

# INVITATION TO THE ANNUAL SHARE- HOLDERS' MEETING

.....  
EVONIK INDUSTRIES AG, MAY 23, 2017  
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Evonik Industries AG, Essen (Germany)  
 – ISIN DE000EVNK013 –  
 – Securities Identification No. EVNK01 –

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WE HEREBY INVITE OUR  
SHAREHOLDERS TO THE  
ANNUAL SHAREHOLDERS'  
MEETING AT **10 A.M.**  
(CENTRAL EUROPEAN  
SUMMER TIME—CEST) ON  
**TUESDAY, MAY 23, 2017**  
AT THE **GRUGAHALLE,**  
**NORBERTSTRASSE 2,**  
**45131 ESSEN, GERMANY.**

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# I. Agenda

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

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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, 2016
- the approved consolidated financial statements as of December 31, 2016
- 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 289 Paragraph 4 and Section 315 Paragraph 4 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 mentioned documents are accessible on the Internet at

**[www.evonik.com/annual-shareholders-meeting](http://www.evonik.com/annual-shareholders-meeting)**

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

Pursuant to Section 172 AktG, on March 1, 2017 the Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Executive Board on February 17, 2017. 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, also, 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.

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## 2. Resolution on the allocation of the net profit

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Since January 1, 2017 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 2016 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 €935,900,000.00 stated in the annual financial statements for fiscal year 2016 shall 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	=	€400,000,000.00
<b>Net profit</b>		<b>= €935,900,000.00</b>

The dividend will be paid on May 29, 2017.

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 17, 2017 (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, but 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 2016**  
.....

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 2016 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 2016**  
.....

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 2016 are hereby formally approved for this period.

.....  
**5. Resolution on election to the Supervisory Board**  
.....

Mr. Stephan Gemkow, shareholder representative on the Supervisory Board, has resigned from his office with effect from the end of the Annual Shareholders' Meeting on May 23, 2017. No substitute member has been elected for Mr. Gemkow. Therefore, it is necessary to elect a new shareholder representative. 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 Prof. Dr.Eng. Aldo Belloni, Eurasburg, Chairman of the Executive Board of Linde Aktiengesellschaft, is elected as shareholder representative succeeding Mr. Stephan Gemkow, who is leaving the Supervisory Board at the end of the Annual Shareholders' Meeting on May 23, 2017, 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 2017.

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

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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:

- Deputy Chairman of the Board of Administration (Verwaltungsrat) of TÜV Süd e.V.

### **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 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 the shareholders' side, the members currently comprise three women and seven men and on the employees' side, the members currently comprise four women and six men. With the election of Prof. Dr.Eng. Belloni the minimum quota will remain to be fulfilled.

In accordance with Section 5.4.1 Paragraph 4 of the German Corporate Governance Code the Supervisory Board is satisfied that the candidate can devote the expected amount of time to the Supervisory Board.

In accordance with Section 5.4.1 Paragraphs 5 to 7 of the German Corporate Governance Code, further attention is drawn to the following: The Supervisory Board believes that there are no material personal or business relations between Prof. Dr.Eng. Belloni 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 the election by the Annual Shareholders' Meeting.

.....  
**6. Resolution on the appointment of the auditor and of the Group auditor for fiscal year 2017 and of the auditor for an audit review of the condensed financial statements and interim management report as of June 30, 2017 pursuant to Section 37w Paragraph 5 and Section 37y No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz – "WpHG") ("interim financial report") and additional financial information during the year pursuant to Section 37w Paragraph 7 WpHG**  
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Based on a corresponding recommendation of the Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main (Germany), is appointed

- a) as the auditor and Group auditor for fiscal year 2017
- b) as the auditor for a review of the condensed financial statements and interim management report as of June 30, 2017 pursuant to Section 37w Paragraph 5 and Section 37y 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 37w Paragraph 7 WpHG for additional financial information during fiscal year 2017 and 2018 up to the next Annual Shareholders' Meeting.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main (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.

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

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### 1. Conditions of attendance and exercising voting rights

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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 Tuesday, May 16, 2017 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 (0)69 25 62 70 49  
Email: hv-service.evonik@adeus.de

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

**[www.evonik.com/asm-services](http://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 Tuesday, May 9, 2017.

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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 Tuesday, May 9, 2017. The password-protected Online-Service will be available from Thursday, April 27, 2017. Further information on the procedure for applying to attend the Meeting via the password-protected Online-Service can be found at the above mentioned Internet address.

Under Section 67 Paragraph 2 Sentence 1 of the German Stock Corporation Act (Aktengesetz – “AktG”), only those shareholders registered as such in the share register shall be deemed vis à vis the Company to be shareholders. Further, the right to attend the Annual Shareholders’ Meeting and to 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, who is eligible, to attend the Annual Shareholders’ Meeting 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 Wednesday, May 17, 2017 and the day of the Annual Shareholders’ Meeting, i.e. Tuesday, May 23, 2017 (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 Tuesday, May 16, 2017 (referred to as the technical record date).

Banks, shareholders’ associations and other persons deemed to be equivalent to banks within the meaning of Section 135 Paragraph 8 AktG, as well as institutions and companies deemed to be equivalent to banks within the meaning of Section 135 Paragraph 10 in conjunction with Section 125 Paragraph 5 AktG may only exercise voting rights for registered shares that do not belong to them but for which they are registered in the share register as the bearer on the basis of a proxy authorization. Details of such authorization are set forth in Section 135 AktG.

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## **2. Proxy voting procedure**

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### **a) Option to vote by proxies, forms**

Shareholders may arrange for their voting rights to be exercised by a proxy, for example, a bank, shareholders’ association, voting proxies designated by the Company or another person of their choice. Correct application to attend the Annual Shareholders’ Meeting (see Section 1 above (Conditions of attendance and exercising 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, the proxy attending the Annual Shareholders' Meeting 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 order entrance tickets for a proxy or to grant proxy authorization and to issue voting instructions to the voting proxies designated by the Company. The password-protected Online-Service contains (electronic) forms that can be submitted, among others, in accordance with sections b) and d) below when submitting an application to attend the Meeting (to order entrance tickets for a proxy, grant proxy authorization or issue voting instructions to the voting proxies designated by the company) or to grant a proxy authorization and issue voting instructions in the cases set out at the time of application or subsequently. The entrance tickets issued in response to an order or self-generated via the password-protected Online-Service contain a form to grant proxy authorization. Moreover, the block of voting cards issued to shareholders at the entrance to the Annual Shareholders' Meeting contains cards that can be used to grant a proxy authorization and, if applicable, to issue voting instructions during the Annual Shareholders' Meeting. Further, a form that can be used to grant a proxy authorization and, if applicable, issue voting instructions can be found on the Internet (see Section 4 (Documents for the Annual Shareholders' Meeting), website with information pursuant to Section 124a AktG).

**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 (in other words, if the proxy is not (i) a bank, (ii) a shareholders' association or other person deemed to be equivalent to a bank pursuant to Section 135 Paragraph 8 AktG or (iii) an institution or company deemed to be equivalent to a bank pursuant to Section 135 Paragraph 10 AktG in conjunction with Section 125 Paragraph 5 AktG and the granting of proxy authorization does not otherwise fall within the scope 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

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text form (Section 126b German Civil Code (Bürgerliches Gesetzbuch – “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 1 (Conditions for attendance and exercising voting rights). 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**

If the granting of proxy authorization falls within the scope of Section 135 AktG (in other words, if (i) a bank, (ii) a shareholders’ association or other person deemed to be equivalent to a bank pursuant to Section 135 Paragraph 8 AktG or (iii) an institution or company deemed to be equivalent to a bank pursuant to Section 135 Paragraph 10 AktG in conjunction with Section 125 Paragraph 5 AktG is granted proxy authorization, or the granting of proxy authorization is subject in any other way to the scope of Section 135 AktG), neither text form (Section 126b BGB) is required by Section 134 Paragraph 3 Sentence 3 AktG, nor do the Articles of Incorporation contain any special provisions for such cases. Therefore, the bank, shareholders’ association or other person deemed to be equivalent to a bank pursuant to Section 135 Paragraph 8 AktG or institution or company deemed to be equivalent to a bank pursuant to Section 135 Paragraph 10 in conjunction with Section 125 Paragraph 5 AktG may require a form for the granting of proxy authorization that merely has to meet the statutory provisions for such cases, especially those set forth in Section 135 AktG. Attention is drawn to the special procedure set forth in Section 135 Paragraph 1 Sentence 5 AktG.

In particular, shareholders may grant proxy authorization to a bank or shareholders’ association and, if desired, issue voting instructions, via a password-protected Online-Service provided at the Internet address set out above ([www.evonik.com/asm-services](http://www.evonik.com/asm-services)). The precondition for this is that the respective bank or shareholders’ association participates in this Online-Service. To utilize the password-protected Online-Service, the shareholder number and an access password are required. 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 Tuesday, May 9, 2017, 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 is requires that the shareholder is registered in the share register prior to the start of Tuesday, May 9, 2017. The password-protected Online-Service will be available from Thursday, April 27, 2017.

**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 Shareholders' Meeting, including any proposal for a resolution on the allocation of the net profit as amended at the Annual Shareholders' 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 proxy authorization and voting instructions for voting proxies designated by the Company must be received by the Company by 12.00 midnight (CEST) on Monday, May 22, 2017, unless they are to be issued at the Annual Shareholders' Meeting. This shall also apply analogously for changes to voting instructions already issued.

The voting proxies designated by the Company will not utilize the proxy authorization issued to them, nor will they represent the shares concerned if the shares concerned are represented by another person present at the Annual Shareholders' Meeting (the shareholder or a representative of the shareholder).

**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 proxy authorization may be provided by the proxy producing the formal proxy authorization at the entrance check on the day of the Annual Stockholders' Meeting or by submission of evidence of such authorization (by the shareholder or proxy) to the Company

before the Annual Shareholders' Meeting. Such evidence may be submitted to the postal address or fax number set out in Section 1 (Conditions for attendance and exercising 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, except where evidence of authorization shall be provided at the Annual Shareholders' Meeting, it should be received by the Company by 12.00 midnight (CEST) on Monday, May 22, 2017.

**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.

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**3. Information on shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127 and Section 131 Paragraph 1 AktG**

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**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 Saturday, April 22, 2017. 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](http://www.evonik.com/annual-shareholders-meeting)**

and communicated to shareholders.

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

Shareholders may submit motions and, where appropriate, proposals for election relating to items on the agenda or the rules of procedure at the Annual Shareholders' Meeting without the need for announcement, publication or any other specific action prior to the Annual Shareholders' Meeting.

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, the reasons—which are not necessary in the case of proposals for elections—any statement by the management, and, in the case of proposals by a shareholder for the election of members of the Supervisory Board, the details required by Section 127 Paragraph 4 AktG

**[www.evonik.com/annual-shareholders-meeting](http://www.evonik.com/annual-shareholders-meeting)**

provided that they are received by the Company by **12.00 midnight (CEST) on Monday, May 8, 2017 at the latest**

at the following address

**Evonik Industries AG**

Corporate Legal & Compliance  
Rellinghauser Straße 1-11  
45128 Essen, Germany

or by fax at **+49 (0)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 and 127 AktG are met.

**c) Shareholders' rights to information pursuant to Section 131 Paragraph 1 AktG**

Under Section 131 Paragraph 1 AktG, the Executive Board is required to provide information to any shareholder who makes a corresponding request at the Annual Shareholders' Meeting on matters affecting the Company, including the Company's legal and business relationships with affiliated companies, the situation of the Group and companies included in the consolidated financial statements, insofar as such information is necessary for an objective assessment of items on the agenda and there is no right to refuse to disclose the information.

**d) Further explanations**

Further explanations of the rights of shareholders pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127 and Section 131 Paragraph 1 AktG, especially information relating to additional requirements above and beyond compliance with the relevant deadlines can be found on the Internet at

**[www.evonik.com/annual-shareholders-meeting](http://www.evonik.com/annual-shareholders-meeting)**

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

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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 on the Internet at:

**[www.evonik.com/annual-shareholders-meeting](http://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 April 10, 2017 and also submitted to those media that can be assumed to disseminate the information throughout the entire European Union.

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**5. Partial transmission of the Annual Shareholders' Meeting via the Internet**  
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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 a.m. (CEST) on May 23, 2017 at the following Internet address:

**[www.evonik.com/annual-shareholders-meeting](http://www.evonik.com/annual-shareholders-meeting)**

There will be no further video or audio transmission of the Meeting. 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.

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**6. Total number of shares and voting rights**  
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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 30b Paragraph 1 Sentence 1 No. 1 Option 2 of the German Securities Trading Act (Wertpapierhandelsgesetz – "WpHG").

.....  
**ESSEN, APRIL 2017**  
**EVONIK INDUSTRIES AG**  
**THE EXECUTIVE BOARD**  
.....

## Additional information on Agenda Item 5—Resolution on election to the Supervisory Board



**PROF. DR. ENG. ALDO BELLONI**

Chairman of the Management Board, Linde Aktiengesellschaft, Munich, Germany

January 23, 1950, born in Milano, Italy

Nationality: Italian

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**Education**

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- |                   |   |
|-------------------|---|
| <b>1968–1973</b>  | Studied Engineering Sciences and Chemistry,<br>Politecnico di Milano, Italy   |
| <b>1973</b>       | Doctor of Engineering degree “Dottore in Ingegneria Chimica”<br>(Dr.Eng.). Research project on the topic of “Vapor-liquid<br>equilibrium in hydrocarbons” |
| <b>SINCE 2011</b> | Honorary Professor, Low Temperature Process Engineering,<br>TU Dresden, Germany   |

.....  
**Career**  
 .....

<b>1974–1976</b>	Process engineer, Oxon Italia SpA, Milano, Italy
<b>1976–1980</b>	Process engineer, Krebs & Co. GmbH, Berlin, Germany
<b>1980</b>	Joined Linde Aktiengesellschaft, Munich, Germany
<b>1980–1986</b>	Sales engineer for Gas Facilities, Engineering Division, Linde Aktiengesellschaft, Munich, Germany
<b>1986–1990</b>	Department Manager group gas segmentation and -washing, Linde Aktiengesellschaft, Munich, Germany
<b>1990–1994</b>	President of Lotepro Corp., Valhalla, New York, USA
<b>1994–2000</b>	Member of Executive Management, Engineering Division, Linde Aktiengesellschaft, Munich, Germany
<b>2000–2014</b>	Member of the Executive Board, responsible for the Engineering Division, EMEA Segment (Europe, Middle East & Africa) as well as the Global Business Unit Tonnage, Linde Aktiengesellschaft, Munich, Germany
<b>SINCE 2016</b>	Chairman of the Management Board, Linde Aktiengesellschaft, Munich, Germany

.....  
**Membership**  
 .....

a) –

b) Board of Administration TÜV Süd e.V. (Deputy Chairman)

.....  
 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

## Key figures

in € million	2012	2013	2014	2015	2016
Sales	13,365	12,708	12,917	13,507	12,732
Adjusted EBITDA <sup>a</sup>	2,467	1,995	1,882	2,465	2,165
Adjusted EBITDA margin in %	18.5	15.7	14.6	18.2	17.0
Adjusted EBIT <sup>b</sup>	1,887	1,404	1,256	1,752	1,448
ROCE <sup>c</sup> in %	20.4	15.1	12.5	16.6	14.0
Net income	1,165	2,054	568	991	844
Adjusted net income	1,076	806	782	1,128	930
Earnings per share in €	2.50	4.41	1.22	2.13	1.81
Adjusted earnings per share in €	2.31	1.73	1.68	2.42	1.99
Total assets as of December 31	17,166	15,883	15,685	17,005	19,645
Equity ratio as of December 31 in %	31.9	43.0	41.6	44.6	39.5
Cash flow from operating activities	1,420	1,055	1,066	1,971	1,758
Free cash flow <sup>d</sup>	490	-49	-60	1,052	810
Capital expenditures <sup>e</sup>	960	1,140	1,123	877	960
Depreciation and amortization <sup>e</sup>	580	585	606	700	707
Net financial debt/assets as of December 31	-1,163	571	400	1,098	1,111
No. of employees as of December 31	33,298	33,650	33,412	33,576	34,351

Figures for 2012 and 2013 contain the former Real Estate segment as a discontinued operation.

<sup>a</sup> Earnings before financial result, taxes, depreciation and amortization, after adjustments.

<sup>b</sup> Earnings before financial result and taxes, after adjustments.

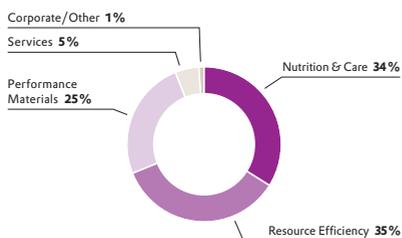
<sup>c</sup> Return on capital employed.

<sup>d</sup> Cash flow from operating activities, continuing operations, less cash outflows for capital expenditures on intangible assets, property, plant and equipment.

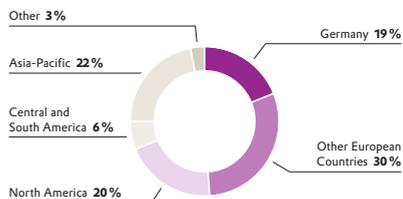
<sup>e</sup> Intangible assets, property, plant and equipment.

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

## Sales by segment



## Sales by region<sup>a</sup>



<sup>a</sup> By location of customer.

## Nutrition & Care

The Nutrition & Care segment produces specialty chemicals, principally for use in consumer goods for daily needs, and in animal nutrition and healthcare products.

- Growth drivers: rising prosperity in emerging markets and the aging population in industrialized countries.
- Leading market positions in superabsorbents (# 2–3), DL-methionine (# 1), pharmaceutical polymers (# 2).

### Key figures

in € million	2016	2015
External sales	4,316	4,924
Adjusted EBITDA	1,006	1,435
Adjusted EBITDA margin in %	23.3	29.1
Adjusted EBIT	795	1,214
ROCE in %	26.8	41.5
No. of employees	7,594	7,165

## Resource Efficiency

The Resource Efficiency segment supplies high-performance materials for environment-friendly and energy-efficient systems to the automotive, paints, coatings, adhesives, construction industries and many other sectors.

- Growth drivers: trend to renewable energies and environment-friendly solutions.
- Leading market positions in silica (# 1), isophorone chemistry (# 1), oil additives (# 1).

### Key figures

in € million	2016	2015
External sales	4,473	4,279
Adjusted EBITDA	977	896
Adjusted EBITDA margin in %	21.8	20.9
Adjusted EBIT	751	675
ROCE in %	27.1	24.8
No. of employees	8,928	8,662

## Performance Materials

The heart of the Performance Materials segment is the production of polymer materials and intermediates, mainly for the rubber, plastics and agriculture industries.

- Growth drivers: intelligent design of chemicals business.
- Leading market positions in butene-1 (# 1), alkoxides (# 1), methacrylate polymers (# 1–2).

### Key figures

in € million	2016	2015
External sales	3,245	3,435
Adjusted EBITDA	371	309
Adjusted EBITDA margin in %	11.4	9.0
Adjusted EBIT	234	174
ROCE in %	18.3	11.9
No. of employees	4,393	4,380

# Balance sheet

## Balance sheet for the Evonik Group

in € million	Dec. 31, 2016	Dec. 31, 2015
Intangible assets	3,312	3,168
Property, plant and equipment	6,041	5,808
Investments recognized at equity	43	53
Financial assets	213	116
Deferred taxes	1,162	1,110
Current income tax assets	8	11
Other receivables	58	54
<b>Non-current assets</b>	<b>10,837</b>	<b>10,320</b>
Inventories	1,679	1,763
Current income tax assets	228	111
Trade accounts receivable	1,661	1,813
Other receivables	300	265
Financial assets	317	365
Cash and cash equivalents	4,623	2,368
<b>Current assets</b>	<b>8,808</b>	<b>6,685</b>
<b>Total assets</b>	<b>19,645</b>	<b>17,005</b>

INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING

in € million	Dec. 31, 2016	Dec. 31, 2015
Issued capital	466	466
Capital reserve	1,166	1,166
Accumulated income	5,716	5,821
Accumulated other comprehensive income	310	40
<b>Equity attributable to shareholders of Evonik Industries AG</b>	<b>7,658</b>	<b>7,493</b>
Equity attributable to non-controlling interests	92	83
<b>Equity</b>	<b>7,750</b>	<b>7,576</b>
Provisions for pensions and other post-employment benefits	3,852	3,349
Other provisions	817	854
Deferred taxes	453	479
Other income tax liabilities	173	150
Financial liabilities	3,334	1,415
Other payables	71	106
<b>Non-current liabilities</b>	<b>8,700</b>	<b>6,353</b>
Other provisions	1,035	1,177
Other income tax liabilities	83	209
Financial liabilities	401	291
Trade accounts payable	1,212	1,090
Other payables	464	309
<b>Current liabilities</b>	<b>3,195</b>	<b>3,076</b>
<b>Total equity and liabilities</b>	<b>19,645</b>	<b>17,005</b>

# Cash flow statement

## Cash flow statement for the Evonik Group

in € million	2016	2015
Income before financial result and income taxes, continuing operations	1,298	1,664
Depreciation, amortization, impairment losses/reversal of impairment losses on non-current assets	747	764
Result from investments recognized at equity	39	15
Gains/losses on the disposal of non-current assets	3	-144
Change in inventories	107	52
Change in trade accounts receivable	173	-44
Change in trade accounts payable and current advance payments received from customers	101	-18
Change in provisions for pensions and other post-employment benefits	-173	-162
Change in other provisions	-124	111
Change in miscellaneous assets/liabilities	113	92
Cash outflows for interest	-101	-67
Cash inflows from interest	56	22
Cash inflows from dividends	11	19
Cash inflows/outflows for income taxes	-492	-336
<b>Cash flow from operating activities, continuing operations</b>	<b>1,758</b>	<b>1,968</b>
Cash flow from operating activities, discontinued operations	-	3
<b>Cash flow from operating activities</b>	<b>1,758</b>	<b>1,971</b>
Cash outflows for investments in intangible assets, property, plant and equipment	-948	-916
Cash outflows for investments in shareholdings	-149	-70
Cash inflows from divestments of intangible assets, property, plant and equipment	17	13
Cash inflows/outflows from divestment of shareholdings	1	421
Cash inflows/outflows relating to securities, deposits and loans	218	111
Transfers to the pension trust fund (CTA)	-22	-219
<b>Cash flow from investing activities</b>	<b>-883</b>	<b>-660</b>
Cash inflows/outflows relating to capital contributions	4	3
Cash outflows for dividends to shareholders of Evonik Industries AG	-536	-466
Cash outflows for dividends to non-controlling interests	-9	-11
Cash outflows for the purchase of treasury shares	-15	-14
Cash inflows from the sale of treasury shares	15	15
Cash inflows from the addition of financial liabilities	2,064	844
Cash outflows for repayment of financial liabilities	-98	-238
Cash outflows in connection with financial transactions	-41	-
<b>Cash flow from financing activities</b>	<b>1,384</b>	<b>133</b>
<b>Change in cash and cash equivalents</b>	<b>2,259</b>	<b>1,444</b>
<b>Cash and cash equivalents as of January 1</b>	<b>2,368</b>	<b>921</b>
Change in cash and cash equivalents	2,259	1,444
Changes in exchange rates and other changes in cash and cash equivalents	-4	3
<b>Cash and cash equivalents as on the balance sheet as of December 31</b>	<b>4,623</b>	<b>2,368</b>

# Income statement

## Income statement for the Evonik Group

in € million	2016	2015
Sales	12,732	13,507
Cost of sales	-8,534	-9,096
<b>Gross profit on sales</b>	<b>4,198</b>	<b>4,411</b>
Selling expenses	-1,515	-1,447
Research and development expenses	-438	-434
General administrative expenses	-686	-693
Other operating income	321	445
Other operating expenses	-543	-603
Result from investments recognized at equity	-39	-15
<b>Income before financial result and income taxes, continuing operations</b>	<b>1,298</b>	<b>1,664</b>
Interest income	80	46
Interest expense	-229	-245
Other financial income/expense	-25	-24
<b>Financial result</b>	<b>-174</b>	<b>-223</b>
<b>Income before income taxes, continuing operations</b>	<b>1,124</b>	<b>1,441</b>
Income taxes	-362	-422
<b>Income after taxes, continuing operations</b>	<b>762</b>	<b>1,019</b>
Income after taxes, discontinued operations	96	-17
<b>Income after taxes</b>	<b>858</b>	<b>1,002</b>
thereof attributable to		
Non-controlling interests	14	11
Shareholders of Evonik Industries AG (net income)	844	991
<b>Earnings per share in € (basic and diluted)</b>	<b>1.81</b>	<b>2.13</b>

## Financial calendar

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**Interim Report January–March 2017**

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**MAY 5, 2017**

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**Annual Shareholders' Meeting 2017**

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**MAY 23, 2017**

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**Interim Report January–June 2017**

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**AUGUST 3, 2017**

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**Interim Report January–September 2017**

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**NOVEMBER 3, 2017**

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**Annual Shareholders' Meeting 2018**

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**MAY 23, 2018**

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



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