

**Annual Shareholders' Meeting of Evonik Industries AG
at 10 a.m. on Tuesday May 19, 2015**

**Information on shareholders' rights pursuant to
Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127
and Section 131 of the German Stock Corporation Act
(*Aktiengesetz* – “AktG”)**

The notice convening the Annual Shareholders' Meeting contains information on the shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127 and Section 131 Paragraph 1 of the German Stock Corporation Act (*Aktiengesetz* – “AktG”), and especially on the deadlines for exercising such rights. This document provides further information on the shareholders' rights and the preconditions for exercising such rights.

**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 amount of €500,000.00 (the latter 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 in writing to the Company's Executive Board and must be received by the Company at least 30 days before the day of the Shareholders' Meeting; this does not include the day of the Shareholders' Meeting and the day of the receipt of the request. The final deadline for receipt, therefore, is 12.00 midnight (Central European Summer Time — CEST) on Saturday, April 18, 2015. The request should be addressed as follows to:

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

Section 142 Paragraph 2 Sentence 2 AktG, which specifies that applicants must provide evidence of having held shares in the Company for at least three months prior to the Annual Shareholders' Meeting and of continuing to hold such shares until a decision relating to the application is taken, applies pursuant to Section 122 Paragraph 2 Sentence 1 in conjunction with Section 122 Paragraph 1 Sentence 3 AktG mutatis mutandis, i.e. the provision will apply subject to the appropriate adjustments. In this respect the Company will accept evidence that applicants have held shares in the Company at least since the start of February 19, 2015 and also hold these shares as of the start of the day on which the request to add items to the agenda is submitted. Specific shareholding periods for third parties will be taken into account pursuant to Section 70 AktG. The entry in the share register or an equivalent confirmation from the custodian bank will suffice as evidence.

Additions to the agenda that have to be announced — insofar as they have not already been announced with the notice convening the Annual Shareholders' 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 will be communicated to the shareholders in accordance with Section 125 AktG.

These shareholder rights are based on the following provisions:

Section 122 Convening a Shareholders' Meeting at the request of a minority of shareholders (excerpt)

- "(1) ¹A shareholders' meeting shall be convened if shareholders whose shares together constitute one twentieth of the capital stock submit a written request to convene a shareholders' meeting stating the purpose and reasons; the request must be directed to the executive board. ²The articles of incorporation may link the right to request the convening of a shareholders' meeting to a different form and holding of a lower proportion of the capital stock. ³Section 142 Paragraph 2 Sentence 2 shall apply analogously.
- (2) ¹In the same way, shareholders whose shareholdings together comprise one twentieth of the capital stock or a proportionate interest of €500,000 may request that items be added to the agenda and announced. ²Every new item must be accompanied by reasons or a proposal for a resolution. ³The request pursuant to sentence 1 must reach the company at least 24 days, and in the case of publicly listed companies, at least 30 days prior to the shareholders' meeting; the day of receipt shall not be included in the calculation."

Section 142 Appointment of special auditors (excerpt; of relevance is Sentence 2 of Paragraph 2, which is provided here in its context)

- "(2) ¹If the shareholders' meeting rejects an application to appoint special auditors to investigate a matter relating to the formation of the company or a matter relating to the management of the company within the past five years, the court shall appoint special auditors at the request of shareholders whose shareholdings together amount to one hundredth of the capital stock or a proportionate amount of €100,000, if there are facts that give rise to suspicion of impropriety or flagrant violation of the law or articles of incorporation; this shall also apply for matters within the past ten years if the company was listed on a

stock exchange when the matter occurred. ²The applicants must provide evidence that they held shares for at least the three months prior to the day of the shareholders' meeting and that they will continue to hold the shares until the decision on the request. ³For an agreement to avoid such a special audit of this type, Section 149 shall apply analogously."

Section 70 Calculation of the period of shareholding

"¹If the exercise of shareholders' rights is contingent upon the shareholder holding the shares for a certain period of time, a claim to the transfer of ownership against a credit institution, financial services institution or a company operating in accordance with Section 53 Paragraph 1 Sentence 1 or Section 53b Paragraph 1 Sentence 1 or Paragraph 7 of the German Banking Act (*Gesetz über das Kreditwesen* – "KWG") shall be deemed equivalent to ownership. ²The period of ownership of a legal predecessor shall be attributed to the shareholder if the shareholder acquired the shares free of charge, from his fiduciary, as a universal successor, upon dissolution of a co-ownership or due to a transfer of assets pursuant to Section 14 of the German Insurance Supervisory Act (*Versicherungsaufsichtsgesetz* – "VAG") or Section 14 of the German Building Society Act (*Gesetz über Bausparkassen* – "BausparG")."

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. A vote may only be taken on counter-motions and proposals for election of shareholders if they are put forward at the Annual Shareholders' Meeting; this also applies in the event that the respective counter-

motion or election proposal is made accessible prior to the Annual Shareholders' Meeting in accordance with Sections 126 and 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 with the name of the shareholder, the reasons — which are not necessary in the case of proposals for elections — and any statement by the management at the following internet address

www.evonik.com/annual-shareholders-meeting

provided that they are received by the Company at least 14 days before the Annual Shareholders' Meeting, not including the day of receipt and the day of the Annual Shareholders' Meeting, i.e. by 12.00 midnight (Central European Summer Time — CEST) on Monday, May 4, 2015 at

Evonik Industries AG
Legal & Compliance
Rellinghauser Straße 1 - 11
45128 Essen, Germany

or by **fax** at +49 (0)201 17 72 20 6

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. Corresponding with this obligation, the shareholders have a right to have their counter-motions and proposals for election made accessible. In addition to a timely submission of the counter-motion to the above address, as notified for this purpose in the notice convening, the duty to make counter-motions accessible pursuant to Section 126 AktG, but not the duty to make proposals for election available pursuant to Section 127 AktG, further requires the receipt of the reasons for the counter-motion at the above address by the deadline set. There is no obligation to make accessible counter-motions and proposals for election, even

if the above requirements are met, in case the circumstances set forth in Section 126 Paragraph 2 AktG and, in case of election proposals additionally the circumstances set forth in Section 127 Sentence 2 AktG, are fulfilled.

The respective provisions of the German Stock Corporation Act (*Aktiengesetz* – “AktG”) which also outline the circumstances under which counter-motions and election proposals do not have to be made accessible are as follows:

Section 126 Motions submitted by shareholders

- "(1) ¹Shareholders motions, including the name of the shareholder, the reasons for the motion, and any statements by the management shall be made accessible to the eligible parties set forth in Section 125 Paragraphs 1 to 3 subject to the conditions set forth therein if the shareholder submits a counter-motion to a proposal made by the executive board and supervisory board on a specific item on the agenda, together with a reason, to the address notified in the notice convening the meeting at least 14 days prior to the shareholders' meeting. ²The day of receipt shall not be included in this calculation. ³Publicly listed companies must grant access via their website. ⁴Section 125 Paragraph 3 shall apply analogously.
- (2) ¹A counter-motion and the reasons therefore do not have to be made accessible
1. insofar as the granting of access would make the executive board liable to prosecution,
 2. if the counter-motion would lead to a resolution of the shareholders' meeting that is unlawful or violates the articles of incorporation,
 3. if the reason contains material statements that are evidently incorrect or misleading or if it is offensive,

4. if a counter-motion submitted by the shareholder based on the same facts has already been made accessible at a shareholders' meeting of the company pursuant to Section 125,
5. if the same counter-motion with substantially the same reasons has already been made accessible at at least two shareholders' meetings of the company within the past five years and less than one twentieth of the capital stock represented at the shareholders' meeting voted in favor of it,
6. if the shareholder indicates that he will not be present at the shareholders' meeting and will not be represented by a proxy, or
7. if the shareholder has not put forward, or has not caused to be brought forward on his/her behalf, a counter-motion announced by him/her at two shareholders' meetings in the past two years

²The reason does not have to be made accessible if it comprises more than 5,000 characters.

- (3) If several shareholders submit counter-motions on the same motion, the executive board may combine the counter-motions and their reasons."

Section 127 Proposals for the election of shareholders

"¹Section 126 shall apply analogously for proposals submitted by a shareholder on the election of members of the supervisory board or auditors. ²Proposals for election do not require any reason. ³The executive board does not need to make the proposal for election accessible if it does not contain the details required by Section 124 Paragraph 3 Sentence [4]^a and Section 125 Paragraph 1 Sentence 5."

Section 124 Publication of requests to add items to the agenda, proposals for resolutions (excerpt)

"(3) ...⁴Proposals for the election of members of the supervisory board or auditors must contain their name, practised profession and place of residence. ..."

Section 125 Notifications for shareholders and members of the supervisory board (excerpt)

(1) ... ⁵In case of publicly listed companies, a proposal for the election of members of the supervisory board must include information on the nominees' membership in other statutory supervisory boards; information on their membership in comparable supervisory bodies of companies in Germany and abroad shall also be attached."

Shareholders' rights to information pursuant to Section 131 Paragraph 1 AktG

Pursuant to Section 131 Paragraph 1 AktG, the Executive Board must provide any shareholder with information 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

^a The wording of the currently applicable version of Section 127 Sentence 3 AktG refers to Section 124 Paragraph 3 Sentence 3 AktG. According to the view considered to be correct, however, this is an editorial error by the legislator; the correct reference is to Section 124 Paragraph 3 Sentence 4 AktG.

the Group and companies included in the consolidated financial statements, insofar as this information is necessary for an objective assessment of items on the agenda and there is no right to refuse to disclose the information. The rights to refuse to disclose information are set forth in Section 131 Paragraph 3 AktG.

The provisions of the German Stock Corporation Act (*Aktiengesetz* – “AktG”) relating to this shareholder right, which define the conditions on which disclosure of information may be refused, are as follows:

Section 131 Shareholders' right to information

“(1) ¹At the shareholders' meeting, the executive board shall comply with any request from a shareholder for information regarding the affairs of the company insofar as such information is necessary for an objective assessment of the items on the agenda. ²The obligation to provide information also includes the company's legal and business relationships with an affiliated company. ³If the company utilizes the exemptions set forth in Section 266 Paragraph 1 Sentence [3]^b, Section 276 or Section 288 of the German Commercial Code (*Handelsgesetzbuch* – “HGB”), every shareholder may request that, at the shareholders' meeting dealing with the annual financial statements, these financial statements are made available in the form that they would have been available without application of these provisions. ⁴The obligation of the executive board of a parent company (Section 290 Paragraphs 1 and 2 of the German Commercial Code (*Handelsgesetzbuch* – “HGB”) to provide information at the shareholders' meeting at which the consolidated financial statements and consolidated management report are presented includes the situation of the group and of the

^b The current wording of Section 131 Paragraph 1 Sentence 3 AktG refers here to Section 266 Paragraph 1 Sentence 3 of the German Commercial Code (*Handelsgesetzbuch* – “HGB”). According to the view considered to be correct, however, this is an editorial error by the legislator; the correct reference is Section 266 Paragraph 1 Sentence 2 HGB.

companies included in the consolidated financial statements.

- (2) ¹The information must meet the principles of faithful and conscientious reporting. ²The articles of incorporation or rules of procedure pursuant to Section 129 may authorize the chairperson of the shareholders' meeting to set a time limit for shareholders' right to ask questions and to hold speeches, and to define further details.
- (3) ¹The executive board may refuse to disclose information
1. insofar as providing such information would, on the basis of a prudent commercial assessment, result in a not insignificant disadvantage to the company or an affiliated company;
 2. insofar as it refers to tax valuations or the amount of individual taxes;
 3. regarding the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the annual financial statements are to be adopted by the shareholders' meeting;
 4. regarding the accounting and valuation principles, insofar as the information on such principles in the notes to the financial statements is sufficient to provide a fair overview of the assets, financial position and results of operations of the company within the meaning of Section 264 Paragraph 2 German Commercial Code (*Handelsgesetzbuch* – “HGB”); this shall not apply if the annual financial statements are to be adopted by the shareholders' meeting;
 5. insofar as the executive board would be liable to prosecution if it were to disclose the information;

6. insofar as, in the case of a credit institution or financial services institution, information on the accounting and valuation principles applied and any offsetting undertaken does not have to be disclosed in the annual financial statements, management report, consolidated financial statements or group management report,
7. insofar as the information is made continuously accessible on the company's website for at least seven days prior to the start of the shareholders' meeting and during the shareholders' meeting.

²Information may not be withheld for other reasons.

- (4) ¹If a shareholder has been given information in his/her capacity as a shareholder outside the shareholders' meeting, this information must be disclosed to any other shareholder on request at the shareholders' meeting, even if it is not necessary for an objective assessment of the items on the agenda. ²The executive board may not refuse to disclose this information pursuant to Paragraph 3 Sentence 1 Nos. 1 to 4. ³Sentences 1 and 2 shall not apply if a subsidiary (Section 290 Paragraphs 1 and 2 German Commercial Code (*Handelsgesetzbuch* – “HGB”)), a joint venture (Section 310 Paragraph 1 German Commercial Code (*Handelsgesetzbuch* – “HGB”)) or an associated company (Section 311 Paragraph 1 German Commercial Code (*Handelsgesetzbuch* – “HGB”)) provides information for the parent company (Section 290 Paragraphs 1 and 2 German Commercial Code (*Handelsgesetzbuch* – “HGB”)) for the purpose of the inclusion of the company in the consolidated financial statements of the parent company and the information is required for this purpose.
- (5) In the event of refusal to disclose information to a shareholder, the shareholder may request that the question and the reason for the refusal to provide

information are recorded in the minutes of the shareholders' meeting."

Further, the chairperson of the meeting is authorized to utilize various measures relating to chairing and ensuring orderly conduct of the Shareholders' Meeting. These include placing appropriate time limits on the rights of the shareholders to ask questions and to speak. The relevant provisions of Section 19 Paragraph 3 of the Company's Articles of Incorporation, which make use of the authorization pursuant to Section 131 Paragraph 2 Sentence 2 AktG as outlined above, states:

- "(3) The Chair of the Meeting may reasonably restrict the time allocated to questions and speeches by stockholders and, in particular, already at the start of or during the General Meeting the Chair may reasonably stipulate the time for the entire duration of the General Meeting and the time allocated to discussing individual agenda items and individual questions and speaking time."