

## Declaration of conformity with the German Corporate Governance Code pursuant to Section 161 of the German Stock Corporation Act (AktG)

Under Section 161 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of Evonik Industries AG are required to annually submit a declaration that the company has been, and is, in compliance with the recommendations of the Government Commission on the German Corporate Governance Code and which recommendations have not been or are not being applied, together with the associated reasons. The declaration has to be made permanently available to the public on the company's website.

The Executive Board and Supervisory Board of Evonik Industries AG hereby submit the following declaration pursuant to Section 161 of the German Stock Corporation Act (AktG):

Since submitting its last declaration of conformity in December 2015, the company has fully complied with all recommendations of the German Corporate Governance Code in the version dated May 5, 2015, as published in the Federal Gazette on June 12, 2015, respectively, and will continue to do so.

Further, nearly all suggestions contained in the aforementioned version of the German Corporate Governance Code were applied, with the following exceptions:

The suggestion set forth in Section 2.3.3 of the German Corporate Governance Code (the company should make it possible to follow the general meeting using modern communication media) was not and will not be applied. Instead, for organizational reasons, only the speeches by the Chairman of the Supervisory Board and the Chairman of the Executive Board will be transmitted. This procedure also correlates with widespread practice. Moreover, it cannot be excluded that a more extensive transmission could infringe the personal rights of shareholders, which are to be protected.

Further, Section 2.3.2 Sentence 2, second half-sentence of the German Corporate Governance Code (the representative appointed to exercise shareholders' voting rights in accordance with instructions should also be reachable during the general meeting) was not and will not be applied. Application of this suggestion would only be appropriate in the event of transmission of the general shareholders' meeting in full via modern communication media. Furthermore, the availability of the representatives nominated by the company via electronic media during the meeting as put forward by this suggestion involves technical uncertainties. These and the associated risks for the efficacy of resolutions are to be avoided.

Essen, December 2016

The Executive Board

The Supervisory Board