# INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING

Evonik Industries AG, May 19, 2015





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#### TABLE OF CONTENTS

AGENDA	6
PROVISION OF DOCUMENTS	6
ALLOCATION OF THE NET PROFIT	6
FORMAL APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE EXECUTIVE BOARD	7
FORMAL APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	7
APPOINTMENT OF THE AUDITOR	7
FURTHER INFORMATION AND DETAILS CONCERNING THE ANNUAL SHAREHOLDERS' MEETING	8
EVONIK IN FIGURES	15
FINANCIAL CALENDAR	22

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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 19, 2015** AT THE **GRUGAHALLE, NORBERTSTRASSE 2, 45131 ESSEN, GERMANY.**

### I. AGENDA

#### 1. Provision of documents to the Annual Shareholders' Meeting in accordance with Section 176 Paragraph 1 Sentence 1 of the German Stock Corporation Act (Aktiengesetz – "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, 2014
- the approved consolidated financial statements of the Evonik Group as of December 31, 2014
- 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 Paragraph 5 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 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, the Supervisory Board approved on March 2, 2015 the annual financial statements and the consolidated financial statements as prepared by the Executive Board on February 19, 2015. The approval of the financial statements by the Supervisory Board 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 to the Annual Shareholders' Meeting and explained at this 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 Executive Board and Supervisory Board propose the resolution be adopted:

The net profit of  $\in$  466,000,000.00 stated in the annual financial statements for fiscal year 2014 shall be allocated as follows:

Net profit	=€466,000,000.00
- Allocation to other revenue reserves	=€0.00
<ul> <li>Payment of a dividend of €1.00</li> <li>per no-par value share entitled to the dividend</li> </ul>	=€466,000,000.00

This proposal for the allocation of the profit is based on the capital stock of  $\leq 466,000,000.00$ —divided into 466,000,000 no-par value shares—entitled to a dividend on February 19, 2015 (date of establishment of the financial statements). The number of shares entitled to the dividend and thus the total amount of dividend may 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  $\leq 1.00$  per no-par value share entitled to the dividend, but increase the amount to be allocated to other revenue reserves accordingly.

#### 3. Resolution on formal approval of the actions of the members of the Executive Board in fiscal year 2014

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

The actions of the members of the Executive Board who held office in fiscal year 2014 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 2014

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

The actions of the members of the Supervisory Board who held office in fiscal year 2014 are hereby formally approved for this period.

# 5. Resolution on the appointment of the auditor and of the group auditor for fiscal year 2015 as well as the auditor for the review of the condensed financial statements and interim management report as of June 30, 2015 pursuant to Section 37w Paragraph 5 and Section 37y No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz – "WpHG")

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

- a) PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf (Germany), is hereby appointed as auditor and group auditor for fiscal year 2015.
- b) PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf (Germany), is hereby also appointed as auditor for a review of the condensed financial statements and interim management report as of June 30, 2015 pursuant to Section 37w Paragraph 5 and Section 37y No. 2 WpHG.

PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Düsseldorf (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.

## II. FURTHER INFORMATION AND DETAILS CONCERNING THE ANNUAL SHAREHOLDERS' MEETING

#### 1. Conditions for attendance and exercising 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 in time, this is by

#### 12.00 midnight (CEST) on Tuesday, May 12, 2015 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

#### 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 email invitation to the Annual Shareholders' Meeting and use the access password chosen by themselves during registration. 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 5, 2015. The procedure for applying to attend via the password-protected Online-Service requires that the shareholder is registered in the share rogister prior to the start of Tuesday May 5, 2015. The protected Online-Service will be available from Thursday April 23, 2015 onwards. 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 German Stock Corporation Act (Aktiengesetz – "AktG"), only those shareholders registered as such in the share register shall be deemed vis à vis the Company to be shareholders. The right to attend the Annual Shareholders' Meeting and to exercise the voting rights is subject to the shareholder still being registered as such in the share register on the day of the Annual Shareholders' Meeting. The number of voting rights that a person 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. The number of voting rights that a person 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 13, 2015 and the day of the Annual Shareholders' Meeting, i.e. Tuesday May 19, 2015 (inclusive in each case). Therefore, the status of entries in the share register on the day of the Annual Shareholders' Meeting is identical with the status of the last transfer on Tuesday May 12, 2015 (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.

#### 2. 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, a bank, shareholders' association, voting proxies designated by the Company or another person of their choice. Correct application to attend (see section 1 above (Conditions for 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 to 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. In the interest of smooth processing, however, 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 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 in accordance with sections b) and d) below when submitting an application to attend (ordering entrance tickets for a proxy, granting proxy authorization or issuing voting instructions to the voting proxies designated by the Company) or to grant a proxy authorization and issue voting instructions at a later stage in the cases set out. The entrance tickets issued in response to an respective order or self-generated via the password-protected Online-Service contain a form to grant proxy authorization. Moreover, the block of voting cards which shareholders attending the Annual Shareholders' Meeting receive 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 in 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) 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 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 to grant 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 otherwise falls within 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 at 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). 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 for dissemination of the invitation to the Annual Shareholders' Meeting by email will receive their shareholder number with the email invitation to the Annual Shareholders' Meeting and use the access password chosen by themselves during registration. All other shareholders, insofar as they are registered in the share register before the start of Tuesday May 5, 2015, 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 Tuesday May 5, 2015. The passwordprotected Online-Service will be available from Thursday April 23, 2015.

#### 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 the 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 resolution proposal for the allocation of the net profit as amended at the Annual Stockholders' Meeting as well as in respect of resolutions proposed by shareholders that were announced by the Company prior to the Annual Stareholders' Meeting on the basis of a minority request pursuant to Section 122 Paragraph 2 AktG or as a counter-motion

pursuant to Section 126 Paragraph 1 AktG or proposals for election 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 18, 2015, 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 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 (irrespective of the possibility of forwarding an existing email) can be processed 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 in particular be submitted to the Company to the postal address or fax number given for application to attend. For organizational reasons, except where evidence of authorization shall not be provided at the Annual Shareholders' Meeting, it should be received by the Company by the end of Monday May 18, 2015 (12.00 midnight (CEST)).

#### f) Multiple proxies

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

#### 3. Information on shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, Section 127 and Section 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 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 by 12.00 midnight (CEST) on Saturday, April 18, 2015. It 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 mutatis mutandis, i.e. the provision will apply subject to the appropriate adjustments. In this respect the Company will accept evidence the 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.

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 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 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 by

#### 12.00 midnight (CEST) on Monday, May 4, 2015 at the latest

at the following address

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

or sent by fax to +49 (0)201 17 72 20 6

or by email to 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 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 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.

#### 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 in the internet at

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

#### 4. 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 to the Annual Shareholders' Meeting, the total number of shares and voting rights as of the date of notice convening the Meeting, a form that can be used to grant voting proxy authority and, where appropriate, issue voting instructions, as well as 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 April 7, 2015 and also submitted to those media that can be assumed to disseminate the information throughout the entire European Union.

#### 5. Partial transmission of the Annual Shareholders' Meeting via the internet

All shareholders of Evonik Industries AG and the interested 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 19, 2015 at the internet address:

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

There will be no further video or audio transmission of the Annual Shareholders' Meeting. The speeches 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.

#### 6. 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 30b Paragraph 1 Sentence 1 No. 1 Option 2 of the German Securities Trading Act / Wertpapierhandelsgesetz – "WpHG").

Essen, April 2015 Evonik Industries AG The Executive Board

# Key figures for the Evonik Group

#### Key figures

in€million	2010	2011	2012	2013	2014
Sales	13,300	14,540	13,365	12,708	12,917
Adjusted EBITDA <sup>a</sup>	2,365	2,768	2,467	1,995	1,867
Adjusted EBITDA margin in %	17.8	19.0	18.5	15.7	14.5
Adjusted EBIT <sup>b</sup>	1,639	2,099	1,887	1,404	1,238
ROCE <sup>c</sup> in %	15.0	18.7	20.4	15.1	12.3
Net income	734	1,011	1,165	2,054	568
Earnings per share in €	1.58	2.17	2.50	4.41	1.22
Adjusted earnings per share in €	2.09	2.70	2.31	1.73	1.59
Total assets as of December 31	20,543	16,944	17,166	15,883	15,685
Equity ratio as of December 31 in %	29.1	35.8	31.9	43.0	41.6
Cash flow from operating activities	2,075	1,309	1,420	1,055	1,066
Capital expenditures <sup>d</sup>	652	830	960	1,140	1,123
Depreciation and amortization <sup>d</sup>	694	647	580	585	606
Net financial assets/debt as of December 31	-1,677	-843	-1,163	571	400
No. of employees as of December 31	34,407	33,556	33,298	33,650	33,412

Figures for 2010 contain the former Energy segment as a discontinued operation. Figures for 2012 and 2013 contain the former Real Estate segment as a discontinued operation.

2013 figures restated.

a Adjusted EBITDA = Earnings before interest, taxes, depreciation and amortization; after adjustments.
 b Adjusted EBIT = Earnings before interest and taxes; after adjustments.

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

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

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



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



<sup>a</sup> The structure of the Evonik Group was altered effective January 1, 2015.

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

#### Consumer, Health & Nutrition<sup>a</sup>

The Consumer, Health & Nutrition segment produces specialty chemicals, principally for use in consumer goods for daily needs, and animal nutrition and healthcare products. It comprises the Consumer Specialties and Health & Nutrition Business Units.

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

#### Key figures

in € million	2014	2013
External sales	4,152	4,171
Adjusted EBITDA	857	922
Adjusted EBITDA margin in %	20.6	22.1
Adjusted EBIT	694	770
ROCE in %	27.1	34.5
No. of employees	7,090	7,150

Prior-year figures restated.

#### **Resource Efficiency**<sup>a</sup>

The Resource Efficiency segment provides environment-friendly and energy-efficient system solutions, mainly for the automotive sector and for the paints, coatings and construction industries. It consists of the Inorganic Materials and Coatings & Additives Business Units.

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

#### **Key figures**

in€ million	2014	2013
External sales	3,222	3,084
Adjusted EBITDA	703	655
Adjusted EBITDA margin in %	21.8	21.2
Adjusted EBIT	569	539
ROCE in %	33.3	35.6
No. of employees	5,804	5,854

Prior-year figures restated.

#### Specialty Materials<sup>a</sup>

The heart of the Specialty Materials segment is the production of polymer materials and intermediates, mainly for the rubber and plastics industries. This segment is composed of the Performance Polymers and Advanced Intermediates Business Units.

- Growth drivers: rising mobility and urbanization.
- Leading market positions in polyamide 12 (# 1), methacrylate polymers (# 1–2), hydrogen peroxide (# 2).

#### **Key figures**

in€million	2014	2013
External sales	4,569	4,490
Adjusted EBITDA	444	552
Adjusted EBITDA margin in %	9.7	12.3
Adjusted EBIT	261	395
ROCE in %	12.2	19.6
No. of employees	6,236	6,268

Prior-year figures restated.

<sup>a</sup> The structure of the Evonik Group was altered effective January 1, 2015.

## **Balance sheet**

#### Balance sheet for the Evonik Group

in€million	Notes	Dec. 31, 2014	Dec. 31, 2013	Jan. 1, 2013
Intangible assets	7.1	3,100	3,038	3,209
Property, plant and equipment	7.2	5,505	4,822	4,591
Investment property	7.3	10	10	1,550
Investments recognized at equity	7.4	357	878	1,031
Financial assets	7.5	83	150	197
Deferred taxes	7.14	1,127	837	843
Other income tax assets	7.14	11	13	21
Other receivables	7.7	58	30	35
Non-current assets		10,251	9,778	11,477
Inventories	7.6	1,778	1,594	1,645
Other income tax assets	7.14	211	188	121
Trade accounts receivable	7.7	1,720	1,626	1,676
Other receivables	7.7	303	278	325
Financial assets	7.5	449	748	1,100
Cash and cash equivalents	7.8	921	1,527	793
		5,382	5,961	5,660
Assets held for sale	5.3	52	144	34
Current assets		5,434	6,105	5,694
Total assets		15,685	15,883	17,171

Prior-year figures restated.

Total equity and liabilities		15,685	15,883	17,171
Current liabilities		2,922	3,648	4,230
Liabilities associated with assets held for sale	5.3	18	103	13
		2,904	3,545	4,217
Other payables	7.13	247	282	274
Trade accounts payable	7.13	1,126	1,089	1,089
Financial liabilities	7.12	469	1,037	1,499
Other income tax liabilities	7.14	105	158	225
Other provisions	7.11	957	979	1,130
		5,241	5,399	7,401
Non-current liabilities	7.15	6,241	5,399	7.481
Other payables	7.12	71	81	309
Financial liabilities	7.14	666	627	1,464
Other income tax liabilities	7.14	199	148	115
Deferred taxes	7.14	449	412	414
Provisions for pensions and other post-employment benefits Other provisions	7.10	3,953	3,331	4,380
	740	2.052	2 224	4.20
quity	7.9	6,522	6,836	5,46
Equity attributable to non-controlling interests		95	78	111
Equity attributable to shareholders of Evonik Industries AG		6,427	6,758	5,349
Accumulated other comprehensive income		-244	-420	-223
Accumulated income		5,040	5,547	3,941
Capital reserve		1,165	1,165	1,165
Issued capital		466	466	460
n€million	Notes	Dec. 31, 2014	Dec. 31, 2013	Jan. 1 2013

Prior-year figures restated.

## Cash flow statement

#### Cash flow statement for the Evonik Group

in€million	Notes	2014	2013
Income before financial result and income taxes, continuing operations		1,046	1,045
Depreciation, amortization, impairment losses/reversal of impairment losses on non-current assets		656	638
Gains/losses on the disposal of non-current assets		-4	-
Change in inventories		-90	-102
Change in trade accounts receivable		-29	-42
Change in trade accounts payable and current advance payments received from customers		28	-11
Change in provisions for pensions and other post-employment benefits		-165	-132
Change in other provisions		-43	-14
Change in miscellaneous assets/liabilities		-53	128
Cash outflows for interest		-114	-15
Cash inflows from interest		13	1.
Cash inflows from dividends		20	(
Cash inflows/outflows for income taxes		-230	-33
Cash flow from operating activities, continuing operations		1,035	1,034
Cash flow from operating activities, discontinued operations		31	2
Cash flow from operating activities	8.1	1,066	1,05
Cash outflows for investments in intangible assets, property, plant and equipment, investment property		-1,095	-1,083
Cash outflows for investments in shareholdings		-114	-2
Cash inflows from divestments of intangible assets, property, plant and equipment, investment property		17	43
Cash inflows/outflows from divestment of shareholdings		578	1,072
Cash inflows/outflows relating to securities, deposits and loans		248	493
Transfers to the pension trust fund (CTA)		-209	-200
Cash flow from investing activities, continuing operations		-575	304
Cash flow from investing activities, discontinued operations		-1	59
Cash flow from investing activities	8.2	-576	363

in € million	Notes	2014	2013
Cash inflows/outflows relating to capital contributions		-	2
Cash outflows for dividends to shareholders of Evonik Industries AG		-466	-429
Cash outflows for dividends to non-controlling interests		-5	-6
Cash inflows/outflows from changes in ownership interests in subsidiaries without loss of control		-	-2
Cash outflows for the purchase of treasury shares		-13	-
Cash inflows from the sale of treasury shares		13	-
Cash inflows from the addition of financial liabilities		207	723
Cash outflows for repayment of financial liabilities		-891	-1,329
Cash flow from financing activities, continuing operations		-1,155	-1,041
Cash flow from financing activities, discontinued operations		-	418
Cash flow from financing activities		-1,155	-623
Change in cash and cash equivalents		-665	795
Cash and cash equivalents as of January 1		1,572	793
Change in cash and cash equivalents		-665	795
Changes in exchange rates and other changes in cash and cash equivalents		14	-16
Cash and cash equivalents as of December 31	8.3	921	1,572
Cash and cash equivalents included in assets held for sale		-	-45
Cash and cash equivalents as on the balance sheet as of December 31	7.8	921	1,527

Prior-year figures restated.

### **Income statement**

#### Income statement for the Evonik Group

in € million	Notes	2014	2013
Sales	6.1	12,917	12,708
Cost of sales	6.2	-9,308	-9,111
Gross profit on sales		3,609	3,597
Selling expenses	6.2	-1,289	-1,294
Research and development expenses	6.2	-413	-394
General administrative expenses	6.2	-601	-631
Other operating income	6.3	700	888
Other operating expenses	6.4	-960	-1,121
Income before financial result and income taxes, continuing operations		1,046	1,045
Interest income	6.5	71	35
Interest expense	6.5	-289	-290
Result from investments recognized at equity	6.6	14	8
Other financial income	6.7	0	11
Financial result		-204	-236
Income before income taxes, continuing operations		842	809
Income taxes	6.8	-252	-224
Income after taxes, continuing operations		590	585
Income after taxes, discontinued operations	5.3	-9	1,428
Income after taxes		581	2,013
thereof attributable to			
Non-controlling interests		13	-41
Shareholders of Evonik Industries AG (net income)		568	2,054
Earnings per share in € (basic and diluted)	6.9	+1.22	+4.41

Prior-year figures restated.

### FINANCIAL CALENDAR

Interim Report January—March 2015



Annual Shareholders' Meeting 2015

# May 19, 2015

Interim Report January—June 2015

# August 4, 2015

Interim Report January—September 2015

# November 4, 2015

Annual Shareholders' Meeting 2016

# May 18, 2016

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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Evonik. Power to create.