



Declaration of conformity concerning the German Corporate Governance Code (version as amended on May 15, 2012) pursuant to Section 161 of the German Stock Corporation Act

Under Section 161 of the German Stock Corporation Act, the Executive Board and the Supervisory Board of publicly listed companies are required to annually submit a declaration that the company has been, and is, in compliance with the recommendations of the "Government Commission of the German Corporate Governance Code" (Code) as published by the German Federal Ministry of Justice in the official section of the German Federal Gazette (*Bundesanzeiger*), or to advise of any recommendations that have not been, or are not being, applied. The declaration shall be made publicly available on the website of the company on a permanent basis.

Evonik Industries AG will be obliged to submit a declaration of conformity once the Company's shares have been admitted to trading on a stock exchange. Despite this and in view of the intended stock exchange listing of the Company, the Executive Board and Supervisory Board yet declare as follows:

The Company's Executive and Supervisory Boards intend to fully meet the obligation as a listed company to submit a declaration of conformity in accordance with Section 161 of the German Stock Corporation Act. The Executive and Supervisory Boards believe in the objectives of the Code and the Company has already been largely in compliance with the recommendations (*Empfehlungen*) and suggestions (*Anregungen*) of the Code. As of the date of the approval of the prospectus, the Company follows all recommendations and suggestions of the Code, in its version as amended on May 15, 2012 which has been published in the German Federal Gazette on June 15, 2012.

However, it cannot be ruled out that, due to organizational reasons in connection with the preparation and holding of the Company's first public general shareholders' meeting, a deviation from the Code's suggestions relating to the general shareholders' meeting pursuant to Section 2.3.3, last half-sentence (Availability of the representative to exercise shareholders' voting rights in accordance with instructions also during the general meeting) and pursuant to Section 2.3.4 (Making it possible to follow the general meeting using modern communication media) may be necessary.

Essen, March 2013

The Executive Board

The Supervisory Board