Board

At its meeting on March 2, 2023, the Supervisory Board – following the recommendation of its Executive Committee – approved the following system for compensation of its members of the Executive Board in accordance with Section 87a (1) of the German Stock Corporation Act (AktG). The compensation system applies to all members of the Executive Board appointed at the time of the Supervisory Board resolution on December 7, 2022, for compensation years from January 1, 2023. It also applies, as regards compensation years from January 1, 2023, to all members of the Executive Board entering into new service agreements effective on or after January 1, 2023, and to those whose service agreements are extended after the Supervisory Board resolution.

For compensation years 2021 and 2022, the compensation system last approved by the Supervisory Board on March 4, 2021, and by the Annual Shareholders' Meeting on May 12, 2021, applies.

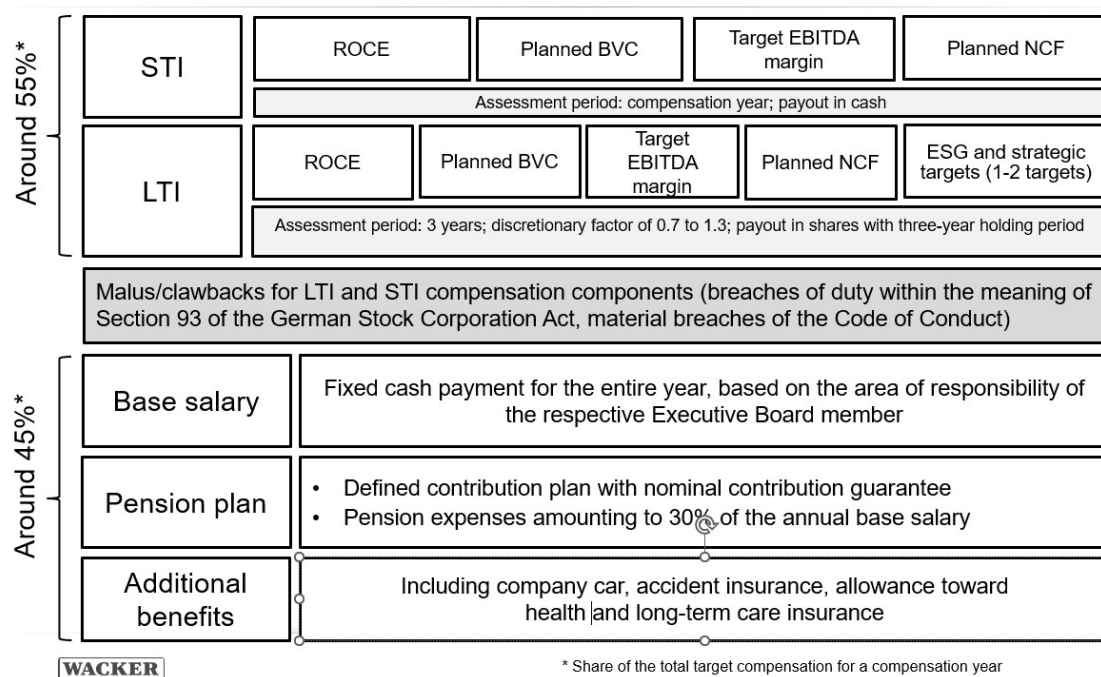
#### A. MAIN FEATURES OF THE COMPENSATION SYSTEM FOR THE MEMBERS OF THE EXECUTIVE BOARD OF WACKER CHEMIE AG

The system for the compensation of members of the Executive Board complies with the requirements of the German Stock Corporation Act, as amended by the legislation implementing the second EU Shareholder Rights Directive in Germany ("ARUG II"), and takes into account the recommendations of the German Corporate Governance Code (the "**Code**"), as amended April 28, 2022.

With this compensation system, the Supervisory Board of Wacker Chemie AG is providing incentive for sustainable, long-term corporate governance. The following adjustments have been made to the compensation system last approved by the Annual Shareholders' meeting in May 2021 to ensure that Executive Board compensation is in line with the market and is competitive:

- The maximum limit for the short-term incentive ("**STI**") has been raised from 98 percent to the current 144 percent and the maximum limit for the long-term incentive ("**LTI**") has been lifted from 122 percent to 180 percent.
- This results in a higher maximum compensation of €5,000,000.00 gross for the president & CEO and of €3,800,000.00 gross for ordinary members of the Executive Board.

## Schematic Representation of the Compensation System from January 1, 2023



## B. THE COMPENSATION SYSTEM IN DETAIL

### I. Maximum Compensation (Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act)

The total compensation to be granted for a fiscal year (the sum total of all compensation amounts spent for the relevant fiscal year, including annual base salary, variable compensation components, pension expenses (service cost) and all additional benefits of members of the Executive Board) – irrespective of whether they are paid out in that fiscal year or at a later date – is limited to a maximum amount (the “**Maximum Compensation**”). The Maximum Compensation for the president and CEO of the Executive Board amounts to €5,000,000.00 gross; for each of the other members of the Executive Board it amounts to €3,800,000.00 gross.

If the compensation exceeds the Maximum Compensation, the virtual gross payout under the LTI for the respective compensation year is curtailed. Should this be insufficient for compliance with the stipulated Maximum Compensation, the Supervisory Board may, according to its best judgment, curtail other compensation components or require the return of compensation already paid out.

Irrespective of the Maximum Compensation, the amount paid out under the STI is limited to a maximum of 144 percent of the average annual base salary for the compensation year, and the calculated bonus under the LTI is limited to a maximum of 180 percent of the average annual base salary for the compensation year as detailed under III.3 (Variable Compensation Components).

## **II. Contribution of Compensation to Promoting the Business Strategy and Long-Term Development of Wacker Chemie AG (Section 87a (1) sentence 2 no. 2 of the German Stock Corporation Act)**

The compensation system contributes to promoting Wacker Chemie AG's business strategy. This strategy focuses on profitable growth and on holding a leading competitive position in most of the business fields where the company is active, while observing the principle of sustainable development. Value-based management is an integral part of a corporate policy aimed at sustainably increasing the company's value in the long term. The compensation system provides incentives in the form of financial targets for variable compensation (STI and LTI) that are aligned with key business performance measures. The four key figures – target return on capital employed (ROCE), planned business value contribution (planned BVC), target EBITDA margin and planned operating net cash flow (NCF) – measure the Company's performance relative to its competition, as well as its profitability and ability to generate positive cash flow. The non-financial strategic and ESG targets for the LTI provide incentive for sustainable operations and support the Company's strategic development as well as its ambitious climate change mitigation targets. The LTI is measured based on average target achievement over the last three years (including the compensation year) and will be paid out entirely in Company stock. The subsequent three-year holding period ensures that LTI variable compensation is aligned even more strongly with the long-term performance of the Company.

## **III. Compensation Components (Section 87a (1) sentence 2 no. 3 of the German Stock Corporation Act)**

### **1. Overview of the Compensation Components and Their Respective Relative Share of Total Compensation**

The compensation of the members of the Executive Board consists of fixed and variable components. The fixed components include the fixed annual salary, additional benefits and the company pension. The variable components are the STI and the LTI. The relative shares of all fixed and variable compensation components relative to the total target compensation is explained below. The total target compensation for the relevant fiscal year is composed of the fixed annual salary, the target amount of variable compensation for 100 percent target achievement, pension expenses (service cost) and additional benefits.

When the company pension and additional benefits are included in the calculations, the share of fixed compensation (fixed annual salary, pension expenses (service cost) and additional benefits) stands at around 45 percent of the total target compensation, and the share of variable compensation stands at around 55 percent of the total target compensation. Within the variable compensation, the STI represents around 25 percent of the total target compensation, while the LTI represents around 30 percent of the total target compensation.

Slight deviations arise for Mr. Willems because of the actuarial measurement of his defined benefit pension plan.

For newly appointed members of the Executive Board, deviations can arise with respect to the relative shares of the individual compensation elements because of potential deviations in target values for variable compensation and because of more additional benefits (e.g. sign-on bonuses, compensatory payments) or the increased share of the pension due to minimum coverage. Deviations for future fiscal years can also arise from changes to additional benefits and from the granting of other additional benefits.

### **2. Fixed Compensation Components**

## **2.1 Annual Base Salary**

The annual base salary is a fixed cash payment for the entire year, based on the area of responsibility of the respective Executive Board member. It is paid as a salary in twelve monthly installments, and pro rata in the case of an appointment beginning or ending during the year.

## **2.2 Company Pension**

Members of the Executive Board are initially entitled to a basic company pension through the pension fund Pensionskasse der Wacker Chemie VVaG. For this purpose, the Company and the Executive Board make monthly contributions to the pension fund.

Furthermore, the following defined contribution plan instituted for new appointments of members to the Executive Board has applied since January 1, 2021.

Every year, the Company allocates pension expenses in the amount of 30 percent of the annual base salary to be credited to a contractual trust agreement in trust management in twelve equal monthly installments and invested in line with the agreed investment strategy. When it is paid out, the pension account balance will amount to at least the total of the contributions paid in (with no adjustment for inflation). When a pension event occurs, the pension account balance can be paid out in one lump sum or in ten installments. If the pension account balance is paid out in installments, the nominal contribution guarantee applies to the first installment only. Other pension payments are not considered for the guarantee. If the pension event occurs prematurely due to the disability or death of an Executive Board member, a minimum coverage amount of 2.5 annual base salaries is granted after a reasonable waiting period.

Dr. Ohler and Dr. Hartel will continue to keep their entitlements earned as of December 31, 2020 (derived from the value of plan assets) under the contract terms then applicable (including the provisions for disability and survivor's benefits, and including consideration of benefits under other plans such as the supplementary company pension that they had earned as employees of the Company before they were appointed to the Executive Board). They have been granted a lump-sum option for the entitlements they earned under the old system. Since January 1, 2021, they have received an additional defined contribution pension as described previously, with annual contributions amounting to 30 percent (Dr. Hartel) and 25 percent (Dr. Ohler), respectively, of their base salary (but without the minimum coverage previously described).

Mr. Willem's existing defined benefit plan remains unchanged. Under their plans, they are entitled to the payment of an annual pension when a pension event occurs, i.e. upon reaching the agreed retirement age or in the event of permanent occupational disability. The amount of the pension is calculated on the basis of the last pensionable fixed annual salary received and the length of Executive Board membership. A percentage of the pensionable annual base salary is defined as a base amount and is adjusted by an annual percentage rate of increase for each year of service. Since 2016, increases in Mr. Willems' annual salary have taken the form of additional fixed, non-pensionable salary components and thus have no influence on the calculation of his pension.

Deferred compensation options offered to members of the Executive Board in the past terminated effective December 31, 2020.

## **2.3 Additional Benefits**

One of the additional benefits granted to members of the Executive Board is a company car for private as well as business use. A driver is available when the car is used for business

travel. The Company additionally reimburses any taxes imposed on in-kind benefits for private use of the company car and for the commute from home to the workplace, as well as for use of the driver. In addition, members of the Executive Board are included in an accident insurance policy covering accidents that occur both during and outside work. Moreover, members of the Executive Board receive health and long-term care insurance subsidies, as well as reimbursement of expenses related to preventive medical checkups.

### 3. Variable Compensation Components

#### 3.1 Short-Term Incentive (STI)

The STI is a performance-related bonus with a one-year assessment period. The assessment period is the compensation year.

The payout under the STI amounts to 80 percent of the average annual base salary in the compensation year for 100 percent target achievement, and it is limited to a maximum of 144 percent of the average annual base salary in that year.

The basis for the STI is the achievement of the financial performance targets set by the Supervisory Board for each compensation year. Unless otherwise determined, the financial targets relate to the following performance criteria: target return on capital employed, planned business value contribution, target EBITDA margin and planned operating net cash flow.

For each compensation year, the Supervisory Board sets a target value, a minimum value and a maximum value for each performance criterion as well as a weighting of the criteria. The target value represents 100 percent achievement of each target. Retroactive changes to target values or performance criteria during the compensation year are prohibited.

Target achievement, that is, the value actually achieved for each performance criterion, is ascertained by the Supervisory Board after the close of the compensation year.

Target achievement is converted into a target achievement factor (“**TAF**”) for each performance criterion, applying the following system:

If target achievement  $\leq$  minimum value: TAF = 0

If target achievement  $\leq$  target value: TAF =  $(\text{target achievement} - \text{minimum value}) / (\text{target value} - \text{minimum value})$

If target achievement  $>$  target value: TAF =  $1 + (\text{target achievement} - \text{minimum value}) / (\text{maximum value} - \text{target value})$ ; but not more than 2

The maximum value corresponds to the upper limit values to be set annually by the Supervisory Board for the performance criteria. The minimum value corresponds to those lower limit values to be set annually by the Supervisory Board for the performance criteria and which must be exceeded to obtain a positive target achievement factor. The maximum target achievement factor is 2. The target factor is 1.

The annual overall target achievement factor corresponds to the sum of the weighted target achievement factors for the individual performance criteria. Next, the overall target



achievement factor is converted by means of a formula into a bonus percentage representing the target-achievement success level on a scale from 0 percent to a maximum of 144 percent.

The gross STI payout amount is calculated by multiplying the bonus percentage by the average annual base salary for the compensation year.

For initial appointments, the Supervisory Board may agree alternative arrangements, in particular by setting a minimum or maximum STI or a lower target amount for 100 percent target achievement and/or a lower maximum value.

The gross STI payout amount is determined by the Supervisory Board in March of the year that follows the compensation year. The STI is due and payable with the fixed salary for the month that follows the month in which it is determined.

### **3.2 Long-Term Incentive (LTI)**

The LTI provides for a three-year assessment period and for a subsequent requirement to acquire shares coupled with a three-year holding period. The assessment period comprises the compensation year and the two fiscal years immediately preceding the compensation year. The three-year assessment period is thus forward-looking in relation to the compensation year and backward-looking in relation to the two preceding fiscal years.

The LTI payout amounts to 100 percent of the average annual base salary in the compensation year for 100 percent target achievement, and the calculated bonus is limited to a maximum of 180 percent of the average annual base salary.

The basis for the LTI is the achievement of the performance criteria defined by the Supervisory Board for the compensation year and for the two other fiscal years of the assessment period. The Supervisory Board defines the performance criteria for each compensation year.

The performance criteria comprise financial targets and non-financial targets. Unless otherwise determined, the financial targets relate to the performance criteria: target return on capital employed, planned business value contribution, target EBITDA margin and planned operating net cash flow. The non-financial targets comprise strategic targets, as well as environmental, social and corporate-governance (ESG) targets for sustainable business development.

The Supervisory Board selects one or two strategic and/or ESG targets, but at least one ESG target, for each year. In the case of several strategic and ESG targets, each strategic and ESG target is weighted equally unless determined otherwise by the Supervisory Board for the respective compensation year.

The Supervisory Board is authorized to change the relative weightings among and between financial and non-financial performance criteria.

For the compensation year, the Supervisory Board sets a target value, a minimum value and a maximum value for each financial and non-financial performance criterion. The target value represents 100-percent achievement of each target. If the achievement of a non-financial target is not determinable and measurable, the Supervisory Board defines an alternative method for measuring achievement of that non-financial target as regards the compensation year and sets a target value and, where applicable, minimum and maximum values. Retroactive changes to target values or performance criteria during the compensation year are prohibited.

Target achievement, that is, the value actually achieved for each performance criterion, is determined by the Supervisory Board for each fiscal year of the assessment period after the close of the respective fiscal year.

Target achievement is converted into a target achievement factor (“**TAF**”) for each performance criterion, applying the following system:

If target achievement  $\leq$  minimum value: TAF = 0

If target achievement  $\leq$  target value: TAF = (target achievement – minimum value) / (target value – minimum value)

If target achievement > target value: TAF = 1+ (target achievement – minimum value) / (maximum value – target value); but not more than 2

The maximum value corresponds to the upper limit values to be set annually by the Supervisory Board for the performance criteria. The minimum value corresponds to those lower limit values to be set annually by the Supervisory Board for the performance criteria and which must be exceeded to obtain a positive target achievement factor. The maximum target achievement factor is 2. The target factor is 1.

The annual overall target achievement factor corresponds to the sum of the weighted target achievement factors for the individual performance criteria.

Next, the overall target achievement factor (sum of the target achievement factors in the performance criteria) for the compensation year is converted by means of a formula into a bonus percentage representing the target-achievement success level on a scale from 0 percent to a maximum of 180 percent.

The calculated bonus under the LTI is derived from the bonus percentages for the compensation year and from averages of the bonus percentages for the two years immediately preceding the compensation year.

The calculated bonus under the LTI is arrived at by taking the average of the bonus percentages during the assessment period and multiplying it by the average annual base salary for the compensation year.

The Supervisory Board has the option to increase or reduce this calculated bonus by as much as 30 percent at its own discretion, taking into account all circumstances, the Executive Board's performance and the achievement of ESG and strategic targets. The virtual gross payout under the LTI thus obtained is determined by the Supervisory Board in March of the year that follows the compensation year. The amount of the calculated net payout is determined individually for each Executive Board member, depending on that member's personal tax situation, and must be invested in Company stock by each Executive Board member. Any resulting fractions of shares are paid out in cash. The number of shares is governed by the Company's Xetra closing share price on the first exchange trading day after the date of the Annual Shareholders' Meeting (record date). The Company acquires the shares in the name and for the account of the respective Executive Board member. They are held in custody in a restricted securities account in the name of the respective Executive Board member at a bank designated by the Company.

The Supervisory Board may agree alternative arrangements for newly appointed members of the Executive Board, in particular by setting a lower target amount for 100-percent target achievement and/or a lower maximum value and/or freely setting the bonus percentages for

the assessment period and, for example, using the target value or a minimum and/or maximum value as the basis.

The shares are subject to a holding period of three years from the record date (except in the event of an Executive Board member's death or permanent occupational disability, as described under 3.3 below).

### **3.3. Entry and Departure During the Year, Other Exceptional Incidents or Developments**

If the Executive Board member has not worked for the Company for twelve months in a fiscal year, the gross payout under the STI and the virtual gross payout under the LTI are prorated accordingly.

If the employment relationship is ended through resignation of the Executive Board member or termination by the Company, or if the employment relationship is not extended, the entitlement to the STI and the LTI remains subject to the contract terms governing settlement and payout. Moreover, the required holding period for the shares under the LTI remains intact until regular expiration.

If the employment relationship is ended by death or permanent occupational disability, the prorated virtual gross payout is paid out in cash, instead of in shares, in the month after its contractually stipulated determination. The required holding period for all shares acquired as variable compensation ends early at the close of the calendar month in which the employment relationship ends.

In the event of exceptional incidents or developments including, for example, the acquisition or disposal of an enterprise or a corporate unit, the Supervisory Board is authorized to make appropriate amendments to the plan terms of the STI and those of the LTI at its sole discretion.

### **4. Other Benefits**

The Supervisory Board is furthermore authorized to grant additional benefits to newly appointed members of the Executive Board. Such benefits can be agreed for a limited time or for the full duration of the service agreement. The benefits may include a sign-on bonus, reimbursements of forfeited variable compensation at a previous employer or of other financial disadvantages, as well as benefits associated with relocation (e.g. moving expenses, cost of running two households).

Finally, members of the Executive Board may, in individual cases, be indemnified for legal expenses and attorney's fees (including any taxes imposed on the resulting in-kind benefit). Such indemnification is subject to the Supervisory Board determining, after an examination of the facts, that there are no indications of a breach of due diligence by the Executive Board member, and to agreement on a clawback clause if it is found that the Executive Board member acted in culpable breach of duty against the Company. If the question of whether the Executive Board member applied the due diligence of an ordinary, conscientious managing director is in dispute, the burden of proof is on that member (Section 93 (2) sentence 2 of the German Stock Corporation Act).

#### **IV. Performance Criteria for Granting Variable Compensation Components (Section 87a (1) sentence 2 no. 4 of the German Stock Corporation Act)**

The financial and non-financial performance criteria already introduced under B.III.3 contribute to promoting the business strategy and long-term development of the Company as follows:

##### **1. Short-Term Incentive (STI)**

The overall target achievement factor for the STI is based on financial performance targets of strategic relevance to the Company in the context of value-based management as an integral part of corporate policy.

The first of these targets concern the following two operational performance measures: planned operating net cash flow (NCF) and planned business value contribution (BVC). They are set based on the outlook for the compensation year and, among other things, support the corporate goal of accelerating sales growth while still maintaining our high profitability. The aim of BVC at WACKER is to generate a residual profit that exceeds the cost of capital, thereby creating value. The planned BVC performance criterion shows the value contribution generated in the compensation year. The planned operating net cash flow performance criterion is defined as the sum of the cash flows from operating activities and from long-term investing activities before securities. Net cash flow shows whether we can finance ongoing operations and necessary investments with the funds from our own operating activities. The Company's goal is to generate a sustained positive net cash flow. Apart from the level of capital expenditures, the main factors affecting net cash flow are profitability and the effective management of net current assets.

Furthermore, the following two strategic performance measures: target EBITDA margin and return on capital employed (ROCE), for which absolute target values are set, reflect the Company's aim to sustainably increase the Company's value in the long term and generate competitively high profitability. The ROCE performance criterion shows how efficiently the Company employs its capital. It is a clear indicator of how profitably the capital required for business operations is being employed. ROCE is defined as earnings before interest and taxes divided by capital employed. The target value for this performance criterion is in line with the Company's aim to cover the cost of capital at the very least in every economic cycle phase. The target EBITDA margin is a key indicator of whether a company is covering all incurred costs with its operations and is particularly well-suited to industry-wide comparisons. The target value for this criterion reflects the Company's aim to generate long-term profitability that is on a par with the best competitor as a minimum.

Target achievement is measured using the key financial figures published in the consolidated financial statements.

##### **2. Long-Term Incentive (LTI)**

The overall target achievement factor for the LTI is based on financial and non-financial performance targets of strategic relevance to the Company. In terms of the financial performance criteria ROCE, planned BVC, target EBITDA margin and NCF, the incentives to promote the business strategy described above under B.IV.1 for the STI also apply here. The non-financial targets similarly contribute to promoting the business strategy: the overall target achievement factor comprises non-financial strategic and ESG targets.

When setting these targets, the Supervisory Board can particularly focus on key strategic topics for the compensation year in the categories of growth, competitive position, innovations, successful project completions or progress in digital transformation.

Sustainability is a core element of WACKER's business model. Demand for sustainable products is constantly growing. They already make up more than two-thirds of the portfolio and, in the coming years, are expected to become an even stronger sales and earnings engine. WACKER has also set itself ambitious targets to achieve net zero by 2045. When setting its non-financial targets, the Supervisory Board may consider these sustainability targets in particular along with other non-financial targets that are important to Wacker Chemie AG. In addition to the reduction of specific CO<sub>2</sub> emissions and raising the share of sustainable products in our portfolio, these goals include reducing specific energy consumption, the overall accident rate and employee and customer satisfaction.

## **V. Options for the Company to Recover Variable Compensation Components (Section 87a (1) sentence 2 no. 6 of the German Stock Corporation Act)**

The Supervisory Board may reduce (curtail or cancel entirely) or, respectively, recover (claw back) all or part of the gross amount paid out under the STI and the virtual gross amount paid out under the LTI by as much as 100 percent in the event of a material breach of duty within the meaning of Section 93 of the German Stock Corporation Act or a material breach of the Company's Code of Conduct by the Executive Board member during the assessment period – during the relevant one-year assessment period in the case of the STI and during the relevant three-year assessment period in the case of the LTI. In the event of subsequent discovery of a breach of duty within the meaning of Section 93 of the German Stock Corporation Act or of a material breach of the Company's Code of Conduct, all or part of any gross amounts paid out under the STI and the LTI may be clawed back up to two years after they were paid out. Payouts are reduced or, respectively, clawed back according to the best judgment of the Supervisory Board.

## **VI. Compensation-Related Legal Transactions (Section 87a (1) sentence 2 no. 8 of the German Stock Corporation Act)**

### **1. Terms and Prerequisites for Termination of Compensation-Related Legal Transactions, Including the Respective Notice Periods (No. 8a)**

As a matter of principle, the length of a service agreement corresponds to the term of the underlying appointment, and in a reappointment, it is extended for the term of such continued appointment. As a rule, new members of the Executive Board are initially appointed for three years. The standard reappointment is for a period of five years. During its term, the service agreement can be terminated by giving formal notice only for cause. The service agreement terminates without notice at the end of the quarter in which the permanent occupational disability of an Executive Board member is established. There is no special right of formal termination in the event of a change of control, nor is there any promise of benefits relating to the early termination of Executive Board activities following a change of control.

### **2. Severance Payments (No. 8b)**

If a service agreement is terminated early on grounds other than for cause, the amount of any severance payment may not exceed two annual compensation amounts nor the amount of compensation for the remaining term of the service agreement (the severance payment cap). The cap amount is calculated based on the total annual compensation (including additional benefits and the company pension) for the fiscal year preceding the termination and the expected total compensation for the current fiscal year.

Members of the Executive Board are restricted by post-employment non-compete agreements from engaging in competitive activities for a period of twelve months, respectively, after

termination of the employment relationship. During this period, they are entitled to competitive-restriction compensation amounting to 50 percent of their most recent total annual compensation (fixed annual salary, STI and LTI).

Any benefits paid out under the defined benefit pension plan are offset against that compensation. Additionally offset is any income from an activity not subject to the non-compete agreement if, through this additional income, the total annual compensation of the last full year of service as an Executive Board member is exceeded. Any settlement is offset against the competitive-restriction compensation.

### **3. Policy in the Event of Temporary Revocation of Appointments under Section 84 (3) of the German Stock Corporation Act**

The Supervisory Board may agree with members of the Executive Board whose appointment as an Executive Board member is temporarily revoked pursuant to Section 84 (3) of the German Stock Corporation Act with assurance that they will be reappointed, that this Executive Board member continues to receive individual compensation payments while their term in office has been interrupted.

### **VII. Consideration of Compensation and Employment Conditions of Employees When Determining the Compensation System (Section 87a (1) sentence 2 no. 9 of the German Stock Corporation Act)**

The Supervisory Board regularly reviews the horizontal and vertical appropriateness of Executive Board compensation.

In the vertical comparison, the target compensation and base salary of the members of the Executive Board (excluding pension and additional benefits) are each set in relation to the average target compensation of defined employee groups (target compensation of the first level of management below the Executive Board, as well as average target compensation of defined employee groups from the workforce in Germany within and above standard pay scales).

Other MDAX companies constitute the peer group for the horizontal comparison of Executive Board compensation.

### **VIII. Procedures for Determining, Implementing and Reviewing the Compensation System (Section 87a (1) sentence 2 no. 10 of the German Stock Corporation Act)**

The Supervisory Board determines the system and the amount of the Executive Board compensation, including the maximum compensation, on the basis of a proposal by the Supervisory Board's Executive Committee. The Supervisory Board submits the proposed compensation system to the Annual Shareholders' Meeting for approval. The Supervisory Board regularly reviews the system and level of Executive Board compensation for appropriateness. To this end, it conducts an annual vertical comparison of the compensation of the Executive Board with that of the workforce (see VII.). In addition, the level of compensation is compared with a peer group of companies from the MDAX. The Supervisory Board consults with external executive compensation experts and other advisors as needed. The Supervisory Board ensures that the external executive compensation experts and advisors it engages are independent from the Executive Board and the Company, and it takes precautions to avoid conflicts of interest.

The Supervisory Board and its Executive Committee will take appropriate steps to ensure that any potential conflicts of interest of Supervisory Board members involved in the deliberations and decisions on the compensation system are avoided and, where applicable, resolved. Every Supervisory Board member must disclose conflicts of interest to the chairman of the Supervisory Board. The Supervisory Board chairman shall disclose to the Executive Committee any conflicts of interest concerning himself. The handling of an existing temporary conflict of interest is decided on individually.

In the event of significant changes, but at least once every four years, the compensation system is again submitted to the Annual Shareholders' Meeting for approval. If the Annual Shareholders' Meeting votes not to approve the system submitted to it, the Supervisory Board shall submit a revised compensation system for approval by the Annual Shareholders' Meeting, which shall, at the latest, be the next Annual Shareholders' Meeting.

#### **IX. Temporary Deviation from the Compensation System (Section 87a (2) sentence 2 of the German Stock Corporation Act)**

The Supervisory Board may deviate temporarily from the compensation system (procedures and rules governing the compensation structure) and its individual components, as well as from the terms governing individual compensation components, and it may also introduce new compensation components, if such action should be necessary for the Company's well-being in the long term. The Supervisory Board reserves this right to deviate especially in response to exceptional circumstances like an economic crisis or a corporate emergency. Particularly in an economic crisis, the Supervisory Board may deviate from the plan terms of the STI and the LTI.

### **Concerning Agenda Item 9: Resolution on the Approval of the Compensation Report**

#### **Compensation Report of Wacker Chemie AG for 2022**

The Compensation Report provides detailed, personalized information about the compensation granted and owed to active and former members of the Executive Board and the Supervisory Board of Wacker Chemie AG in 2022 and the compensation and benefits promised them for the fiscal year. The Compensation Report follows the recommendations of the German Corporate Governance Code in the amended version that entered into force on April 28, 2022, and complies with the requirements of Section 162 of the German Stock Corporation Act ("AktG"), as amended by the German Act Implementing the EU Shareholder Rights Directive II ("ARUG II") of December 12, 2019. The Compensation Report of Wacker Chemie AG for 2021 was submitted to the Annual Shareholders' Meeting on May 20, 2022, in accordance with Section 162 (1) sentence 2 no. 6 of the German Stock Corporation Act and approved by shareholders with 86.72 percent of the vote. The Compensation Report for 2022 has been formally reviewed by the auditors to determine whether the disclosures required by Section 162 (1) and (2) of the German Stock Corporation Act have been made and will be submitted to the Annual Shareholders' Meeting on May 17, 2023, for approval.

#### **Brief Overview of General Business Development in the 2022 Reporting Year**

With €8.21 billion in sales (prior year: €6.21 billion) and EBITDA of €2.08 billion (prior year: €1.54 billion), 2022 was by far the most successful year in WACKER's history, with higher selling prices across all business divisions driving sales growth of 32 percent. Exchange rate

effects, in particular the strong US dollar, also had a positive impact. On the other hand, overall volumes were down somewhat versus the previous year, dampening sales. The increase in earnings due to sales growth was slowed by sharp rises in energy, raw-material and logistics costs of around €1.3 billion. Despite higher costs, WACKER achieved EBITDA growth of 35 percent. Group earnings before interest and taxes (EBIT) totaled €1.68 billion in 2022. This corresponds to a margin of 20.4 percent, up 48 percent on the prior-year figure. At 34.7 percent, ROCE was substantially higher than the cost of capital. Depreciation and amortization were on par with the previous year at about €400 million. Net income amounted to €1.28 billion, once again significantly exceeding the high level of the previous year (€828 million). Last year, WACKER invested some €545 million in expanding production capacities in all regions across the globe. The largest share went to the company's chemical divisions, but also to creating additional capacity for the production of mRNA-based vaccines. At around €440 million, the Group's net cash flow was at a high level. Significantly higher capital expenditures and an increase in working capital had a negative impact. Net financial assets amounted to around €410 million as of the reporting date.

### **Changes in the Composition of the Executive Board and the Supervisory Board in the 2022 Reporting Year**

At the Annual Shareholders' Meeting on May 20, 2022, Prof. Anna Weber was elected as a new member of the Supervisory Board to succeed Prof. Ernst-Ludwig Winnacker, who resigned from the Supervisory Board at the end of the 2022 Annual Shareholders' Meeting for reasons of age.

There were no other changes in the composition of the Executive Board or the Supervisory Board in the 2022 reporting year.

## **A. Executive Board Compensation**

### **I. Ratification by Shareholders of the New Compensation System**

At its meeting on March 4, 2021, the Supervisory Board – following the recommendation of its Executive Committee – approved a revised compensation system for all Executive Board members already in office at the time of the resolution, to apply retroactively as of January 1, 2021. This was done specifically to comply with the new statutory requirements imposed by the German Act Implementing Shareholder Rights Directive II (“ARUG II”) and by the revised German Corporate Governance Code.

The revised compensation system was submitted to the Annual Shareholders' Meeting on May 12, 2021, in accordance with Section 120a (1) of the German Stock Corporation Act and approved by shareholders with 96.92 percent of the vote. It was in effect for all active Executive Board members in 2022.

### **The Executive Board compensation system at a glance:**



## Compensation System from January 1, 2022

Around 55% <sup>1</sup>	STI	ROCE (30%)	Planned BVC (30%)	Target EBITDA margin (20%)	Planned NCF (20%)	
	Assessment period: compensation year; payout in cash					
Around 45% <sup>1</sup>	LTI	ROCE (25%)	Planned BVC (25%)	Target EBITDA margin (20%)	Planned NCF (20%)	ESG and strategic targets (1–2 targets) (10%)
	Assessment period: 3 years; SB discretionary factor of 0.7 to 1.3; payout in shares with three-year holding period					
Malus/clawbacks for LTI and STI compensation components (breaches of duty within the meaning of Section 93 of the German Stock Corporation Act, material breaches of the Code of Conduct)						
Around 45% <sup>1</sup>	Base salary	Unchanged				
	Pension plan	<ul style="list-style-type: none"> <li>– Defined contribution plan with nominal contribution guarantee</li> <li>– Pension expenses amounting to 30% of the annual base salary</li> </ul>				
	Additional benefits	Unchanged				

<sup>1</sup> Share of the target total compensation for a compensation year

A complete description of the compensation system for the Executive Board can be found on the company's website at <https://www.wacker.com/cms/en-de/about-wacker/investor-relations/corporate-governance/compensation-system-board-of-directors.html>.

## II. Executive Board Compensation Components in 2022 at a Glance

The compensation of the members of the Executive Board comprises both fixed and variable components. The fixed components include the fixed annual salary, additional benefits and the company pension. Variable compensation is based on transparent, performance-based parameters that reflect the company's business success and sustainability goals. The portion of long-term variable compensation greatly exceeds that of short-term variable compensation, placing the emphasis on the company's long-term performance.

The system of compensation for members of the Executive Board is governed by the company's size, complexity and economic situation, as well as by its future prospects. It is further aligned with the corporate strategy, creating an incentive for successful and sustainable corporate governance. The compensation system helps promote Wacker Chemie AG's business strategy. This strategy focuses on profitable growth and on holding a leading competitive position in most of the business fields where the company is active, while observing the principle of sustainable development.

### 1. Fixed Compensation Components

#### 1.1 Annual Base Salary

##### Objective and Relevance to Corporate Strategy

The annual base salary is based on the role and the area of responsibility of the respective Executive Board member and should provide an adequate basic income. It provides the basis and incentive for attracting highly qualified individuals to serve as members of the Executive Board and for retaining them over the long term.

##### Structure

The annual base salary is a fixed cash payment for the entire year and is remitted to members of the Executive Board as a salary in twelve monthly installments. It is paid pro rata in the case of an appointment beginning or ending during the year.

## **1.2 Company Pension**

### Objective and Relevance to Corporate Strategy

A competitive, attractive company pension provides Executive Board members with secure income and benefits after they retire from the company.

### Structure

Executive Board members are initially entitled to a basic company pension through the pension fund (Pensionskasse der Wacker Chemie VVaG), which covers income up to the contribution assessment ceiling of the German statutory pension insurance system. For this purpose, the company and the Executive Board make monthly contributions to the pension fund.

The defined contribution plan described below also applies to new appointments of Executive Board members, effective January 1, 2021.

The company provides a pension contribution in the amount of 30 percent of the annual base salary to be credited to a virtual cash account in twelve equal installments. Until April 2022, the cash account earned interest at 2 percent p.a. As of May 2022, the monthly contribution amounts have been paid into a group CTA and invested in the capital market, with no guarantee of surpluses. The pension account balance is the respective balance of the cash account. When it is paid out, the pension account balance will amount to at least the total of the contributions paid in. When a pension event occurs, the pension account balance can be paid out in one lump sum or in ten annual installments. Other pension payments are not offset against the pension. If the pension event occurs prematurely due to the disability or death of an Executive Board member, a minimum coverage amount of 2.5 annual base salaries is granted. Executive Board members are entitled to a retirement pension upon reaching the age of 65.

No change was made to the existing defined benefit pension plan for Mr. Willems. Mr. Willems is entitled to the payment of an annual pension when a pension event occurs, i.e. upon reaching the agreed retirement age or in the event of permanent occupational disability. The amount of the pension is calculated on the basis of the last pensionable fixed annual salary received and the length of Executive Board membership. A percentage of the pensionable annual base salary is defined as a base amount and is adjusted by an annual percentage rate of increase for each year of service.

The defined benefit pension plans described in the foregoing that were previously in effect for Dr. Hartel and Dr. Ohler (past service) were switched to a defined contribution plan (future service) effective January 1, 2021. The annual contribution levels were set taking into account the respective existing entitlements under the previous benefit plan. The contributions amount to 30 percent (Dr. Hartel) and 25 percent (Dr. Ohler) of their respective base salaries (but without the minimum coverage previously described).

## **1.3 Additional Benefits**

### Objective and Relevance to Corporate Strategy

Attractive additional benefits are aimed at recruiting and retaining highly qualified members of the Executive Board, as well as creating a motivating work culture.

### Structure

One of the additional benefits granted to Executive Board members is a company car for private as well as business use. A driver is available when the car is used for business travel. The company additionally reimburses any taxes on non-cash fringe benefits for private use of a company car and for the commute from home to the workplace, as well as for the service of a driver. In addition, Executive Board members have an accident insurance policy covering accidents that occur both during and outside work hours. Moreover, Executive Board members receive health and long-term care insurance subsidies, as well as reimbursement of costs related to preventive medical checkups.

## **2. Variable Compensation Components**

### **2.1 Short-Term Incentive (STI)**

#### Objective and Relevance to Corporate Strategy

The STI sets incentives for a sustainable corporate policy, promotes profitable growth and enhances the company's value over the long term, while taking into account the Executive Board's overall responsibility.

In the context of value-based management, which is central company policy, the amount of the STI depends on the achievement of agreed annual WACKER Group earnings targets set by the Supervisory Board for all Executive Board members.

The first of these targets concern two operational performance measures: operating net cash flow (planned NCF) and business value contribution (planned BVC). They are based on the outlook for the compensation year and, among other things, support the corporate goal of increasing cash inflow from operating activities. The aim of BVC at WACKER is to generate a residual profit that exceeds the cost of capital, thereby creating value within the company. Planned NCF is defined as the sum of cash flow from operating activities and long-term investing activities before securities. Planned NCF indicates whether WACKER can finance ongoing operations and necessary investments with its own operating activities. The company's goal is to generate sustained planned NCF.

The other two STI targets concern measures of strategic performance – EBITDA margin and return on capital employed (ROCE) – for which absolute target values are set that are derived from the overriding goal of sustainably and continuously increasing the company's value in the long term. Both are important criteria for achieving the specific strategic goals of growing faster than the chemical-sector average, achieving attractive margins with products, and earning the cost of capital. ROCE is a clear indicator of how profitably the capital required for business operations is being employed. Target ROCE is defined as earnings before interest and taxes divided by capital employed. The target EBITDA margin performance category shows how successful the company is compared with the competition and provides incentives for enhancing that relative performance even further.

#### Structure

The STI is a performance-related bonus with a one-year assessment period. The assessment period is the compensation year.

The payout under the STI amounts to 80 percent of the average annual base salary in the compensation year for 100 percent target achievement, and it is limited to a maximum of 98 percent of the average annual base salary. For initial appointments, the Supervisory Board may set a lower target amount for 100 percent target achievement. A target amount of 60 percent for 100 percent target achievement was set for Ms. Wörl when she was initially appointed to the Executive Board.

The basis for the STI is the achievement of the financial performance targets (target value, minimum value, maximum value) set by the Supervisory Board for each compensation year. Unless determined otherwise, the financial targets relate to the performance criteria described above: target ROCE (30 percent), planned BVC (30 percent), target EBITDA margin (20 percent) and planned NCF (20 percent). The Supervisory Board is authorized to define different weightings for future assessment periods.

The target value represents 100-percent achievement of each target. Retroactive changes to target values or performance criteria during the compensation year are prohibited.

Target achievement, i.e. the value actually achieved for each performance criterion, is ascertained by the Supervisory Board after the close of the compensation year.

Target achievement is converted into a target achievement factor ("TAF") for each performance criterion, applying the following system.

If target achievement ≤ minimum value:	TAF = 0
If target achievement ≤ target value:	TAF = $\frac{\text{target achievement} - \text{minimum value}}{\text{target value} - \text{minimum value}}$
If target achievement > target value:	TAF = $1 + \frac{\text{target achievement} - \text{target value}}{\text{maximum value} - \text{target value}}$ ; but not more than 2

The annual overall target achievement factor corresponds to the sum of the weighted target achievement factors for the individual performance criteria. Next, the overall target achievement factor is converted by means of a formula into a bonus percentage representing the target-achievement success level on a scale from 0 percent to a maximum of 98 percent (or a lower maximum for Executive Board members appointed for the first time). Upon her initial appointment to the Executive Board, a maximum of 77 percent was set for Ms. Wörl.

The gross STI payout amount is calculated by multiplying the bonus percentage by the average annual base salary for the compensation year.

The gross STI payout amount is determined by the Supervisory Board in March of the year that follows the compensation year. The STI is due and payable with the fixed salary for the month that follows the month in which it is determined.

## 2.2. Long-Term Incentive (LTI)

Objective and Relevance to Corporate Strategy

The LTI sets incentives for a sustainable corporate policy, promotes profitable growth and enhances the company's value over the long term, while taking into account the Executive Board's overall responsibility. Furthermore, this arrangement ensures that members of the Executive Board share in both positive and negative corporate trends over an extended period.

The overall target achievement factor for the LTI is based on financial and non-financial performance targets that are relevant to WACKER's strategy. In terms of the financial performance criteria, i.e. the target ROCE, planned BVC, the target EBITDA margin and planned NCF, the incentives to promote the business strategy described above for the STI also apply here. There is also a focus on non-financial goals: the overall target achievement factor also comprises non-financial strategic and ESG targets. When setting these targets, the Supervisory Board can focus in particular on key strategic topics for the compensation year in the categories of growth, competitive position, innovation, successful project completions or progress in digital transformation.

As one of these five strategic corporate goals, sustainability is a core element of WACKER's business model. When setting its targets, the Supervisory Board may especially take into account the sustainable development goals published in the non-financial report for the WACKER Group. These goals include, for example, reducing specific CO<sub>2</sub> emissions and specific energy consumption, the overall accident rate, increasing the share of sustainable products in the product portfolio and even employee and customer satisfaction.

#### Structure

The LTI provides for a three-year assessment period and for a subsequent requirement to acquire shares coupled with a three-year holding period. The assessment period comprises the compensation year and the two fiscal years immediately preceding the compensation year. The three-year assessment period is thus forward-looking in relation to the compensation year and backward-looking in relation to the two preceding fiscal years.

The LTI payout amounts to 100 percent of the average annual base salary in the compensation year for 100 percent target achievement, and the calculated bonus is limited to a maximum of 122 percent of the average annual base salary. For initial appointments, the Supervisory Board may set a lower target amount for 100 percent target achievement. A target amount of 80 percent for 100 percent target achievement was set for Ms. Wörl when she was initially appointed to the Executive Board.

The basis for the LTI is the achievement of the performance criteria defined by the Supervisory Board for the compensation year and for the two other fiscal years of the assessment period. The Supervisory Board defines the performance criteria for each compensation year.

Unless determined otherwise, the financial targets relate to the following performance criteria: target ROCE (25 percent), planned BVC (25 percent), target EBITDA margin (20 percent) and planned NCF (20 percent). The non-financial targets (10 percent) comprise strategic targets, as well as environmental, social and corporate-governance (ESG) targets for sustainable business development. The Supervisory Board selects one or two strategic and/or ESG targets, but at least one ESG target, for each year. In the case of several strategic and ESG targets, each strategic and ESG target is given equal weight unless the Supervisory Board decides otherwise for the respective compensation year.

Two ESG targets that are particularly important to the strategy were chosen in the reporting year as part of the non-financial targets. Wacker Chemie AG intends to halve its CO<sub>2</sub> emissions by 2030 using 2020 as the base year. For this reason, it has set out to reduce specific CO<sub>2</sub> emissions. Safety is a top priority for WACKER, which is why it has committed to reducing accident rates as a second binding target.

The Supervisory Board is authorized to change the relative weightings among and between financial and non-financial performance criteria for future assessment periods.

For the compensation year, the Supervisory Board sets a target value, a minimum value and a maximum value for each financial and non-financial performance criterion. The target value represents 100-percent achievement of each target. If the achievement of a non-financial target cannot be determined and measured, the Supervisory Board defines an alternative method for measuring achievement of that non-financial target as regards the compensation year and sets a target value and, where applicable, minimum and maximum values. Target values or performance criteria cannot be changed retroactively during the compensation year.

Target achievement, that is, the value actually achieved for each performance criterion, is determined by the Supervisory Board for each fiscal year of the assessment period after the close of the respective fiscal year.

Target achievement is converted into a target achievement factor ("TAF") for each performance criterion, applying the following system.

If target achievement $\leq$ minimum value:	TAF = 0
If target achievement $\leq$ target value:	TAF = (target achievement – minimum value) / (target value – minimum value)
If target achievement > target value:	TAF = 1 + (target achievement – target value) / (maximum value – target value); but not more than 2

The annual overall target achievement factor corresponds to the sum of the weighted target achievement factors for the individual performance criteria.

Next, the overall target achievement factor (sum of the target achievement factors in the performance criteria) for the compensation year is converted by means of a formula into a bonus percentage representing the target-achievement success level on a scale from 0 percent to a maximum of 122 percent (or a lower maximum for Executive Board members appointed for the first time). Upon her initial appointment to the Executive Board, a maximum of 103 percent was set for Ms. Wörl.

The calculated bonus under the LTI is derived from the bonus percentages for the compensation year and from averages of the bonus percentages for the two years immediately preceding the compensation year.

The year 2021 was the first compensation year in which non-financial performance criteria (ESG and strategic targets) applied. For that reason, these performance criteria were not

included when the overall target achievement factors and bonus percentages were calculated for the 2020 compensation year. To depict the three-year assessment period, it was therefore necessary to apply a transitional rule to determine the calculated bonus for the 2022 compensation year (with the 2020–2022 assessment period), described in more detail under A III. 2.2, “LTI Target Achievement and Determination of the Bonus Percentage for 2022” and involving the use of a fixed bonus percentage.

The calculated bonus under the LTI is arrived at by taking the average of the bonus percentages during the assessment period and multiplying it by the average annual base salary for the compensation year.

The Supervisory Board has the option to increase or reduce this calculated bonus by as much as 30 percent at its own discretion, taking into account all circumstances, the Executive Board’s performance and the achievement of ESG and strategic targets. The virtual gross payout under the LTI thus obtained is determined by the Supervisory Board in March of the year that follows the compensation year. The amount of the calculated net payout is determined individually for each Executive Board member, depending on that member’s personal tax situation, and invested in company stock. Any resulting fractions of shares are paid out in cash. The number of shares is governed by the Xetra closing price of WACKER shares on the first exchange trading day after the date of the Annual Shareholders’ Meeting (record date). The company acquires the shares in the name and for the account of the respective Executive Board member. They are held in custody in a restricted securities account in the name of the respective Executive Board member at a bank designated by the company. The shares are subject to a holding period of three years from the record date.

### **2.3 Joining or Leaving During the Year, Other Exceptional Incidents or Developments**

If the Executive Board member has not worked for the company for twelve months in a fiscal year, the gross payout under the STI and the virtual gross payout under the LTI are prorated accordingly. This did not apply to any Executive Board members in 2022.

If the employment relationship is ended through resignation of the Executive Board member or termination by the company, or if the employment contract is not extended, entitlement to the STI and the LTI remains subject to the contract terms governing settlement and payout. In such cases, the vesting periods of two and three years, respectively, under the LTI remain in force until their expiry.

If the employment relationship is ended by death or permanent occupational disability, the prorated virtual gross payout for the LTI is disbursed in cash instead of shares in the month after it would be fixed under the contract. The vesting period for all shares acquired as variable compensation ends prematurely at the close of the calendar month in which the employment relationship ends.

### **3. Other Benefits**

The Supervisory Board is authorized to grant additional benefits to newly appointed Executive Board members. Such benefits can be agreed for a limited time or for the full duration of the employment agreement. The benefits may include reimbursements of forfeited variable compensation at a previous employer or of other financial disadvantages, as well as benefits associated with relocation (e.g. moving expenses, cost of running two households).

These types of benefits are offered to create an incentive for highly qualified individuals to join the Executive Board by compensating them for any financial losses associated with a transfer.

Finally, members of the Executive Board may, in individual cases, be indemnified against legal

expenses and attorney’s fees (including any taxes imposed on the resulting in-kind benefit), because members of the Executive Board should not have to bear any financial losses arising from decisions they made and other actions they took in the context of due diligence. Such indemnification is subject to the Supervisory Board determining, after an examination of the facts, that there are no indications of a breach of due diligence by the Executive Board member, and to agreement on a clawback clause if it is found that the Executive Board member acted in culpable breach of duty against the company. If the question of whether the Executive Board member applied the diligence of an prudent managing director is in dispute, the burden of proof is on that member (Section 93 (2), sentence 2 of the German Stock Corporation Act).

### III. Compensation of Individual Active and Former Executive Board Members in the Reporting Year

#### 1. Compensation “Granted and Owed” Within the Meaning of Section 162 (1) sentence 1 of the German Stock Corporation Act including Presentation of Relative Shares (Section 162 (1) sentence 2 No. 1 of the German Stock Corporation Act)

In accordance with Section 162 (1) sentences 1 and 2 no. 1 of the German Stock Corporation Act, as of reporting year 2021, all fixed and variable compensation components “granted and owed” to each member of the Executive Board must be disclosed in the compensation report. Compensation is classified as “granted and owed” if the activity on which compensation was based was performed in full in 2022, giving rise to a corresponding legal obligation of the company toward the Executive Board member. The amount disclosed also includes those compensation components that were fully earned in the reporting year even if – like the STI and the LTI – they will not be paid out or invested in shares until the year that follows the reporting year.

The following active Executive Board members received compensation in 2022:

- Dr. Christian Hartel, President & CEO
- Dr. Tobias Ohler, member of the Executive Board
- Auguste Willems, member of the Executive Board
- Angela Wörl, member of the Executive Board and personnel director

The individual compensation components are described above under A. II. “Executive Board Compensation Components in 2022 at a Glance”.

The compensation components and the relative shares of fixed and variable compensation components relative to total compensation are presented pro rata for the Executive Board activity performed as president and CEO or as an ordinary Executive Board member active in 2022.

#### Compensation “Granted and Owed” (Section 162 (1) sentence 1 of the German Stock Corporation Act) including presentation of relative shares (Section 162 (1) sentence 2 No. 1 of the German Stock Corporation Act) in 2022

	Fixed compensation	Variable compensation	Total		Share
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€	Fixed compensation	Additional benefits	Total	STI	LTI	Total	compensation	Share of fixed compensation relative to total compensation	of variable compensation relative to total compensation
<b>Active Executive Board members</b>									
<b>President &amp; CEO</b>									
Dr. Christian Hartel	750,000	42,259	792,259	712,500	981,000	1,693,500	2,485,759	32%	68%
<b>Members of the Executive Board</b>									
Auguste Willems	610,000	56,312	666,312	579,500	797,880	1,377,380	2,043,692	33%	67%
Dr. Tobias Ohler	610,000	61,376	671,376	579,500	797,880	1,377,380	2,048,756	33%	67%
Angela Wörl	400,000	31,272	431,272	296,000	432,000	728,000	1,159,272	37%	63%

## 2. Target Achievement and Determination of the Bonus Percentage for 2022

### 2.1 STI Target Achievement and Determination of the Bonus Percentage for 2022

The following paragraphs describe how the STI performance criteria for 2022 were applied and the agreed targets were achieved.

The Supervisory Board set target corridors for 2022 for each of the relevant performance categories: target ROCE (30 percent), planned BVC (30 percent), target EBITDA margin (20 percent) and planned NCF (20 percent).

In 2022, the target achievement factors were 2.00 for target ROCE, 2.00 for planned BVC, 1.89 for target EBITDA margin and 1.25 for planned NCF. Aggregation of the individual components produced an overall target achievement factor for 2022 of 1.83. The overall target achievement factor corresponds to the sum of the weighted target achievement factors in the four performance categories.

Derived from this overall target achievement factor of 1.83 were regular and initial-appointment bonus percentages of 95 percent and 74 percent, respectively, for 2022.

### 2.2 LTI Target Achievement and Determination of the Bonus Percentage for 2022

The following paragraphs describe how the LTI performance criteria for 2022 were applied and the agreed targets were achieved.

The Supervisory Board set target corridors for 2022 for each of the relevant performance criteria: target ROCE (25 percent), planned BVC (25 percent), target EBITDA margin (20 percent) and planned NCF (20 percent), as well as for the ESG target (10 percent).

In 2022, the target achievement factors were 2.00 for target ROCE, 2.00 for planned BVC, 1.89 for target EBITDA margin, 1.25 for planned NCF and, in the case of the ESG targets, 1.16 for CO2 emissions and 0.50 for the safety target. Aggregation of the individual components produced an overall target achievement factor for 2022 of 1.71. The overall target achievement factor corresponds to the sum of the weighted target achievement factors in the five performance categories.

The overall target achievement factor was then converted by means of a formula into regular and initial-appointment bonus percentages of 116 percent and 96 percent, respectively, for 2022.

The calculated bonus under the LTI is arrived at by taking the average of the bonus percentages of the three-year assessment period and multiplying it by the average annual base salary for the compensation year.

The bonus percentage in 2021 was 119 percent and the initial-appointment bonus 100 percent. For the transitional phase in the course of introducing the LTI, bonus percentages of 93 percent (regular) and 74 percent (initial appointment) were contractually stipulated for the 2020 compensation year.

This is equivalent to a three-year average bonus percentage of 109 percent (regular) and 90 percent (initial appointment).

As provided for in the Executive Board compensation system (and described above under A. II. 2.2), the Supervisory Board increased the calculated bonus by a discretionary factor of 1.2 in 2022, taking into account all circumstances, the Executive Board's performance and the achievement of ESG and strategic targets.

### 3. Compliance with Maximum Compensation Limits (Section 162 (1) sentence 2 no. 7 of the German Stock Corporation Act)

There is a limit ("maximum compensation") for the total compensation to be granted to members of the Executive Board for a specific year (the sum total of all compensation amounts spent for that year, including annual base salary, variable compensation components (STI and LTI), pension expenses (service cost) and all additional benefits of Executive Board members) – irrespective of whether they are paid out in that year or at a later date. The Maximum Compensation for the Chairman of the Executive Board amounts to €3,900,000 gross; for each of the other Executive Board members, it amounts to €2,800,000 gross. Mr. Willems is an exception because of the actuarial measurement of his unchanged defined benefit pension (maximum compensation in the amount of €3,200,000 gross). As the following table shows, the maximum compensation limits were complied with in 2022.

#### Maximum Compensation Limits

€	Compensation granted and owed	Service cost	Total compensation granted in 2022	Maximum compensation (per year) as set in 2022
<b>Active Executive Board members</b>				
<b>President &amp; CEO</b>				
Dr. Christian Hartel	2,485,759	241,730	2,727,489	3,900,000

Members of the Executive Board				
Auguste Willems	2,043,692	2,277	2,045,969	3,200,000
Dr. Tobias Ohler	2,048,756	169,869	2,218,625	2,800,000
Angela Wörl	1,159,272	126,290	1,285,562	2,800,000

#### **4. Malus and Clawback Provisions (Section 162 (1) Sentence 2 No. 4 of the German Stock Corporation Act)**

The Supervisory Board is authorized to reduce (i.e. curtail or cancel entirely) or recover (claw back) all or part of the gross amount paid out under the STI and the virtual gross amount paid out under the LTI by as much as 100 percent in the event of a material breach of duty within the meaning of Section 93 of the German Stock Corporation Act, or a material breach of the company's Code of Conduct by the Executive Board member during the assessment period – i.e. the relevant one-year assessment period in the case of the STI and the relevant three-year assessment period in the case of the LTI. In the event of subsequent discovery of a breach of duty within the meaning of Section 93 of the German Stock Corporation Act, or of a material breach of the company's Code of Conduct, all or part of any gross amounts paid out under the STI and the LTI may be clawed back up to two years after they were paid out. Payouts are reduced or clawed back at the Supervisory Board's discretion. This provision applies to variable compensation earned in or after 2021.

The Supervisory Board did not exercise its option to withhold or recover variable compensation components for 2022.

#### **5. Third-Party Compensation (Section 162 (2) no. 1 of the German Stock Corporation Act)**

In 2022, no Executive Board member was promised or granted third-party compensation within the meaning of Section 162 (2), no. 1 of the German Stock Corporation Act.

#### **6. Early Termination Benefits (Section 162 (2) no. 2 of the German Stock Corporation Act)**

If a service agreement is terminated early on grounds other than for cause, the amount of any severance payment may not exceed two annual compensation amounts nor the amount of compensation for the remaining term of the service agreement (the severance payment cap). The cap amount is calculated based on the total annual compensation (including additional benefits and the company pension) for the fiscal year preceding the termination and the expected total compensation for the current fiscal year.

In 2022, no Executive Board member was promised or granted early termination benefits within the meaning of Section 162 (2), no. 2 of the German Stock Corporation Act.

#### **7. Regular Termination Benefits (Section 162 (2) no. 3 of the German Stock Corporation Act)**

Members of the Executive Board are restricted by post-employment non-compete agreements from engaging in competitive activities for a period of twelve months after termination of the employment relationship. During this period, they are entitled to competitive-restriction compensation amounting to 50 percent of their most recent total annual compensation (fixed

annual salary, STI and LTI), calculated based on the average of the last three years. Any benefits paid out under the defined benefit pension plan in place through December 31, 2020, are offset against that compensation. Additionally offset is any income from an activity not subject to the non-compete agreement if, through this additional income, the total annual compensation of the last full year of service as an Executive Board member is exceeded. Any pension received is offset against the competitive-restriction compensation.

Departing members of the Executive Board are additionally entitled to receive a company pension after they leave, for which service cost is incurred annually.

#### Pension Expenses (Service Cost) for Active Executive Board Members in 2022

€	Service Cost 2022
President & CEO	
Dr. Christian Hartel	243,422
Members of the Executive Board	
Auguste Willems	3,969
Dr. Tobias Ohler	171,561
Angela Wörl	127,982

The service cost includes the company's contributions to the basic pension provided by Pensionskasse der Wacker Chemie VVaG.

Mr. Willems are entitled to a pension that is calculated as a percentage of the pensionable annual base salary and increases for each year of service up to a maximum percentage (60 percent). The pension amount is adjusted in line with the change in the referenced price index. Since 2016, increases in the annual salary of Mr. Willems have taken the form of additional fixed, non-pensionable salary components and thus have no influence on the calculation of his pension.

The annual pension amounts under the old defined benefit plan for Dr. Hartel and Dr. Ohler were fixed at €152,250 gross for Dr. Hartel and at €261,000 gross for Dr. Ohler at the close of 2020, when the switch to a defined contribution plan took place effective from the beginning of 2021. These entitlements are vested. They will not accumulate any further, and they will not be adjusted for price increases before being paid out.

Provisions were recognized for the defined benefit plans for Dr. Hartel and Dr. Ohler in place before the switch effective January 1, 2021, and for the continuing defined benefit pension plan for Mr. Willems. They are listed in the table below.

#### Pension Provisions for Active Executive Board Members in 2022 (determined in accordance with IFRS rules)

€	2022
Active Executive Board members	

Dr. Christian Hartel	3,115,284
Auguste Willems	7,308,134
Dr. Tobias Ohler	5,523,567
Angela Wörl	785,034

These provisions also cover periods of service at the company prior to appointment to the Executive Board, as well as employee contributions to their company pensions (including deferred compensation through December 31, 2020).

#### 8. Benefits Promised and Granted to Executive Board Members Who Departed in the Reporting Year (Section 162 (2) no. 4 of the German Stock Corporation Act)

No Executive Board member left the Executive Board in reporting year 2022.

#### 9. Compensation of Former Executive Board Members in 2022

Compensation paid to Dr. Staudigl in reporting year 2022:

€	Competitive restriction compensation (until May 12, 2022)	Pension (until May 12, 2022)	Other company pension benefits (from May 13, 2022)	Total compensation	Share of fixed compensation relative to total compensation	Share of variable compensation relative to total compensation
Dr. Rudolf Staudigl	212,744	173,195	621,413	1,007,352	100%	0%

Since his departure from the Executive Board of the company on May 12, 2021, Dr. Staudigl has been entitled to compensation for restriction of competitive activities as described in the 2021 Compensation Report. Competitive restriction compensation is paid in monthly installments and amounted to a total of €1,031,885 gross for 2021 and 2022. Under his employment agreement, the pension is offset against the competitive-restriction compensation, which is why the competitive-restriction compensation amount reported in the above table is the amount remaining after deduction of the pension. In reporting year 2022, the competitive-restriction compensation paid out to Dr. Staudigl amounted to €212,744 gross. The other company pension benefits reported include a capital payout of deferred compensation.

Dr. Staudigl was entitled to a pension in the amount of €480,000 gross in 2022. Amounts paid out by the German statutory pension insurance system that are based on employer contributions by the company are offset against that pension. In 2022, Dr. Staudigl received a pension of €173,195 until May 12, 2022.

Compensation of Former Executive Board Members in 2022 (€):

€	2022
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Former Executive Board members	
Dr. Joachim Rauhut	173,763
Dr. Wilhelm Sittenthaler	376,523
Former Executive Board members and managing directors and their surviving dependents (> 10 years)	
<b>Total</b>	<b>1,174,972</b>

## B. Compensation of the Supervisory Board

### I. Ratification by Shareholders of the Compensation Provisions and Compensation System for the Supervisory Board

The Annual Shareholders' Meeting determines Supervisory Board compensation, by way of a shareholder resolution or by amending the Articles of Association, on the basis of a proposal by the Executive and Supervisory Boards.

The rules on compensation for members of the Supervisory Board applicable for 2022 were adopted by the 2022 Annual Shareholders' Meeting effective from January 1, 2022, and ratified by a majority of 99.48 percent of the vote and are stipulated in Section 12 of WACKER's Articles of Association.

A complete description of the compensation system for the Supervisory Board can be found on the company's website at <https://www.wacker.com/cms/en-de/about-wacker/investor-relations/corporate-governance/compensation-system-supervisory-board.html>.

### II. Supervisory Board Compensation Components in 2022 at a Glance

#### Objective and Relevance to Corporate Strategy

Supervisory Board compensation takes into account the responsibilities assumed and the activities performed by the Supervisory Board members. It promotes the business strategy and long-term development of the company in that the nature of compensation is tailored to market needs, thereby making it possible to gain highly qualified individuals as members of the Supervisory Board.

#### Structure

Compensation for members of the Supervisory Board is set out in Section 12 of the company's Articles of Association. This Section reads as follows:

#### Section 12 Compensation of the Supervisory Board

(1) The members of the Supervisory Board shall receive fixed annual compensation payable at the end of the fiscal year amounting to €100,000 (in words: one hundred thousand euros). Members of the Supervisory Board who join or leave the Supervisory Board during a fiscal year shall receive a pro rata share of such compensation.

(2) The compensation outlined in Subsection 1 above shall be multiplied by a factor of 3 for the chairman of the Supervisory Board, by a factor of 2 for their deputy or a chairman of a committee and by a factor of 1.5 for any member of a committee. Where a person serves in more than one function, his/her additional functions shall not be taken into account, i.e. the chairman and his/her deputy shall not be entitled to additional factors if they serve on multiple committees and where members of the Supervisory Board serve on multiple committees, their service shall only be taken into account once.

(3) The Company shall reimburse the members of the Supervisory Board for their necessary expenses in the form of a flat fee. "The flat fee shall be €25,000 (in words: twenty-five thousand euros) per calendar year." The Company shall reimburse the members of the Supervisory Board for value-added tax provided that they are entitled to charge the Company this tax separately and they exercise this right.

(4) The Company shall arrange adequate insurance protection for the members of the Supervisory Board; in particular, it shall take out D&O insurance for them.

The compensation of the Supervisory Board is entirely fixed in nature: no variable compensation components are provided for. The Articles of Association define fixed annual compensation for Supervisory Board members as €100,000 (plus value-added tax). Owing to the additional time and effort involved in performing certain duties and in view of Recommendation G.17 of the German Corporate Governance Code, compensation for the Supervisory Board Chairman is multiplied by a factor of 3. A factor of 2 is applied to the Chairman's deputy and to committee chairs, while compensation for committee members is multiplied by a factor of 1.5. Where a person serves in more than one function, his/her additional functions shall not be taken into account, which means that the chairman and his/her deputy shall not be entitled to additional factors if they serve on multiple committees. In instances where members of the Supervisory Board serve on multiple committees, their service shall only be taken into account once.

Supervisory Board members who join, or depart from, the Supervisory Board during a particular year receive prorated compensation.

The Company shall reimburse the members of the Supervisory Board for their necessary expenses in the form of a flat fee of €25,000 (any VAT payable being refunded). While expenses are reimbursed in December of the fiscal year in which they were incurred, the fixed annual compensation for that year is paid in January of the subsequent year.

The Company provides the members of the Supervisory Board with appropriate insurance coverage in the form of D&O insurance with no deductible.

The employee representatives are subject to the rules of the German Trade Union Confederation (DGB) and of the Association of Employed Academics and Executives in the Chemical Industry (VAA) concerning the transfer of supervisory board compensation.

### **III. Compensation of Individual Supervisory Board Members Appointed in the 2022 Reporting Year**

In accordance with Section 162 (1) sentence 1 and Section 162 (1) sentence 2 no. 1 of the German Stock Corporation Act, all compensation components "granted and owed" to each member of the Supervisory Board in 2022 must be disclosed in the Compensation Report. Compensation is classified as "granted and owed" if the activity on which compensation was based was performed in full in 2022, giving rise to a corresponding legal obligation of the company toward the Executive Board members. The disclosure also includes those compensation components that were earned in the reporting year but not paid out until the

year that follows the reporting year.

Compensation “Granted And Owed” (Section 162 (1) Sentence 1 of the German Stock Corporation Act) to Active Members of the Supervisory Board

€	Fixed compensation	Flat reimbursement amount for expenses	Variable components	Total compensation	Share of fixed compensation relative to total compensation	Share of variable compensation relative to total compensation
Supervisory Board members						
Dr. Peter-Alexander Wacker (Chair of the Supervisory Board)	300,000	25,000	–	325,000	100%	0%
Manfred Köppl (Deputy Chair of the Supervisory Board)	200,000	25,000	–	225,000	100%	0%
Peter Áldozó	100,000	25,000	–	125,000	100%	0%
Prof. Andreas H. Biagosch	100,000	25,000	–	125,000	100%	0%
Dr. Gregor Biebl	100,000	25,000	–	125,000	100%	0%
Matthias Biebl	100,000	25,000	–	125,000	100%	0%
Ingrid Heindl	100,000	25,000	–	125,000	100%	0%
Markus Hautmann	100,000	25,000	–	125,000	100%	0%
Eduard-Harald Klein (Member of the Mediation Committee)	150,000	25,000	–	175,000	100%	0%
Franz-Josef Kortüm (until May 20, 2022, Chair of the Audit Committee)	169,178	25,000	–	194,178	100%	0%
Barbara Kraller	100,000	25,000	–	125,000	100%	0%
Beate Rohrig	100,000	25,000	–	125,000	100%	0%



Dr. Birgit Schwab	100,000	25,000	–	125,000	100%	0%
Ann-Sophie Wacker	100,000	25,000	–	125,000	100%	0%
Dr. Susanne Weiss	100,000	25,000	–	125,000	100%	0%
Prof. Ernst-Ludwig Winnacker (until May 20, 2022)	38,356	9,589	–	47,945	100%	0%
Prof. Anna Weber (from May 20, 2022) (Chair of the Audit Committee)	123,836	15,479	–	139,315	100%	0%

No compensation was granted or owed within the meaning of Section 162 (1) sentences 1 and 2 no. 1 of the German Stock Corporation Act to any former Supervisory Board member in the 2022 reporting year.

### C. Comparative Presentation (Section 162 (1) sentence 2 no. 2 of the German Stock Corporation Act)

The following table shows a comparison of the year-over-year change (from the respective previous year to the following reporting year) in the compensation of the members of the Executive and Supervisory Boards, in the Company's earnings and in the average compensation of employees (expressed as full-time equivalents). Section 26j (2) sentence 2 of the Introductory Act to the German Stock Corporation Act is applied in that the five-year comparison of average full-time-equivalent employee compensation is built up year by year, starting with the change from 2020 to 2021.

#### Comparative Presentation of Year-Over-Year Change in Compensation of Executive and Supervisory Board Members, Earnings and Average Full-Time-Equivalent Employee Compensation

Note: to provide for better comparability beyond the requirements of Section 162 (1) sentence 2 no. 2 of the German Stock Corporation Act, the percentage change in compensation of all Executive and Supervisory Board members active in 2021 and 2022 (active presidents and CEOs, active Executive Board members, former Executive Board members, active Supervisory Board members) is presented in the table.

	From 2020 to 2021	From 2021 to 2022
Changes in %		
Compensation of Executive and Supervisory Board		

Changes in %	From 2020 to 2021	From 2021 to 2022
<b>members</b>		
Active presidents and CEOs		
Dr. Christian Hartel (from May 13, 2021)	–	77
Dr. Rudolf Staudigl (until May 12, 2021)	-54	–
Total, active presidents and CEOs:	14	5
Active Executive Board members		
Dr. Christian Hartel	-54	–
Auguste Willems	26	12
Dr. Tobias Ohler	32	12
Angela Wörl	–	76
Total for active Executive Board members:	18	6
Former Executive Board members		
Dr. Rudolf Staudigl (from May 13, 2021)	–	61
Dr. Joachim Rauhut	–	8
Dr. Wilhelm Sittenthaler	–	-49
Former Executive Board members and managing directors and their surviving dependents (> 10 years)	–	-14
Total for former Executive Board members:	–	-9
Active Supervisory Board members		
Dr. Peter-Alexander Wacker	0	12
Manfred Köppl	0	13
Peter Áldozó	0	14
Prof. Andreas H. Biagosch	0	14
Dr. Gregor Biebl	0	14
Matthias Biebl	0	14

Changes in %	From 2020 to 2021	From 2021 to 2022
Ingrid Heindl	0	14
Markus Hautmann (from January 1, 2021)	–	14
Eduard-Harald Klein	0	13
Franz-Josef Kortüm	0	-3
Barbara Kraller	0	14
Beate Rohrig	0	14
Dr. Birgit Schwab (from October 1, 2020)	298	14
Ann-Sophie Wacker	0	14
Dr. Susanne Weiss	0	14
Prof. Ernst-Ludwig Winnacker (until May 20, 2022)	0	-56
Prof. Anna Weber (from May 20, 2022)	–	–
Total for active Supervisory Board members:	0	5
<b>Earnings</b>		
Net income of Wacker Chemie AG (HGB)	726	9
EBIT of the WACKER Group (IFRS)	332	48
<b>Average employee compensation</b>		
	14	7

The disclosures for former Executive Board members include one-time capital payouts of deferred compensation.

The change in earnings presented reflects the change in the net result for the year of Wacker Chemie AG in accordance with Section 275 (2) no. 17 of the German Commercial Code (HGB). Because the compensation of members of the Executive Board depends largely on the development of Group performance indicators, the change in adjusted EBIT reported in the consolidated financial statements of the WACKER Group is also shown.

The change in average employee compensation is determined based on the average compensation of the workforce of Wacker Chemie AG. Because the employee and compensation structures vary across the subsidiaries, only the workforce of Wacker Chemie AG in Germany is considered for comparison here. The comparison includes the compensation of all employees, including those who are management employees (“leitende

Angestellte”) as defined in Section 5 (3) of the Works Constitution Act (BetrVG) governing industrial relations in Germany. In the case of employees who simultaneously receive compensation as members of the Supervisory Board of Wacker Chemie AG, such compensation is excluded. To ensure comparability, the compensation of part-time workers is converted into full-time equivalents.

Munich, March 2, 2023

The Executive Board  
of Wacker Chemie AG

The Supervisory Board  
of Wacker Chemie AG

#### Disclaimer

The Compensation Report was published on March 30, 2023. It is available online in English and German.

<https://www.wacker.com/cms/en-de/about-wacker/investor-relations/corporate-governance/overview.html>

# Independent Auditor's Report on the Audit of the Compensation Report in accordance with Section 162 (3) of the German Stock Corporation Act

To Wacker Chemie AG, Munich

## Audit Opinion

We have formally audited the compensation report of Wacker Chemie AG, Munich, for the fiscal year from January 1, 2022, to December 31, 2022, to ascertain whether the disclosures required under Section 162 (1) and (2) of the German Stock Corporation Act (AktG) were made in the compensation report. In accordance with Section 162 (3) of the German Stock Corporation Act, we have not audited the substance of the compensation report.

In our opinion, the accompanying compensation report makes the disclosures required under Section 162 (1) and (2) of the German Stock Corporation Act in all material respects. Our audit opinion does not cover the substance of the compensation report.

## Basis of the Audit Opinion

We conducted our audit of the compensation report in accordance with Section 162 (3) of the German Stock Corporation Act and the IDW Auditing Standard: The Audit of the Compensation Report in Accordance with Section 162 (3) of the German Stock Corporation Act (IDW PS 870 (08.2021)). Our responsibility under this provision and this standard is further described in the section entitled "Auditor's Responsibility" of our report. As an auditing practice, we have applied the requirements of IDW Quality Assurance Standard "Requirements for Quality Management Applicable to German Auditing Practices" (IDW QS 1). We have complied with the professional duties under the German Act on the Code of Professional Practice for German Public Auditors (Wirtschaftsprüferordnung) and the Professional Code of Conduct for Auditors/Certified Accountants, including the requirements for independence.

## Responsibility of the Executive Board and Supervisory Board

The Executive Board and Supervisory Board are responsible for preparing the compensation report, including the related disclosures, in compliance with the requirements of Section 162 of the German Stock Corporation Act. In addition, they are responsible for the internal controls that they deem necessary to enable the preparation of a compensation report, including the related disclosures, that is free from material misstatements whether due to fraud (that is, manipulation of accounts and damage to assets) or error.

## Auditor's Responsibility

Our aim is to ascertain with reasonable assurance whether the disclosures required in accordance with Section 162 (1) and (2) of the German Stock Corporation Act have been made in all material respects in the compensation report and to issue an audit opinion on this in a report.

We planned and conducted our audit in such a way that, by comparing the disclosures made in the compensation report to the disclosures required under Section 162 (1) and (2) of the German Stock Corporation Act, we can determine whether the compensation report is formally complete. In accordance with Section 162 (3) of the German Stock Corporation Act, we did not audit the completeness of the substance of the individual disclosures or the appropriate presentation of the compensation report.

Munich, March 2, 2023

KPMG AG

Wirtschaftsprüfungsgesellschaft

Huber-Straßer

Prof. Grottel

Wirtschaftsprüferin

Wirtschaftsprüfer

(German Public Auditor)

(German Public Auditor)

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## **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 no later than 24:00 hours (CEST) on May 10, 2023.

### **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)

Entitlement to attend the shareholders' meeting and to exercise shareholder rights requires written proof from the last intermediary (i.e. from the institution managing the investment account) confirming the shareholding; proof of shareholding as per Section 67c (3) of the German Stock Corporation Act is sufficient. Proof of shareholding must show that shareholders held their shares at the beginning of the twenty-first day prior to the Annual Shareholders' Meeting (00:00 hours (CEST) on April 26, 2023; "Record Date") and must reach the company at the address above by no later than 24:00 hours (CEST) on May 10, 2023.

Shareholders will receive admission tickets to the Annual Shareholders' Meeting from the registration office stated in the foregoing after their proper registration application and proper documented proof of ownership of the shares have been received. To ensure that admission tickets are received on time, we ask that you start the application process early, including sending proof of ownership to the office stated in the foregoing.

Admission tickets are a purely organizational formality and are not a prerequisite for attending the Annual Shareholders' Meeting or exercising voting rights

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

## **Meaning of the Record Date**

The Record Date is the date that determines whether, and to what extent, shareholders can attend and exercise voting rights in connection with the virtual Annual Shareholders' Meeting. 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 and exercise their voting rights. 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 do not become a shareholder until 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 saleability of shares and is irrelevant as regards any dividend entitlement.

## **Password-Protected Shareholder Portal**

As of April 26, 2023, the password-protected Shareholder Portal will be available on the company website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung). Shareholders who have submitted valid applications and proof of ownership of shares may use the password-protected Shareholder Portal in accordance with the procedure set up to exercise their voting rights as part of electronic absentee voting and grant electronic power of attorney and instructions to the proxies of the company. Exercise of other shareholder rights is not possible using the Shareholder Portal, in particular, it is not possible to submit questions or applications or objections to resolutions of the Annual Shareholders' Meeting, and the Annual Shareholders' Meeting will not be broadcast in audiovisual format on the Shareholder Portal.

The personalized access data required to use the password-protected Shareholder Portal will be sent with the registration confirmation after receipt of a valid registration and valid proof of share ownership, each as previously described in the section "Prerequisites for Attending the Annual Shareholders' Meeting and Exercising Voting Rights." The use of the Shareholder Portal by an authorized representative (proxy) is subject to the proxy giver providing the proxy with the access data that were sent with the admission ticket, unless that data was sent directly to the proxy.

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

Voting rights can also be exercised by an authorized representative (proxy), e.g. by an intermediary, a shareholder association, a proxy advisor or another third party. In this case as well, the shareholder must register for the Annual Shareholders' Meeting and provide proof of share ownership before the stipulated deadline, each as previously described in the section "Attending the Annual Shareholders' Meeting and Exercising Voting Rights and Exercising Voting Rights."

If neither an intermediary (e.g. financial institution) nor a shareholder association, proxy advisor or other person equivalent to the preceding as per Section 135 (8) of the German Stock Corporation Act is appointed as an authorized representative, the granting and revocation of a proxy authorization and the proof of such authorization must be submitted to the company

in text form. Granting of proxy authorization can be effected using the proxy form sent to shareholders along with the admission tickets.

Proof of appointment of an authorized representative can be submitted to the company by sending the proxy authorization in text form to the following email address:

Anmeldestelle@computershare.de

If intermediaries (e.g. financial institutions), shareholder associations, proxy advisors or other persons equivalent to the preceding pursuant to Section 135 (8) of the German Stock Corporation Act are appointed as authorized representatives, the text-form requirement does not apply. In such cases, however, compliance with the provisions of Section 135 of the German Stock Corporation Act is required, as possibly with other special provisions stipulated by the respective authorized representatives (who should be questioned in this regard).

## **Voting by Proxy via Company-Appointed Representatives Bound by Instructions**

Shareholders have the option to have their voting rights exercised by company-appointed proxies who shall be bound by the instructions of the shareholders. In this case as well, the shareholder must register for the Annual Shareholders' Meeting and provide proof of share ownership before the stipulated deadline, each as previously described in the section "Prerequisites for Attending the Annual Shareholders' Meeting and Exercising Voting Rights and Exercising Voting Rights."

Shareholders or their authorized representatives who wish to grant proxy to the company-appointed proxies can do so using the authorization and instruction form enclosed with the admission ticket.

Proxy voting authorizations and instructions to the company-appointed proxies must be sent to the following address no later than 24:00 hours (CEST) (time of receipt) on May 16, 2023:

### **Wacker Chemie AG**

c/o Computershare Operations Center  
80249 Munich, Germany  
Email: Anmeldestelle@computershare.de

Authorizations and instructions sent to the company-appointed proxies in this manner can also be revoked or changed in advance of the Annual Shareholders' Meeting until 24:00 hours (CEST) (time of receipt) on May 16, 2023.

In addition, from April 26, 2023, until the commencement of voting at the Annual Shareholders' Meeting on May 17, 2023, shareholders may grant, change or revoke the power of attorney and instructions to the company-appointed proxies via the Shareholder Portal (see above).

For more information on issuing proxy authorizations and instructions (including via the Shareholder Portal), please refer to the admission ticket and the explanations given on the company's website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

## **Voting via Electronic Absentee Voting**

Shareholders also have the option to exercise voting rights by way of electronic absentee voting via the password-protected Shareholder Portal (see above). In this case as well, a valid registration and valid proof of share ownership is required, as described in the section



“Prerequisites for Attending the Annual Shareholders’ Meeting and Exercising Voting Rights.” The access data required for electronic absentee voting will be sent along with the admission ticket upon receipt of a valid registration and valid proof of share ownership. Electronic absentee voting via the password-protected Shareholder Portal will already be possible beginning on April 26, 2023, in accordance with the procedure provided, and remains possible even during the Annual Shareholders’ Meeting until voting begins there. Until that time, any absentee vote previously cast can also be revoked or changed via the Shareholder Portal.

For more information on electronic absentee voting, please refer to the registration confirmation and the explanations given on the company’s website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

## **Further Information on Exercising Voting Rights**

If voting rights are exercised in due time by means of power of attorney / instructions for company-appointed proxies, they will be taken into consideration in the following order, irrespective of when they were received: 1. electronically via the Shareholder Portal; 2. in accordance with Section 67c (1) and (2) sentence 3 of the German Stock Corporation Act in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212; 3. by email; and 4. by post. For a declaration to be considered revoked, the last revocation received in due time shall apply.

If an agenda item is voted on individually rather than collectively, the remote vote or instruction issued on this agenda item shall apply accordingly to each point of the individual vote.

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

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).

## **Motions and Election Nominations by Shareholders in Accordance with Section 126 (1) and Section 127 of the German Stock Corporation Act**

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. The statutory grounds for exclusion are presented on the company's website at [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 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.

## **Shareholders' Right to Information Pursuant to Section 131 (1) of the German Stock Corporation Act**

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 chair of the meeting may reasonably limit the time available to shareholders during the question-and-answer session. In addition, the

Executive Board may decline to provide information under certain circumstances covered by Section 131 (3) of the German Stock Corporation Act. These circumstances are presented on the company's website: [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

## **Documentation to Be Published on the Company's Website**

The convening of the Annual Shareholders' Meeting, the documents and shareholder motions to be published as required by law, additional information pursuant to Section 124a of the German Stock Corporation Act and detailed information on the shareholders' rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act will also be available as of the date that the Annual Shareholders' Meeting is convened on the company's website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

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

## **Total 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.

## **Data Protection Information**

For details concerning the processing of the personal data of shareholders and the rights of shareholders under the EU's General Data Protection Regulation (GDPR), please refer to the company's website at [www.wacker.com/hauptversammlung](http://www.wacker.com/hauptversammlung).

**Munich, March 2023**

**Wacker Chemie AG  
The Executive Board**