

Annual Shareholders' Meeting of Evonik Industries AG, Essen

on Wednesday May 31, 2023 at 10 a.m. (Central European Summer Time — CEST)

Venue: Rellinghauser Straße 1 – 11, 45128 Essen, Germany (Building 5)

Information¹ on shareholders' rights pursuant to Section 122 Paragraph 2, Section 126 Paragraph 1, 4, Section 127, Section 130a and Section 131 Paragraph 1 and Section 118a Paragraph 1 Sentence 2 No. 8 in conjunction with Section 245 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, Section 130a, Section 131 and Section 118a Paragraph 1 Sentence 2 No. 8 in conjunction with Section 245 of the German Stock Corporation Act (AktG). 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

¹ This version of the Information on shareholders' rights prepared for the convenience of English-speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.

to 500,000 shares) may request that items be added to the agenda and announced (necessary quorum). 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 Sunday, April 30, 2023. The request 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, with Section 70 AktG being applicable when calculating the time for which shares have been held. The day on which the request is received shall not be counted. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be applied analogously.

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. ³Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the executive board decides on the request. ⁴Section 121 Paragraph 7 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 121 General (excerpt)

"(7) ¹For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. ²Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. ³Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied 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 13 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 4 and Section 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, reasons — which are at least 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 Tuesday, May 16, 2023 at

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

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.

Counter-motions and proposals for election by shareholders that must be made available in accordance with Section 126 or Section 127 AktG shall be – in accordance with Section 126 Paragraph 4 AktG – deemed to have been submitted at the time they are made available. Voting rights on them can be exercised in the manner

specified in the invitation to the Annual Shareholders' Meeting after timely notification of attendance. If the shareholder who has submitted the proposal is not recorded as a shareholder of the Company in the share register and has not duly submitted notification of attendance at the Annual Shareholders' Meeting, the proposal does not have to be dealt with at the Annual Shareholders' Meeting.

The respective provisions of the German Stock Corporation Act 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 behalf, a counter-motion announced by him 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.
- (4) ¹In the case of a virtual shareholders' meeting, motions to be made available in accordance with Section 126 Paragraphs 1 through 3 shall be deemed to have been submitted at the time they are made available. ²The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the requirements for exercising voting rights

stipulated by law or in the articles. ³If the shareholder who has submitted the motion is not duly authorized to do so and, if notification of attendance is required, has not given due notification of attendance at the shareholders' meeting, the motion does not have to be dealt with at the shareholders' meeting."

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 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."

Submission of statements pursuant to Section 130a Paragraph 1 through 4 AktG

Shareholders who have registered in good time for participation in the Annual Shareholders' Meeting may submit statements on the items on the agenda by electronic communication before the Annual Shareholders' Meeting. Shareholders can obtain online access by entering their Shareholder Control Number and their related Personal Identification Number (PIN), both of which are contained in the documents sent to them. Instead of their PIN, shareholders who have registered for electronic delivery of invitations to Shareholders' Meetings with an Access Password selected by them must use this Access Password. The shareholders' representatives use the access data sent to them. Statements can be submitted from the provision of the Online-Service on Friday, May 5, 2023, in the form of a video message exclusively via the Online-Service at

www.evonik.com/asm-services.

They must be received via the Online-Service no later than 12.00 midnight (CEST) on Thursday, May 25, 2023. The volume of video messages should be limited to a reasonable level to allow all shareholders to view and review them within a reasonable timeframe. A period of up to three minutes per video message should serve as an orientation. However, video messages may not exceed a period of five minutes and must be submitted in German. Furthermore, only those video messages are permissible in which only the shareholder himself or his proxy appears.

The Company will make statements from shareholders that meet the above requirements and are to be made available in accordance with the statutory provisions, including the name and place of residence or registered office of the shareholder or his proxy, for duly registered shareholders and their proxies in the Online-Service for the Annual Shareholders' Meeting at the Internet address

www.evonik.com/asm-services

(no later than 12.00 midnight (CEST) on Friday, May 26, 2023). By submitting the statement, the shareholder or his proxy agrees that the video statement will be published in the Online-Service, stating his name and place of residence or registered office.

Any opinions of the Company will also be published in the Online-Service.

The possibility of submitting statements does not constitute a means of submitting questions before the Annual Shareholders' Meeting pursuant to Section 131 Paragraph 1a AktG. Consequently, any questions contained in statements will not be answered at the virtual Annual Shareholders' Meeting, unless they are asked at the Annual Shareholders' Meeting by means of video communication. Proposals, proposals for election and objections to resolutions of the Annual Shareholders' Meeting contained in the statements will likewise not be considered. These must be submitted or declared solely in the manner specified separately in this Notice of Annual Shareholders' Meeting. The Company reserves the right, not to publish video messages with insulting, discriminatory or criminally relevant or obviously false or misleading content, as well as those without any reference to the agenda.

These shareholder rights are based on the following provisions:

Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)

- “(1) ¹In the case of a virtual shareholders' meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the shareholders' meeting. ²The right may be confined to shareholders who have duly submitted notification of attendance at the meeting. ³The length of the statements may be reasonably restricted in the notice of the shareholders' meeting.
- (2) Statements shall be submitted by no later than five days prior to the meeting.

- (3) ¹The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. ²Availability of them may be confined to shareholders who have duly submitted notification of attendance at the meeting. ³In the case of stock exchange listed companies, they shall be made available over the website of the company; in the case of Section 130a Paragraph 3 Sentence 2, they may also be made available over the website of a third party. ⁴Section 126 Paragraph 2 Sentence 1 No. 1, 3 and 6 shall apply mutatis mutandis.
- (4) Section 121 Paragraph 7 shall apply to calculation of the deadlines specified in Section 130a Paragraphs 2 and 3 Sentence 1.”

Section 131 Shareholders’ right to obtain information (excerpt)

“(1) (...)

- (1a) ¹In the case of a virtual shareholders’ meeting, Section 131 Paragraph 1 Sentence 1 shall be applied subject to the proviso that the executive board may stipulate that shareholders’ questions must be submitted by means of electronic communication by no later than three days prior to the meeting. ²Section 121 Paragraph 7 shall apply to calculation of the deadline. ³Questions not submitted by the deadline do not have to be considered.”

Shareholders’ rights to speak pursuant to Section 130a Paragraph 5 and 6 AktG

At the Annual Shareholders’ Meeting, shareholders duly registered for participation and electronically connected to the Annual Shareholders’ Meeting and their proxies shall have the right to speak by means of video communication. Motions and proposals for election pursuant to Section 118a Paragraph 1 Sentence 2 No. 3 AktG as well as all types of requests for information pursuant to Section 131 AktG may be part of the speech.

Speeches can be made during the Annual Shareholders' Meeting at the request of the chairperson of the meeting via the Online-Service, accessible via the Internet address

www.evonik.com/asm-services.

The chairperson of the meeting will explain the procedure of request to speak and giving the floor in more detail at the Annual Shareholders' Meeting.

The minimum technical requirements for a live video connection are an internet-enabled device with camera and microphone as well as a stable internet connection. The Company reserves the right to check the functionality of the video communication between the shareholder or his proxy and the Company at the Annual Shareholders' Meeting before giving the floor and to reject it if the functionality is not ensured. Recommendations for the optimal functioning of video communication can be found at the following internet address

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

These shareholder rights are based on the following provisions:

Section 130a Right to submit statements and right to speak at virtual shareholders' meetings (excerpt)

“(5) ¹Shareholders who are connected to the meeting electronically shall be given a right to speak at the meeting by means of video communication. ²The form of video communication offered by the company shall be used for addresses. ³Motions and election nominations in accordance with Section 118a Paragraph 1 Sentence 2 No. 3, requests for information in accordance with Section 131 Paragraph 1, follow-up questions in accordance with Section 131 Paragraph 1d and further questions in accordance with Section 131 Paragraph 1e may be part of the address. ⁴Section 131 Paragraph 2 Sentence 2 shall apply mutatis mutandis.

- (6) The company may reserve the right in the notice of the shareholders' meeting to examine the working order of video communication between the shareholder and the company at the meeting and prior to the address and to reject the address if the working order of video communication is not ensured."

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. In accordance with the principle of Section 131 Paragraph 1d AktG, the shareholder has the right to ask questions about all answers given by the Executive Board at the Annual Shareholders' Meeting in order to specify an answer to a question asked at the Annual Shareholders' Meeting that is perceived as insufficient. By order of the chairperson of the meeting pursuant to Section 131 Paragraph 1f AktG, all forms of the right to information pursuant to Section 131 AktG may be exercised at the Annual Shareholders' Meeting exclusively by means of video communication via the Online-Service, including the right to ask. No other submission of questions by electronic or other communication is envisaged either before or during the Annual Shareholders' Meeting. For the minimum technical requirements and the reservation to check the functionality of video communications, see the section above "Shareholders' rights to speak pursuant to Section 130a Paragraph 5 and 6 AktG".

These shareholder rights are based on the following provisions:

Section 131 Shareholders' right to obtain 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, 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 these simplifications. 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 companies included in the consolidated financial statements.

(1a) (...)

(1b) (...)

(1c) (...)

(1d) ¹All shareholders connected electronically to the meeting shall be granted the right to ask follow-up questions at the meeting by means of electronic communication on all answers given by the executive board before and during the meeting. ²Section 131 Paragraph 2 Sentence 2 shall also apply to the right to ask follow-up questions.

- (1e) ¹Furthermore, all shareholders connected electronically to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication on all matters that have arisen after the deadline specified in Section 131 Paragraph 1a Sentence 1. ²Section 131 Paragraph 2 Sentence 2 shall also apply to this right to ask questions.
- (1f) The chairperson of the meeting may stipulate that the right to obtain information in accordance with Section 131 Paragraph 1, the right to ask follow-up questions in accordance with Section 131 Paragraph 1d and the right to ask questions in accordance with Section 131 Paragraph 1e at the shareholders' meeting may be exercised solely by means of video communication.
- (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, a financial services institution or a securities institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management report thereof, consolidated financial statements or management report thereof;
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 information has been provided to a shareholder outside the shareholders' meeting by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. ²In the case of a virtual shareholders' meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with sentence 1 by means of electronic communication. ³The executive board may not refuse to provide such information on the grounds of Section 131 Paragraph 3 Sentence 1 No.

1 through 4. ⁴Sentences 1 through 3 shall not apply if a subsidiary (Section 290 Paragraph 1, 2 of the German Commercial Code (HGB)), a joint venture (Section 310 Paragraph 1 of the German Commercial Code (HGB)) or an associated company (Section 311 Paragraph 1 of the German Commercial Code (HGB)) provides information to a parent company (Section 290 Paragraph 1, 2 of the German Commercial Code (HGB)) for the purpose of including the company in the consolidated financial statements of the parent company, and the information is needed for that purpose.

- (5) ¹A shareholder who has been denied information may request that his query and the reason for which the information was denied be recorded in the minutes of the meeting. ²In the case of a virtual shareholders' meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with Sentence 1 by means of electronic communication.“

Objection against resolutions of the Annual Shareholders' Meeting pursuant to Sections 245, 118a Paragraph 1 Sentence 2 No. 8 AktG

Shareholders who have duly submitted notification of attendance and are connected to the Annual Shareholders' Meeting electronically and their proxies have the right to object to resolutions of the Annual Shareholders' Meeting from the beginning to the end of the Annual Shareholders' Meeting for the notary's minutes. Corresponding declarations must be submitted using the password-protected Online Service at

www.evonik.com/asm-services

in accordance with the procedure provided for this purpose. The notary will receive any objections via the password-protected Online-Service.

These shareholder rights are based on the following provisions:

Section 118a Virtual Shareholders' Meeting (excerpt)

“(1) ¹The articles may allow for, or authorize the executive board to allow for, the Shareholders' Meeting to be held without the shareholders or their representatives being physically present at the place where the meeting is held (virtual shareholders' meeting). ² If a virtual shareholders' meeting is held, the following conditions must be met:

8. Shareholders connected to the meeting electronically shall be given the right to declare an objection to a resolution of the Shareholders' Meeting by means of electronic communication.”

Section 245 Authority to bring an action for avoidance (excerpt)

“¹The following shall have authority to bring an action for avoidance:

1. Any shareholder attending the shareholders' meeting, provided he has already acquired the shares prior to the agenda having been published by notice and provided he raised an objection concerning the resolution and had it recorded in the minutes.
2. (...)

²In the case of a virtual shareholders' meeting, all shareholders connected to the meeting electronically shall be deemed to be in attendance within the meaning of Sentence 1 No. 1.”