

## **Annual Shareholders' Meeting of Evonik Industries AG, Essen**

on Wednesday May 18, 2016 at 10 a.m. (Central European Summer Time — CEST)

Venue: Grugahalle, Norbertstraße 2, 45131 Essen, Germany

### **Counter-motions and Proposals for Election by Shareholders**

#### Motion A

Counter-motion from Prof. Dr. Udo Branahl, Dortmund, on item 7 of the Agenda

Prof. Dr. Udo Branahl has submitted the following counter-motion:

**Re.: Annual Shareholders' Meeting of Evonik Industries AG on May 18, 2016  
at the Grugahalle, Norbertstraße 2, 45131 Essen**

**Here: Counter-motion on item 7 of the Agenda. Resolution on amendment of  
the remuneration of the Supervisory Board and corresponding amendment of  
Section 15 Paragraph 1 of the Articles of Association**

I propose to reject the resolution proposal by the Executive Board on item 7  
of the Agenda and that the following resolution be adopted.

a) Section 15 Paragraph 1 of the Articles of Association shall be revised as  
follows:

“In addition to reimbursement of their expenditure, each member of the  
Supervisory Board shall annually receive a fixed remuneration. For the  
Chairperson of the Supervisory Board this remuneration shall amount to  
EUR 210,000, for the deputy chairperson EUR 136,500 and the remaining  
members EUR 94,500 each. The chairperson of the General Committee shall

receive an additional remuneration of EUR 47,225, the deputy chairman of EUR 31,500 and the remaining members of EUR 31,500 each. The chairperson of the Audit Committee shall receive an additional remuneration of EUR 47,225, the deputy chairperson of EUR 31,500 and the remaining members of EUR 31,500 each. The chairperson of the Finance and Investment Committee shall receive an additional remuneration of EUR 36,750, the deputy chairperson of EUR 28,875 and the remaining members of EUR 28,875. The chairpersons of the Nomination Committee and the Mediation Committee shall receive an additional remuneration of EUR 20,000 each, the deputy chairpersons of EUR 10,000 each and the remaining members of EUR 10,000 each. For the work on the Mediation Committee, the entitlement to the additional remuneration shall only be given if the committee was actually convened during the fiscal year.”

**Reasons:**

“According to the proposal by the Executive Board, the compensation of the Supervisory Board is to be increased by amounts equaling two-digit percentage amounts. For example, the basic compensation of the Chairperson of the Supervisory Board is to be increased by one third (from EUR 45,000 to 60,000), such of his deputy chairperson even by half (from EUR 30,000 to 45,000). The additional remuneration of the chairperson of the General Committee is to be increased from EUR 45,000 to EUR 75,000, such paid to his deputy chairperson from EUR 30,000 to EUR 50,000 and thus in each case by two thirds (= 66.7 per cent).

The Executive Board does not give any reasons for such an enormous increase of the remuneration being appropriate. Instead, the Executive Board joins a development resulting in a constantly widening spread between the remunerations of the Executive and the Supervisory Boards on the one hand and the “normal” salaries the company pays to its employees. In my view, a stop is to be put to this development.

Thus, I propose to increase the compensations of the Supervisory Board by 5 per cent where the Executive Board considers such increase appropriate.”

**This document is a convenience translation of the German original.**

**In case of a discrepancy between the English and the German version, the German version shall prevail which is published at [www.evonik.de/hauptversammlung](http://www.evonik.de/hauptversammlung) -> Gegenanträge**