

INVITATION TO THE ANNUAL SHARE- HOLDERS' MEETING

EVONIK INDUSTRIES AG
WEDNESDAY, JUNE 2, 2021,
10 AM¹

¹ Central European Summer Time – CEST



**We hereby invite our shareholders to the
Annual Shareholders' Meeting**

at 10 AM (Central European Summer Time – CEST)
on Wednesday, June 2, 2021

with the following provision:

The Annual Shareholders' Meeting takes place as a virtual Annual Shareholders' Meeting without physical presence of either the shareholders or their proxies (with the exception of the voting proxies designated by the Company); there is **no right or opportunity for shareholders to be present at the place of the Annual Shareholders' Meeting.**

A live video and audio transmission will be provided on the Internet. The shareholders' voting rights are exercised exclusively by way of postal vote or by granting power of attorney to a proxy, especially the voting proxies designated by the Company.

The venue of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act is the administrative headquarter of Evonik Industries AG, Rellinghauser Straße 1–11, 45128 Essen, Germany (Building 5, Main Hall).

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I. Agenda

1. Provision of documents for the Annual Shareholders' Meeting in accordance with Section 176 Paragraph 1 Sentence 1 of the German Stock Corporation Act (Aktien-gesetz – "AktG")

Pursuant to Section 176 Paragraph 1 Sentence 1 AktG, the Executive Board provides access to the following documents for the Annual Shareholders' Meeting:

- the adopted annual financial statements of Evonik Industries AG as of December 31, 2020
- the approved consolidated financial statements as of December 31, 2020
- the combined management report and the group management report for the Evonik Group and Evonik Industries AG, including the explanatory report of the Executive Board relating to the information provided pursuant to Section 289a Paragraph 1 and Section 315a Paragraph 1 of the German Commercial Code (Handelsgesetzbuch – "HGB").
- the report of the Supervisory Board of Evonik Industries AG, and
- the Executive Board's proposal for the allocation of the net profit.

All the above documents are accessible in the internet at

www.evonik.com/annual-shareholders-meeting

Further, the documents will be accessible during the Annual Shareholders' Meeting.

Pursuant to Section 172 AktG, on March 3, 2021 the Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Executive Board on February 19, 2021. The approval by the Supervisory Board of the annual financial statements constitutes their adoption. Accordingly, pursuant to Section 173 Paragraph 1 AktG, the Annual Shareholders' Meeting is not required to formally adopt the financial statements or approve the consolidated financial statements. The other documents specified above, too, only have to be made accessible at the Annual Shareholders' Meeting and explained at the Meeting in accordance with Section 176 Paragraph 1 Sentence 2 AktG; no resolution is required, apart from a resolution on the allocation of the net profit.

2. Resolution on the allocation of the net profit

The claim for payment of the dividend becomes due on the third business day (Geschäftstag) after the resolution by the Annual Shareholders' Meeting unless a later due date is determined in the articles of association or in the resolution on the allocation of the net profit (Section 58 Paragraph 4 Sentences 2 and 3 AktG). In contrast, an earlier due date is not permitted (Section 58 Paragraph 4 Sentence 3 AktG).

From the net profit of the fiscal year 2020 a dividend of €1.15 per no-par value share is to be distributed.

The Executive Board and Supervisory Board propose that the following resolution be adopted:

The net profit of €535,900,000.00 stated in the annual financial statements for fiscal year 2020 be allocated as follows:

• Payment of a dividend of €1.15 per no-par value share entitled to the dividend	=	€535,900,000.00
• Allocation to other revenue reserves	=	€0.00
• Amount carried forward	=	€0.00

Net profit = **€535,900,000.00**

The dividend will be paid on June 8, 2021.

This proposal for the allocation of the profit is based on the capital stock of €466,000,000.00 divided into 466,000,000 no-par value shares—entitled to a dividend on February 19, 2021 (date of establishment of the annual financial statements). The number of shares entitled to the dividend and thus the total amount of the dividend could decrease in the period up to the date on which the resolution on the allocation of the net profit is passed. In this case, the Executive Board and Supervisory Board will submit an amended resolution proposal for the allocation of the net profit, which will, however, propose an unchanged distribution of €1.15 per no-par value share entitled to the dividend, and a corresponding increase in the amount to be carried forward.

3. Resolution on formal approval of the actions of the members of the Executive Board in fiscal year 2020

The Executive Board and Supervisory Board propose that the following resolution be adopted:

The actions of the members of the Executive Board who held office in fiscal year 2020 are hereby formally approved for this period.

4. Resolution on formal approval of the actions of the members of the Supervisory Board in fiscal year 2020

The Executive Board and Supervisory Board propose that the following resolution be adopted:

The actions of the members of the Supervisory Board who held office in fiscal year 2020 are hereby formally approved for this period.

5. Resolution on the appointment of the auditor and of the Group auditor for fiscal year 2021 and of the auditor for an audit review of the condensed financial statements and interim management report as of June 30, 2021 pursuant to Section 115 Paragraph 5 and Section 117 No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz – “WpHG”) (“interim financial report”) and additional financial information during the year pursuant to Section 115 Paragraph 7 WpHG

Based on a corresponding recommendation of the Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, (Germany), is appointed

- a) as the auditor and Group auditor for fiscal year 2021
- b) as the auditor for a review of the condensed financial statements and interim management report as of June 30, 2021 pursuant to Section 115 Paragraph 5 and Section 117 No. 2 of the WpHG, and
- c) as the auditor for any review of the interim financial statements and interim management report pursuant to Section 115 Paragraph 7 WpHG for additional financial information during fiscal year 2021 and 2022 up to the next Annual Shareholders’ Meeting.

Both the recommendation of the Audit Committee—including its preference as part of the tender to audit in favor of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin (Germany), as auditor and Group auditor for the audit of the financial statements—and the proposal put forward by the Supervisory Board are free of any undue influence by third parties. Furthermore, there were no rules restricting the selection of the auditor for the audit of the financial statements to a specific auditor or audit firm.

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin (Germany), has declared to the Supervisory Board that there are no business, financial, personal or other relations between it, its governing bodies and its lead auditors on the one hand, and the Company and its members of the governing bodies on the other, that could give rise to doubts about its independence.

6. Resolution on elections to the Supervisory Board

Dr. Siegfried Luther and Mr. Peter Spuhler, both shareholder representatives on the Supervisory Board, have resigned from their office with effect from the end of the Annual Shareholders' Meeting on June 2, 2021. No substitute member has been elected neither for Dr. Luther nor Mr. Spuhler. Therefore, it is necessary to elect two new shareholder representatives. Pursuant to Section 8 Paragraph 5 of the Articles of Association, in such cases, the election of a successor shall be for the remaining term of office of the member leaving the Supervisory Board, except where a shorter term of office is set.

Based on the recommendation of the Nomination Committee, the Supervisory Board proposes that the following candidates be elected to the Supervisory Board as shareholder representatives (whereby the election shall be held individually for each candidate):

- a) Mr. Werner Fuhrmann, Gronau, former member of the Executive Board of Akzo Nobel N.V. is elected as shareholder representative succeeding Dr. Siegfried Luther, who is leaving the Supervisory Board at the end of the Annual Shareholders' Meeting on June 2, 2021, for his remaining term of office, i.e. until the end of the Annual Shareholders' Meeting that resolves to approve of the actions for fiscal year 2022.
- b) Mr. Cedrik Neike, Berlin, member of the Executive Board of Siemens Aktiengesellschaft and CEO of the business unit Digital Industries is elected as shareholder representative succeeding Mr. Peter Spuhler, who is leaving the Supervisory Board at the end of the Annual Shareholders' Meeting on June 2, 2021, for his remaining term of office, i.e. until the end of the Annual Shareholders' Meeting that resolves to approve of the actions for fiscal year 2022.

Information pursuant to Section 125 Paragraph 1 Sentence 5 AktG on the candidate Werner Fuhrmann proposed by the Supervisory Board for election to the Supervisory Board:

Memberships in other statutory supervisory boards to be established by law:

- None

Memberships in comparable domestic and foreign supervisory bodies responsible for supervising commercial enterprises:

- Kemira Oyi, Helsinki, Finland
- Ten Brinke B.V., Varsseveld, Netherlands

According to recommendation C.4 of the German Corporate Governance Code (GCGC) a member of the Supervisory Board who is not a member of any Management Board of a listed company shall not accept more than five Supervisory Board mandates at non-group listed companies. With the election of Mr. Fuhrmann this recommendation is fulfilled.

Information pursuant to Section 125 Paragraph 1 Sentence 5 AktG on the candidate Cedrik Neike proposed by the Supervisory Board for election to the Supervisory Board:

Memberships in other statutory supervisory boards to be established by law:

- None

Memberships in comparable domestic and foreign supervisory bodies responsible for supervising commercial enterprises:

- Atos SE, Bezons, France
- Siemens France Holding S.A., Saint-Denis, France
- Siemens Aktiengesellschaft Österreich, Vienna, Austria

According to recommendation C.5 GCGC a member of the Management Board of a listed company shall not have more than two Supervisory Board mandates in non-group listed companies. With the election of Mr. Neike this recommendation is fulfilled. He has only one Supervisory Board mandate at Atos SE as a non-group listed company so far.

Information pursuant to Section 124 Paragraph 2 Sentences 1 and 2 AktG:

In accordance with Section 96 Paragraph 1 and Section 101 Paragraph 1 AktG, in conjunction with Section 7 Paragraph 1 Sentence 1 No. 3 of the German Codetermination Act (Mitbestimmungsgesetz), the Supervisory Board comprises ten representatives of the shareholders and ten representatives of the employees.

Section 96 Paragraph 2 Sentences 1 and 2 AktG stipulate that the Supervisory Board must have a minimum quota of at least 30 percent women and at least 30 percent men. For Evonik Industries AG, this means that at least 6 seats must be held by women and at least 6 must be held by men. Section 96 Paragraph 2 Sentence 3 AktG provides that the shareholder representatives or the employee representatives may object to overall fulfillment of this quota, which is the normal situation provided for by the law, with the consequence that each side must ensure that its composition complies with the quotas. So far, no such objection has been raised on the Supervisory Board of Evonik Industries AG. Neither side intends to raise any such objection in connection with the upcoming election to the Supervisory Board. Rather, the Supervisory Board intends to meet the quotas for its composition through overall fulfillment of the quotas. On both the shareholders' side and the employees' side, the members currently comprise three women and seven men. Ms. Anke Strüber-Hummelt stepped down from the Supervisory Board with effect from March 31, 2021 and was replaced by court appointment of Mr. Gerhard Ribbeheger as an employee representative. With the election of Mr. Fuhrmann and as well of Mr. Neike the minimum quota will remain to be fulfilled.

In accordance with the recommendation C.13 GCGC, further attention is drawn to the following: The Supervisory Board believes that there are no material personal or business relations between Mr. Fuhrmann or Mr. Neike on the one hand and the companies in the Evonik Group, the governance bodies of the Evonik Industries AG or any shareholder with a direct or indirect interest of more than 10 percent of the voting shares in Evonik Industries AG on the other that are of relevance for their election by the Annual Shareholders' Meeting.

Mr. Fuhrmann and Mr. Neike are classified as independent members of the Supervisory Board in accordance with to the recommendations C.6–C.9 GCGC.

Further Details of the candidates can be found in the resumes appended to item 6 of the Agenda as additional information (see page 19 et seq.).

Mr. Michael Rüdiger will become Chairman of the Audit Committee succeeding Dr. Luther as of June 3, 2021. Mr. Rüdiger fulfills the requirements of Section 100 Paragraph 5 AktG and of the recommendation D.4 GCGC as an independent member with specific knowledge of accounting principles. Ms. Angela Titzrath as member of the Audit Committee fulfills the requirements of Section 100 Paragraph 5 AktG and of the recommendation D.4 GCGC as an independent member with specific knowledge of auditing.

II. Further information and details of the Annual Shareholders' Meeting

1. Annual Shareholders' Meeting without physical presence of shareholders

In accordance with Section 1 Paragraph 1, 2 of the German Act on Measures in Corporate, Co-operative, Association, Foundation and Residential Property Law to combat the effects of the COVID-19 pandemic¹ (COVID-19 Act), the Executive Board has decided with the consent of the Supervisory Board that the Annual Shareholders' Meeting will be held as a virtual meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies designated by the Company) and that the shareholders cast their votes in the Annual Shareholders' Meeting, in particular by means of electronic communication. The Annual Shareholders' Meeting is held in the physical presence of the Chairman of the Meeting and members of the Executive Board, the proxies designated by the Company and further members of the Supervisory Board and a notary public instructed to keep the record of the Annual Shareholders' Meeting at the administrative headquarters of Evonik Industries AG, Rellinghauser Straße 1–11, 45128 Essen (Building 5, Main Hall).

The holding of the Annual Shareholders' Meeting 2021 as a virtual shareholders' meeting in accordance with the COVID-19 Act will lead to modifications to procedures of the Annual Shareholders' Meeting and in the rights of the shareholders. A live video and audio transmission of the entire Annual Shareholders' Meeting will be provided to shareholders via our password-protected **Online-Service** at

www.evonik.com/annual-shareholders-meeting.

The speeches of the Chairman of the Supervisory Board and the Chairman of the Executive Board at the Shareholders' Meeting on June 2, 2021 from about 10:00 AM (CEST) will be broadcast live on the Internet at www.evonik.com/annual-shareholders-meeting. They will also be available as a recording after the Annual Shareholders' Meeting at the above Internet address.

Shareholders may also exercise their voting rights via electronic communication (postal vote) and by issuing a proxy. Shareholders will be given the opportunity to ask questions by electronic communication and shareholders who have exercised their voting rights via electronic communication (postal vote) and by issuing a proxy can object to resolutions of the Annual Shareholders' Meeting by means of electronic communication.

¹ German Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) of March 27, 2020 (Federal Gazette (Bundesgesetzblatt) I 2020, p. 570), as amended by the German Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adaptation of Pandemic-Related Provisions in Corporate, Co-operative, Association, Foundation and Tenancy and Lease Law (Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht) of December 22, 2020 (Federal Gazette I 2020, p. 3328)

This year as well, we ask shareholders to pay particular attention to the following information regarding registration for the Annual Shareholders' Meeting, the exercise of voting rights and other shareholder rights.

2. Conditions for the exercise of voting rights

In accordance with Section 18 Paragraph 1 of the Articles of Incorporation, shareholders are entitled to attend the Annual Shareholders' Meeting and exercise their voting rights at the Annual Shareholders' Meeting provided that they are registered in the share register and have submitted an application to the Company to attend the Meeting by the deadline, which is

12:00 midnight (CEST) on Wednesday, May 26, 2021 at the latest

in text form (Section 126b German Civil Code/Bürgerliches Gesetzbuch – "BGB") in German or English at the following address

Evonik Industries AG
 c/o ADEUS Aktienregister-Service-GmbH
 Postfach 57 03 64
 22772 Hamburg
 Germany
 Fax: +49 89 20 70 37 95 1
 Email: hv-service.evonik@adeus.de

or via the password-protected **Online-Service** at

www.evonik.com/asm-services

using the procedure provided for this purpose. The date of receipt of the application shall determine whether this deadline is met.

To submit an application to attend the Meeting via the password-protected Online-Service, the shareholder number and a personal access password are required. Those shareholders who have already registered for email dissemination of the invitation to the Annual Shareholders' Meeting will receive their shareholder number with the invitation to the Annual Shareholders' Meeting and must use the access password they chose when they registered. All other shareholders will receive their access password with their invitation to the Annual Shareholders' Meeting provided that they are registered in the share register before the start of Wednesday, May 12, 2021. The procedure for applying to attend via the password-protected Online-Service requires that the shareholder is registered in the share register prior to the start of Wednesday, May 12, 2021. The password-protected Online-Service will be available from Thursday, May 6, 2021. Further information on the procedure for applying to attend the Meeting via the password-protected Online-Service can be found at the above internet address.

Under Section 67 Paragraph 2 Sentence 1 AktG, only those shareholders registered as such in the share register shall be deemed vis-à-vis the Company to be shareholders. Further, the exercise voting rights is subject to the shareholder still being registered as such in the share register on the date of the Annual Shareholders' Meeting. The number of voting rights that a person may exercise shall be determined by the number of shares registered in the share register on the day of the Annual Shareholders' Meeting. For administrative reasons, however, no transfer may be effected in the share register between Thursday, May 27, 2021 and the day of the Annual Shareholders' Meeting, i.e. Wednesday, June 2, 2021 (inclusive in each case). Therefore, the status of entries in the share register on the day of the Annual Shareholders' Meeting will be the status of the last transfer on Wednesday, May 26, 2021 (referred to as the technical record date).

Intermediaries as well as shareholders' associations, proxy advisors within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG as well as other persons with equivalent status in accordance with section 135 Paragraph 8 AktG may only exercise voting rights pertaining to registered shares which they do not own but in respect of which they are entered in the share register as the bearer if they have been granted appropriate authorization. Details of such authorization are set forth in Section 135 AktG. According to Section 67a Paragraph 4 AktG, an intermediary is a person who provides services for the administration or management of securities or the maintenance of securities accounts for shareholders or other persons if the services are related to shares of companies which have their registered office in a member state of the European Union or in another state which is a party to the Agreement on the European Economic Area. Accordingly, the term intermediary includes in particular credit institutions within the meaning of Art. 4 Paragraph 1 No. 1 of the so-called Capital Adequacy Regulation (Regulation (EU) No. 575/2013).

3. Proxy voting procedure

a) Option to vote by proxies, forms

Shareholders may arrange for their voting rights to be exercised by a proxy, for example, as an intermediary especially a bank, shareholders' association, proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG, voting proxies designated by the Company or another person of their choice. Correct application to attend the Annual Shareholders' Meeting (see Section 2 above (Conditions for the exercise of voting rights)) is also necessary in such cases. Proxy authorization may be granted either before or during the Annual Shareholders' Meeting and can be granted before applying to attend. Proxy authorization may be granted by making a declaration to the proxy or the Company.

Insofar as no restrictions or other constraints are imposed by law, the person granting the proxy authorization, or the proxy may exercise voting rights in the same way as the shareholder would be able to.

Neither the law nor the Articles of Incorporation nor the Company requires the use of a specific form to grant proxy authorization. However, in the interest of smooth processing, we ask that you always use the forms provided to grant proxy authorization if such authorization is to be granted by submitting a declaration vis-à-vis the Company. Forms that shareholders can use to grant a proxy authorization as part of the procedure for applying to attend the Annual Shareholders' Meeting are made accessible with submission of the invitation to the Annual Shareholders' Meeting, i.e. shareholders are given access to an application form and a proxy authorization form. These can be used in accordance with sections b) and d) below, in particular, to issue voting instructions to the voting proxies designated by the Company. The password-protected Online-Service includes (screen) forms which can be used, among other things, to grant power of attorney and, if necessary, also issue instructions to the proxies appointed by the Company within the scope of the following letters b) and d) already at the time of registration, but also at a later date in the cases provided there. In addition, a form is available on the internet which can be used to grant power of attorney and, if necessary, issue instructions (see Section 7 below).

b) Form of proxy authorization

The following shall apply if the granting of a proxy authorization does not fall within the scope of Section 135 AktG (i.e. if the power of attorney is not granted to (i) an intermediary, (ii) a shareholders' association, (iii) a proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or (iv) a person with equivalent status in accordance with Section 135 Paragraph 8 AktG and the granting of the power of attorney is not otherwise subject to the scope of application of Section 135 AktG): In accordance with Section 134 Paragraph 3 Sentence 3 AktG, the granting and revocation of proxy authorization, and the submission of evidence of authorization to the Company must be effected in text form (Section 126b BGB). If the granting or revocation of proxy authorization takes place by way of a declaration vis-à-vis the Company, this may be submitted to the postal address, fax number or email address set forth in Section 2 (Conditions for exercising voting rights). It is also possible to grant or revoke a proxy using the password-protected Online-Service. If the declaration is submitted by email, it is assured that—irrespective of the possibility of granting proxy authorization directly in the email—attachments in the following formats can be processed: Word, pdf, jpg, txt, and tif. Proxy authorizations submitted by email can only be clearly assigned to the correct application data if the email (or the attachment) states either the name, date of birth and address of the shareholder or the shareholder number. When granting proxy authorization to voting proxies designated by the Company, the special provisions set forth in section d) below shall apply.

c) Special provisions concerning the granting of proxy authorization within the scope of Section 135 AktG

In the event that the granting of the power of attorney is subject to the scope of application of Section 135 AktG (i.e. in the event that (i) an intermediary, (ii) a shareholders' association, (iii) a proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or (iv) a power of attorney is granted to a person with equivalent status in accordance with section 135

Paragraph 8 AktG or the granting of the power of attorney is otherwise subject to the scope of application of section 135 AktG), neither section 134 Paragraph 3 sentence 3 AktG requires text form (Section 126b BGB) nor do the Articles of Association contain a special provision for this case. For this reason, the intermediaries, the shareholders' associations, the proxy advisors within the meaning of section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG and persons with equivalent status pursuant to section 135 Paragraph 8 AktG may provide for forms for their authorization which alone must comply with the statutory provisions applicable to this case of granting of proxy, in particular those in section 135 AktG. Attention is drawn to the special procedure set forth in Section 135 Paragraph 1 Sentence 5 AktG.

In particular, shareholders have the opportunity to grant power of attorney and, if desired, issue instructions to an intermediary, a shareholders' association or a proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or a person with equivalent status pursuant to Section 135 Paragraph 8 AktG using a password-protected Online-Service accessible via the above internet address (www.evonik.com/asm-services). The prerequisite for this is the participation in this Online-Service of the relevant intermediary, the relevant shareholders' association or the relevant proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or a person with equivalent status pursuant to Section 135 Paragraph 8 AktG. To use the password-protected Online-Service, an access password is required in addition to the shareholder number. Those shareholders who have already registered to receive the invitation to the Annual Shareholders' Meeting by email will receive their shareholder number with the email invitation to the Annual Shareholders' Meeting and must use the access password they chose when they registered. All other shareholders, insofar as they are registered in the share register before the start of Wednesday, May 12, 2021, will receive an access password which can be used for this Online-Service with their invitation to the Annual Shareholders' Meeting. The procedure for using the password-protected Online-Service requires that the shareholder is registered in the share register prior to the start of Wednesday, May 12, 2021. The password-protected Online-Service will be available from Thursday, May 6, 2021.

d) Voting proxies designated by the Company

The information given in section a) above also applies to the authorization of voting proxies designated by the Company, but the following special provisions apply: If proxy authorization is granted to the voting proxies designated by the Company, they will only exercise voting rights if explicit voting instructions have been issued. Instructions may only be issued with regard to resolution proposals of the management announced by the Company before the Annual Stockholders' Meeting, including any proposal for a resolution on the allocation of the net profit as amended at the Annual Stockholders' Meeting and with regard to resolutions proposed by shareholders that were announced by the Company prior to the Annual Shareholders' Meeting on the basis of a request from a minority of shareholders pursuant to Section 122 Paragraph 2 AktG, or as a counter-motion pursuant to Section 126 Paragraph 1 AktG or proposals for elections pursuant to Section 127 AktG. The proxies appointed by the Company do not accept instructions to file objections to resolutions of the Annual

Shareholders' Meeting. Proxies and instructions to the proxies appointed by the Company must be sent to the Company by no later than 12:00 midnight (CEST) on Tuesday, June 1, 2021 if they are sent by mail to the address stated in Section 2 above, by fax to the fax number stated in Section 2 above, or by email to the email address stated in Section 2 above (receipt by the Company). Notwithstanding the necessary registration by the end of Wednesday, May 26, 2021 (12:00 midnight (CEST)), the granting of proxy and instructions via the password-protected Online-Service in accordance with the procedure provided for this purpose is also possible on the day of the Annual Shareholders' Meeting, immediately before the explicit closure of voting by the chairman of the meeting during the Annual Shareholders' Meeting; the chairman of the meeting will point this out in good time.

The same shall apply mutatis mutandis to the amendment of instructions already issued or the revocation of the proxy.

The proxies appointed by the Company will not make use of a power of attorney granted to them and will not represent the shares in question if the shareholder or a proxy appointed by the shareholder later exercises the voting right for the shares in question by postal vote.

e) Evidence of proxy authorization

If the proxy authorization is granted via a declaration vis-à-vis the company, no further evidence of such proxy authorization is required. By contrast, if the proxy authorization is granted by making a declaration to the proxy, the Company can demand evidence of such proxy authorization unless otherwise specified by Section 135 AktG, in particular with reference to section c) above. Evidence of a granted power of attorney can be provided, for example, by sending the evidence of authorization (by the shareholder or the proxy) to the Company prior to the Annual Shareholder' Meeting. Such evidence may be submitted to the postal address or fax number set out in Section 2 (Conditions for the exercise of voting rights). Pursuant to Section 134 Paragraph 3 Sentence 4 AktG, we offer the following electronic communications methods for the submission of evidence of proxy authorization (by the shareholder or proxy): Evidence that the proxy authorization has been granted can be submitted to the Company by sending an email to the email address hv-service.evonik@adeus.de. It is assured that an attachment to the email (regardless of the possibility of forwarding an existing email) can be accepted in the following formats: Word, pdf, jpg, txt and tif. Evidence of proxy authorization submitted by email can only be clearly assigned to the application data if the evidence or the email states either the name, date of birth and address of the shareholder or the shareholder number. Notwithstanding the above, any declarations relating to the proxy authorization (granting, revocation) as well as any evidence to be provided to the Company, may be submitted, in particular, to the postal address or fax number given for application to attend the Meeting. For organizational reasons, it should be received by the Company by 12:00 midnight (CEST) on Tuesday, June 1, 2021.

f) Multiple proxies

If a shareholder authorizes more than one person to act as proxy, under Section 134 Paragraph 3 Sentence 2 AktG, the Company may reject one or more of the proxies.

4. Procedure for voting by postal vote

Provided that the conditions set out under “Conditions for the exercise of voting rights” are met, shareholders have the opportunity to cast their votes in writing or by means of electronic communication without attending the Annual Shareholders’ Meeting (postal vote). The votes cast by written absentee ballot must be received by the Company no later than 12:00 midnight (CEST) on Tuesday, June 1, 2021, by mail to the address specified in Section 2 (Conditions for the exercise of voting rights), by fax to the fax number specified in Section 2 (Conditions for the exercise of voting rights), or by email to the email address specified in Section 2 (Conditions for the exercise of voting rights). Voting by postal vote may also be carried out electronically via the password-protected Online-Service using the (screen) form contained therein. Provided that the necessary registration has been completed by 12:00 midnight (CEST) on Wednesday, May 26, 2021, voting via the password-protected Online-Service is also possible on the day of the Annual Shareholders’ Meeting immediately before the chairman of the meeting expressly closes the voting session during the Annual Shareholders’ Meeting; the chairman of the meeting will point this out in good time.

The same shall apply mutatis mutandis to the amendment of instructions already issued or the revocation of the postal vote.

Authorized intermediaries, shareholders’ associations and proxy advisors in accordance with Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG and persons with equivalent status in accordance with section 135 Paragraph 8 AktG may also use postal voting.

5. Information on shareholders’ rights pursuant to Sections 122 Paragraph 2, 126 Paragraph 1, 127, 131 Paragraph 1 AktG

a) Request to add items to the agenda pursuant to Section 122 Paragraph 2 AktG

Pursuant to Section 122 Paragraph 2 AktG, shareholders whose shareholdings together comprise one twentieth of the capital stock or a proportionate interest of €500,000.00 (which corresponds to 500,000 shares) may request that items be added to the agenda and announced. Every new item must be accompanied by reasons or a proposal for a resolution. The request must be addressed to the company’s Executive Board in writing and must be received by the Company by 12:00 midnight (CEST) on Sunday, May 2, 2021. It should be addressed as follows to:

Evonik Industries AG
Executive Board
Rellinghauser Straße 1–11
45128 Essen, Germany

Pursuant to Section 122 Paragraph 2 Sentence 1, Paragraph 1 Sentence 3 AktG, persons submitting a request must provide evidence that they have held the shares in the Company for at least 90 days before the date the request is received and that they continue to hold such shares until the decision of the Executive Board on the request; Section 121 Paragraph 7 applies mutatis mutandis. Specific shareholding periods for third parties shall be taken into account pursuant to Section 70 AktG.

Additions to the agenda that have to be announced—insofar as they have not already been announced with the notice convening the Meeting—will be published immediately upon receipt by the Company in the Federal Gazette (Bundesanzeiger) and transmitted for publication to such media as it can be assumed will disseminate the information throughout the entire European Union. Any requests to add items to the agenda received by the Company after it has issued the notice convening the Annual Shareholders' Meeting and that the Company is required to announce will also be made accessible promptly upon receipt by the Company at the following internet address

www.evonik.com/annual-shareholders-meeting

and communicated to shareholders.

b) Counter-motions and proposals for election pursuant to Section 126 Paragraph 1 AktG and Section 127 AktG

Counter-motions within the meaning of Section 126 AktG and proposals for election within the meaning of Section 127 AktG will be made accessible at the following internet address with the name of the shareholder, reasons—which are at least not necessary in the case of proposals for election—and any statement by the management

www.evonik.com/annual-shareholders-meeting

provided that they are received by the Company by

12:00 midnight (CEST) on Tuesday, May 18, 2021 at the latest

at the following **address**

Evonik Industries AG
 Legal, Compliance & Audit, IP Management
 Rellinghauser Straße 1–11
 45128 Essen, Germany

or by **fax** at +49 201 177-2206

or **email** at hv-gegenantraege@evonik.com

and the other requirements regarding the Company's duty to make them accessible pursuant to Sections 126 AktG and 127 AktG are met. Published countermotions pursuant with Sections 126 AktG and 127 AktG will be deemed to have been submitted to the Annual Shareholders' Meeting if the shareholder submitting the countermotion has submitted an application to the Company to attend the Meeting in good time, Section 1 Paragraph 2 Sentence 3 COVMG.

c) Shareholders' rights to information by way of electronic communication

The shareholders' right to information in accordance with Section 131 AktG is considerably restricted in the case of a virtual Shareholders' Meeting. Pursuant to Section 1 Paragraph 2 of the COVID-19 Act, shareholders are given the right to information by way of electronic communication. The Executive Board has stipulated that questions must be submitted by electronic communication at the latest one day before the meeting. The Executive Board will decide how to answer the questions at its own dutiful, free discretion. The questions must be submitted in German language. Questions in foreign languages will not be considered.

Shareholders registered for the Annual Shareholders' Meeting may submit their questions until 12:00 midnight (CEST) on Monday, May 31, 2021 at the latest using the password-protected Online-Service at www.evonik.com/asm-services in accordance with the procedure provided for this purpose. It is intended to name the question posers when answering the questions, unless the questioners expressly object to the naming of the questioners when submitting their questions.

d) Further explanations

Further explanations of the rights of shareholders pursuant, especially information relating to additional requirements above and beyond compliance with the relevant deadlines can be found in the internet at

www.evonik.com/annual-shareholders-meeting

6. Possibility of appealing against resolutions of the Annual Shareholders' Meeting

By waiving the requirement to appear at the Annual Shareholders' Meeting, shareholders who have exercised their voting rights via electronic communication (i.e. by postal vote) or by granting a power of attorney are given the opportunity to object to resolutions of the Annual Shareholders' Meeting from the beginning to the end of the Annual Shareholders' Meeting for the notary's minutes. Corresponding declarations must be submitted using the password-protected Online-Service at www.evonik.com/asm-services in accordance with the procedure provided for this purpose. The notary will receive any objections via the password-protected Online-Service.

7. Documents for the Annual Shareholders' Meeting, website with information pursuant to Section 124a AktG

The content of the notice convening the Annual Shareholders' Meeting, an explanation as to why no resolution is required on item 1 of the agenda, the documents to be made accessible at the Annual Shareholders' Meeting, the total number of shares and voting rights as of the date of the notice convening the Meeting, a form that can be used to grant voting proxy authorization and, where appropriate, issue voting instructions, and any requests to add items to the agenda pursuant to Section 122 Paragraph 2 AktG are accessible in the internet at:

www.evonik.com/annual-shareholders-meeting

The notice convening the meeting, together with the complete agenda and resolutions proposed by the Executive Board and Supervisory Board was published in the Federal Gazette (Bundesanzeiger) on Thursday, April 15, 2021 and also submitted to those media that can be assumed to disseminate the information throughout the entire European Union.

The established voting results will be published at the aforementioned website after the Annual Shareholders' Meeting. Furthermore, the website also contains information on the receipt of electronic confirmation of receipt of a vote pursuant to Section 129 Paragraph 5 AktG, which voters may request within one month after the day of the Annual Shareholders' Meeting.

8. Partial transmission of the Annual Shareholders' Meeting via the internet

All shareholders of Evonik Industries AG and interested members of the general public may follow the speeches given by the Chairman of the Supervisory Board and the Chairman of the Executive Board at the Annual Shareholders' Meeting live from around 10 AM (CEST) on Wednesday, June 2, 2021 at the following internet address:

www.evonik.com/annual-shareholders-meeting

There will be no further video or audio transmission of the Meeting for the interested public. The addresses given by the Chairman of the Supervisory Board and the Chairman of the Executive Board will be available at the above internet address as recordings after the Annual Shareholders' Meeting.

9. Total number of shares and voting rights

The total number of shares issued, each of which confers one voting right, is 466,000,000 as of the date of convocation of the Annual Shareholders' Meeting (information pursuant to Section 49 Paragraph 1 Sentence 1 No. 1 Option 2 of the German Securities Trading Act (WpHG)).

10. Note on data protection

The protection of our shareholders' data and their processing in compliance with the statutory requirements are of great importance to us. In our data protection information, we have summarized all information on the processing of our shareholders' personal data in one place. The data protection information is available under www.evonik.com/asm-services.

Essen, April 2021

Evonik Industries AG
The Executive Board

Additional information on Agenda Item 6

Resolution on elections to the Supervisory Board

• Werner Fuhrmann	20
• Cedrik Neike	22



Werner Fuhrmann

Former Member of the Executive Committee of Akzo Nobel N.V.

Member of the Supervisory Board of Evonik Industries AG since 2021/6; elected until 2023

March 12, 1953 born in Ellenz, Germany

Nationality: German

Education

1973–1979 Economics, Johannes Gutenberg University Mainz, Germany

Career

1979–1984 Group Audit, ENKA AG, Wuppertal, Germany and Asheville, North Carolina, USA

1985–1990 Department Manager Economic Affairs and Director Management Information, ENKA AG, Wuppertal, Germany

1991–1992 Director Controlling & Administration, Salt & Basic Chemicals Division, Akzo Nobel N.V., Hengelo, Netherlands

1993–1999 Director Controlling & Administration, Chemicals Division, Akzo Nobel N.V., Arnhem, Netherlands

2000–2004 General Manager Chelates & Sulfur Products, Akzo Nobel N.V., Amersfoort, Netherlands

2005–2010 President & General Manager, Business Unit Industrial Chemicals, Akzo Nobel N.V., Amersfoort, Netherlands

- 2011–2013** Member of the Executive Committee, Akzo Nobel N.V., Amsterdam, Netherlands
Responsibilities: Procurement and Supply Chain Management
- 2012–2018** Member of the Executive Committee, Akzo Nobel N.V., Amsterdam, Netherlands
Responsibility: Chemicals

Memberships

- a) –
- b) Kemira Oyi, Helsinki, Finland
Ten Brinke B.V., Varsseveld, Netherlands

- a) Membership of other statutory supervisory boards
- b) Membership of comparable German and foreign supervisory bodies of business enterprises pursuant to Section 125 Paragraph 1 Sentence 5 of the German Stock Corporation Act (AktG)



Cedrik Neike

Member of the Managing Board of Siemens Aktiengesellschaft and CEO of the business unit Digital Industries

Member of the Supervisory Board of Evonik Industries AG since 2021/6; elected until 2023

March 7, 1973 born in Berlin, Germany

Nationality: German/French

Education

- 1991–1993** Vocational training, Business Administration and Management, Siemens Aktiengesellschaft, Berlin, Germany
- 1993–1996** Bachelor (Honors) in Engineering with Business Finance, University College London and London School of Economics, UK
- 1996–2000** MBA, INSEAD Business School, France

Career

- 1997–2001** Product Line Manager, Wireless Internet, Siemens Aktiengesellschaft, Berlin, Germany
- 2001–2004** Market Development Manager for Europe, Wireless Internet, Cisco Systems GmbH, Berlin, Germany
- 2004–2008** Director, Engineering and Systems Development, Cisco Systems, Inc., New York/ New York and San Jose/California, USA
- 2008–2017** Vice President Service Sales for EMEA and Russia
Senior Vice President, Global Service Provider, Worldwide Service Delivery
Senior Vice President, Global Service Provider, Sales for EMEA, Russia and Asia Pacific, Cisco Systems GmbH, Berlin, Germany

- Since 2017** Member of the Managing Board of Siemens Aktiengesellschaft, Berlin, Germany
Responsibilities: Siemens Advanta, IT and Cybersecurity
- 2019–2020** CEO of the business unit Smart Infrastructure, Siemens Aktiengesellschaft, Berlin, Germany
- Since 2020** CEO of the business unit Digital Industries, Siemens Aktiengesellschaft, Berlin, Germany

Memberships

- a) –
- b) Atos SE, Bezons, France
Siemens France Holding S.A., Saint-Denis, France
Siemens Aktiengesellschaft Österreich, Wien, Austria

- a) Membership of other statutory supervisory boards
- b) Membership of comparable German and foreign supervisory bodies of business enterprises pursuant to Section 125 Paragraph 1 Sentence 5 of the German Stock Corporation Act (AktG)

Key figures for the Evonik Group

in € million	2016	2017	2018 ^a	2019 ^a	2020
Sales	12,732	14,383	13,267	13,108	12,199
Research and development expenses	438	476	437	428	433
Adjusted EBITDA ^b	2,165	2,357	2,150	2,153	1,906
Adjusted EBITDA margin in %	17.0	16.4	16.2	16.4	15.6
Adjusted EBIT ^c	1,448	1,486	1,361	1,201	890
Income before financial result and income taxes (EBIT)	1,298	1,225	1,049	1,086	819
ROCE ^d in %	14.0	11.2	10.2	8.6	6.1
Net income	844	713	932	2,106	465
Adjusted net income	930	1,007	1,014	902	640
Earnings per share in €	1.81	1.53	2.00	4.52	1.00
Adjusted earnings per share in €	1.99	2.16	2.18	1.94	1.37
Total assets as of December 31	19,645	19,940	20,282	22,023	20,897
Equity ratio as of December 31 in %	39.5	37.7	38.6	41.1	38.8
Cash flow from operating activities	1,769	1,551	1,760	1,321	1,727
Cash flow from operating activities, continuing operations	1,769	1,551	1,474	1,352	1,736
Cash outflows for investments in intangible assets, property, plant and equipment ^e	948	1,040	948	880	956
Free cash flow ^f (after tax payments relating to the carve-out of the methacrylates business)	821	511	526	472	780
Free cash flow before tax payments relating to the carve-out of the methacrylates business	821	511	526	717	780
Net financial assets/debt as of December 31	1,111	-3,023	-2,907	-2,141	-2,886
Accident frequency ^g	1.24	1.16	0.87	1.18	0.80
Incident frequency ^h	0.95	1.11	1.08	1.10	1.45
No. of employees as of December 31	34,351	36,523	32,623	32,423	33,106

Prior-year figures restated.

^a The methacrylates business was presented as a discontinued operation until its divestment on July 31, 2019.

^b Earnings before financial result, taxes, depreciation, and amortization, after adjustments, continuing operations.

^c Earnings before financial result and taxes, after adjustments, continuing operations.

^d Return on capital employed.

^e Investments in intangible assets, property, plant and equipment, continuing operations.

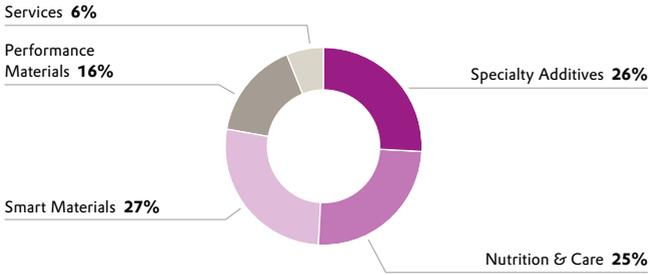
^f Cash flow from operating activities, continuing operations, less cash outflows for capital expenditures on intangible assets, property, plant and equipment.

^g Number of work-related accidents involving Evonik employees and contractors under Evonik's direct supervision, per 1 million working hours.

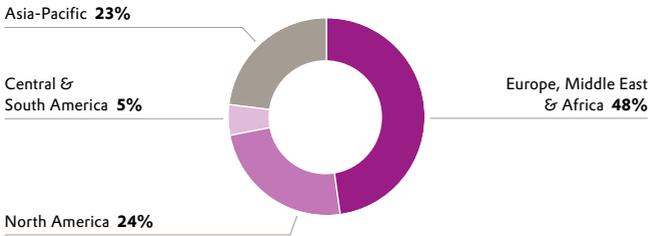
^h Number of incidents in production plants involving the release of substances or energy, fire or explosion per 1 million working hours.

Due to rounding, some figures in this report may not add up exactly to the totals stated.

Sales by segment



Sales by regionⁱ



ⁱ By location of customer.

Financial Calendar

Interim report Q1 2021

May 6, 2021

Annual Shareholders' Meeting 2021

June 2, 2021

Interim report Q2 2021

August 5, 2021

Interim report Q3 2021

November 4, 2021

Report on Q4 2021 and FY 2021

March 3, 2022

Annual Shareholders' Meeting 2022

May 25, 2022

As we cannot rule out changes of dates, we recommend checking them on the Internet at www.evonik.com/investor-relations.

EVONIK INDUSTRIES AG
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45128 Essen
Germany
www.evonik.com