

INVITATION TO THE ANNUAL SHARE- HOLDERS' MEETING

EVONIK INDUSTRIES AG
WEDNESDAY, JUNE 3, 2026,
10 AM¹

¹ Central European Summer Time—CEST



Registration
for email
dissemination

Save paper and protect the environment, by registering for email dissemination of the invitation to the Annual Shareholders' Meeting. For future Annual Shareholders' Meetings, you will then no longer receive the invitation by post, but to the email address you have provided. To register, you will need your shareholder number and an access password. You can change your registration details or revoke your consent to electronic dissemination at any time.

This is how it works:

If you are not yet registered for email dissemination of the invitation to the Annual Shareholders' Meeting, you can quickly and easily opt for email dissemination in the Online-Service for shareholders.

To log in to the Online-Service, you will need your shareholder number and your personal access password. You will find these on page 1 of the postal invitation to the Annual Shareholders' Meeting. The Online-Service at www.evonik.com/asm-services (see QR code on the right). Or simply scan the QR code also printed on page 1 with your cell phone camera to access the Online-Service directly.



If you have any questions about the Online-Service, please contact our shareholder hotline, which is available Monday to Friday from 9:00 AM to 5:00 PM on telephone number +49 1802-739 376 (6 cents per call from all German networks).

**We hereby invite our shareholders to the
Annual Shareholders' Meeting**

at 10 AM (Central European Summer Time—CEST)
on Wednesday, June 3, 2026

with the following provision:

The Annual Shareholders' Meeting takes place as a virtual Annual Shareholders' Meeting pursuant to Section 118a of the German Stock Corporation Act (AktG) without physical presence of neither the shareholders nor their proxies (with the exception of the voting proxies designated by the Company); there is **no right or opportunity for shareholders to be present at the place of the Annual Shareholders' Meeting.**

A live video and audio transmission will be provided on the Internet. Shareholders or their proxies may exercise their voting rights exclusively by postal vote or by granting power of attorney to the proxies designated by the Company.

The venue of the Annual Shareholders' Meeting within the meaning of the German Stock Corporation Act is the administrative headquarter of Evonik Industries AG, Rellinghauser Straße 1–11, 45128 Essen, Germany (Building 5).

Evonik Industries AG, Essen, Germany | – ISIN DE000EVNK013 – | – Security Identification no. EVNK01 –

This document is a convenience translation of the German original.
In case of discrepancy between the English and German versions, the German version shall prevail.

Table of Contents

I. Agenda	3
• Provision of documents	3
• Allocation of the net profit	3
• Formal approval of the actions of the members of the Executive Board	4
• Formal approval of the actions of the members of the Supervisory Board	4
• Appointment of the auditor	5
• Approving the remuneration report	6
• Approval of the remuneration system for the Executive Board Members	7
• Authorized Capital 2026, cancellation of Authorized Capital 2022 and Amendment of Sec. 4 of Articles of Incorporation	8
• Authorization to issue warrant/option bonds, Conditional Capital 2026, Cancellation of Conditional Capital 2022 and Amendment of Sec. 4 of Articles of Incorporation	18
• Cancellation of self-retention of financial loss liability insurance Supervisory Board and amendment of Sec. 15 Articles of Incorporation	27
II. Further information and details of the Annual Shareholders' Meeting	28
Key figures for the Evonik Group	42
Financial Calendar	

I. Agenda

1. Provision of documents for the Annual Shareholders' Meeting in accordance with Section 176 Paragraph 1 Sentence 1 of the German Stock Corporation Act (Aktien-gesetz—"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, 2025;
- the approved consolidated financial statements as of December 31, 2025;
- 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 289a and Section 315a 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 documents are accessible on 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, on March 3, 2026, the Supervisory Board approved the annual financial statements and the consolidated financial statements as prepared by the Executive Board on February 26, 2026. 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, too, 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.

2. Resolution on the allocation of the net profit

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 Incorporation 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.

From the net profit of the fiscal year 2025 a dividend of €1.00 per no-par value share entitled to a dividend is to be distributed.

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

The net profit of €570,000,000.00 stated in the annual financial statements for fiscal year 2025 be allocated as follows:

• Payment of a dividend of €1.00 per no-par value share entitled to a dividend	=	€466,000,000.00
• Allocation to other revenue reserves	=	€0.00
• Amount carried forward	=	€104,000,000.00

Net profit = **€570,000,000.00€**

The dividend will be paid on June 9, 2026.

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 26, 2026 (date of establishment of the annual financial statements).

3. Resolution on formal approval of the actions of the members of the Executive Board in fiscal year 2025

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 2025 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 2025

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 2025 are hereby formally approved for this period.

5. Resolution on the appointment of the auditor and of the Group auditor for fiscal year 2026 and of the auditor for an audit review of the condensed financial statements and interim management report as of June 30, 2026 pursuant to Sections 115 Paragraph 5, 117 No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz—WpHG) (“Half-Year Financial Statement”) and additional financial information during the year pursuant to Section 115 Paragraph 7 of the Wertpapierhandelsgesetz in the fiscal year 2026 as well as for the period up to the Annual Shareholders’ Meeting in the fiscal year 2027 and the sustainability reporting for the fiscal year 2026

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

- 5.1 KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, (Germany), is appointed as
- a) the auditor and Group auditor for fiscal year 2026,
 - b) the auditor for a review of the condensed financial statements and interim management report as of June 30, 2026, pursuant to Section 115 Paragraph 5 and Section 117 No. 2 WpHG,
 - c) the auditor for any review of the interim financial statements and interim management report pursuant to Section 115 Paragraph 7 WpHG for additional financial information during fiscal year 2026 and 2027 up to the next Annual Shareholders’ Meeting.
- 5.2 KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, (Germany), is appointed as the auditor for any necessary audit with limited assurance of sustainability reporting for the fiscal year 2026.

The above points 5.1 and 5.2 are to be voted on separately.

The appointment as auditor of the sustainability reporting by the Annual Shareholders’ Meeting is made as a precautionary measure against the background of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 (CSRD) regarding corporate sustainability reporting, which must be transposed into national law. The appointment of the auditor of sustainability reporting comes into effect in the event that the German legislator requires the appointment of this auditor by the Annual Shareholders’ Meeting in a CSRD implementation law. Contrary to the requirements of the CSRD, it has not yet been transposed into national law in Germany.

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin (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.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that it has not been subject to any clause restricting the choice within the meaning of Article 16 (6) of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

6. Resolution on the approval of the remuneration report 2025

Pursuant to Section 120a Paragraph 4 AktG, the Annual Shareholders' Meeting of a listed company resolves annually on the approval of the remuneration report prepared and audited in accordance with Section 162 AktG for the previous fiscal year.

In accordance with Section 162 Paragraph 3 AktG, the auditor must examine the remuneration report to determine whether the legally required disclosures have been provided in accordance with Section 162 Paragraph 1, 2 AktG. In addition, the Executive Board and the Supervisory Board have decided to have the content of the remuneration report audited by the auditor. The note on the audit of the remuneration report is attached to the remuneration report.

In accordance with Section 124a Sentence 1 No. 4 AktG, the remuneration report for the fiscal year 2025 will be accessible on the website of Evonik from the time the Annual Shareholders' Meeting is convened, and will also be available there during the Annual Shareholders' Meeting.

The Executive Board and Supervisory Board propose to resolve:

The remuneration report for the fiscal year 2025 is approved.

7. Resolution on the approval of the remuneration system for members of the Executive Board

According to Section 120a Paragraph 1 AktG, the Annual Shareholders' Meeting of a listed company resolves at least every four years on the approval of the remuneration system for the members of the Executive Board submitted by the Supervisory Board, as well as on any significant change to the remuneration system.

The remuneration system for the members of the Executive Board was last approved by the Annual Shareholders' Meeting on May 25, 2022, making a renewed resolution necessary as part of the regular cycle. Based on preparatory work by the Executive Committee, the Supervisory Board has thoroughly reviewed and further developed the remuneration system. Drawing on a careful analysis by the Supervisory Board as well as feedback from investor dialogue in recent years, targeted adjustments are planned to support a holistic incentive system for implementing the corporate strategy and fostering the Company's long-term development.

In developing the enhancements to the remuneration system, the Supervisory Board was supported by a renowned, independent external compensation consultant.

The further developed remuneration system adopted by the Supervisory Board is intended to take effect as of January 1, 2026 ("Remuneration System 2026").

Key changes relate in particular to the variable remuneration components. The short-term variable remuneration (annual bonus) will in future focus on two financial performance indicators: adjusted EBITDA and free cash flow. In addition, a ROCE minimum hurdle is to be introduced, which may limit target achievement. For long-term variable remuneration, the performance metrics are to consist of relative total shareholder return (TSR), return on capital employed (ROCE), and ESG targets. Further adjustments concern pension provisions and shareholding requirements.

The updated remuneration system for the members of the Executive Board will be accessible via the Evonik website from the convening of the Annual Shareholders' Meeting and will also be available during the meeting.

Based on a corresponding recommendation from the Executive Committee, the Supervisory Board proposes adopting the following resolution:

The remuneration system for the members of the Executive Board as resolved by the Supervisory Board is approved.

8. Resolution on the creation of Authorized Capital 2026 against cash contributions and/or contributions in kind and on the exclusion of subscription rights, the cancellation of the present Authorized Capital resolved under Item 8 of the Agenda for the Annual Shareholders' Meeting on May 25, 2022 and the corresponding amendment to Section 4 of the Articles of Incorporation

The Annual Shareholders' Meeting on May 25, 2022 authorized the Executive Board to increase the Company's capital stock by issuing new no-par value registered shares, subject to the approval of the Supervisory Board (Authorized Capital 2022), by up to €116,500,000 (corresponding to 25 percent of the present capital stock). This authorization has not yet been utilized. The present authorization expires on May 24, 2027 and therefore on a date that is presumably before the date of the Annual Shareholders' Meeting 2027 of the Company. Therefore the present authorization shall be cancelled and replaced by a new authorization (Authorized Capital 2026). With respect to the Authorized Capital 2026, the Executive Board shall also be authorized to exclude shareholders' subscription rights in certain circumstances. The Company's Articles of Incorporation shall be amended accordingly.

The Executive Board and Supervisory Board propose the following resolution:

- a) The Authorized Capital 2022 shall be cancelled with effect from the date of the registration of the following Authorized Capital 2026 in the commercial register.
- b) The Executive Board will be authorized until June 2, 2031, subject to the approval of the Supervisory Board, to increase the Company's capital stock by up to €116,500,000.00 (corresponding to 25 percent of the present capital stock) by issuing new no-par value registered shares (Authorized Capital 2026). This authorization may be utilized in one or more issuances, but may not exceed a total of €116,500,000.00. The new shares may be issued against cash and/or contributions in kind. Except where subscription rights are excluded under the following provisions, the new shares shall be offered to the shareholders for subscription. An indirect subscription right within the meaning of Section 186 Paragraph 5 AktG shall also satisfy this condition.

The Executive Board will be authorized, subject to the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights when issuing new shares in the following cases:

- capital increases against contributions in kind, especially to grant new shares as a consideration in connection with business combinations or within the scope of acquiring companies, parts of companies or interests including the increase of interests in companies or other depositable assets eligible for contribution in connection with such a business combination or acquisition including third party receivables due from the Company or its subordinated affiliated companies within the meaning of Section 18 AktG in connection with a business combination or acquisition,

- if the capital increase is against contributions in cash and the proportionate share of the capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10 percent of the capital stock and the issue price of the new shares is not significantly below the stock market price of shares of the same class and with the same rights already listed on the stock exchange on the date of the final determination of the issue price by the Executive Board within the meaning of Section 203 Paragraphs 1 and 2, and Section 186 Paragraph 3 Sentence 4 AktG; the calculation of the 10 percent threshold shall be based on the capital stock as of June 3, 2026, as of the date of registration of the authorization in the commercial register or the date of issuance of the new shares, depending on which of these amounts is the lowest; the issue volume, which is restricted to 10 percent of the capital stock, shall be reduced by the proportionate amount of the capital stock attributable to shares or to warrants and/or conversion rights or obligations relating to debt instruments issued or disposed of after June 3, 2026 under exclusion of shareholders' subscription rights under application—directly, analogously or mutatis mutandis—of Section 186 Paragraph 3 Sentence 4 AktG,
- to exclude fractional amounts arising from the subscription ratio,
- insofar as is necessary to grant holders and/or creditors of warrants or conversion rights or obligors of warrant and/or conversion obligations relating to debt instruments issued by the Company or subordinated affiliated companies subscription rights to new shares to the extent that they would be entitled to them after exercise of their warrants and/or conversion rights or fulfillment of their warrant or conversion obligations,
- to grant shares to employees of the Company or its subordinated affiliated companies (employee stock), provided that the new shares for which subscription rights are excluded do not in aggregate exceed a proportionate share of the capital stock of 1 percent,
- for the execution of a so-called scrip dividend, where shareholders are offered the opportunity to use their claim to a dividend, in full or in part, as a contribution in kind to subscribe for new shares in the Company.

However, the new shares for which subscription rights are excluded under these authorizations, together with the proportionate amount of the capital stock attributable to treasury stock or to warrants and/or conversion rights and obligations relating to debt instruments disposed of or issued after June 3, 2026 under exclusion of subscription rights, shall not exceed 10 percent of the capital stock; the relevant reference figure shall be the capital stock as of June 3, 2026, as of the date of registration of the authorization in the commercial register or the date of issue of the new shares, whichever of these amounts is lowest. If the disposal or issue takes place in application—analogously or mutatis mutandis—of Section 186 Paragraph 3 Sentence 4 AktG this shall also be deemed to constitute exclusion of subscription rights.

The Executive Board is authorized, subject to the approval of the Supervisory Board, to define further details of capital increases out of the Authorized Capital 2026.

c) Section 4 Paragraph 6 of the Articles of Incorporation shall be amended as follows:

“The Executive Board is authorized until June 2, 2031, subject to the approval of the Supervisory Board, to increase the Company’s capital stock by up to EUR 116,500,000.00 by issuing new no-par value registered shares (Authorized Capital 2026). This authorization may be utilized in one or more issuances but may not exceed a total of EUR 116,500,000.00. The new shares may be issued against cash and/or contributions in kind. Except where subscription rights are excluded under the following provisions, the new shares shall be offered to the shareholders for subscription. An indirect subscription right within the meaning of Section 186 Paragraph 5 AktG shall also satisfy this condition. The Executive Board is authorized, subject to the approval of the Supervisory Board, to exclude shareholders’ statutory subscription rights when issuing new shares in the following cases:

- capital increases against contributions in kind, especially to grant new shares as a consideration in connection with business combinations or within the scope of acquiring companies, parts of companies or interests including the increase of interests in companies or other depositable assets eligible for contribution in connection with such a business combination or acquisition including third party’s receivables due from Company or its subordinated affiliated companies within the meaning of Section 18 AktG in connection with a business combination or acquisition,
- if the capital increase is against contributions in cash and the proportionate share of the capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10 percent of the capital stock and the issue price of the new shares is not significantly below the stock market price of shares of the same class and with the same rights already listed on the date of the final determination of the issue price by the Executive Board within the meaning of Section 203 Paragraphs 1 and 2, and Section 186 Paragraph 3 Sentence 4 AktG; the calculation of the 10 percent threshold shall be based on the capital stock as of June 3, 2026, as of the date of registration of the authorization in the commercial register or the date of issuance of the new shares, depending on which of these amounts is lowest; the issue volume, which is restricted to 10 percent of the capital stock, shall be reduced by the proportionate amount of the capital stock attributable to shares or to warrants and/or conversion rights or obligations relating to debt instruments issued or disposed of after June 3, 2026 under exclusion of shareholders’ subscription rights in application—directly, analogously or mutatis mutandis—of Section 186 Paragraph 3 Sentence 4 AktG,
- to exclude fractional amounts arising from the subscription ratio,

- insofar as is necessary to grant holders and/or creditors of warrants and/or conversion rights and obligors of warrant and/or conversion obligations relating to debt instruments issued by the Company or subordinated affiliated companies subscription rights to new shares to the extent that they would be entitled to them after exercise of their warrants and/or conversion rights or fulfillment of their warrant or conversion obligations,
- to grant shares to employees of the Company or its subordinated affiliated companies (employee stock), provided that the new shares, for which subscription rights are excluded, do not in aggregate account for a proportionate share of the capital stock in excess of 1 percent,
- for the execution of a so-called scrip dividend, where shareholders are offered the opportunity to use their claim to a dividend, in full or in part, as a contribution in kind to subscribe for new shares in the Company.

However, the new shares, for which subscription rights are excluded under these authorizations, together with the proportionate amount of the capital stock attributable to treasury stock or to warrants and/or conversion rights and obligations related to debt instruments disposed of or issued after June 3, 2026 under exclusion of dividend rights shall not exceed 10 percent of the capital stock; the relevant reference figure shall be the capital stock as of June 3, 2026, as of the date of registration of the authorization in the commercial register or the date of issue of the new shares, whichever of these amounts is lowest. If the disposal or issue takes place in application—analogously or *mutatis mutandis*—of Section 186 Paragraph 3 Sentence 4 AktG this shall also be deemed to constitute exclusion of subscription rights.

The Executive Board is authorized, subject to the approval of the Supervisory Board, to determine further details of capital increases out of the Authorized Capital 2026."

- d) The Supervisory Board is authorized to amend Section 4 Paragraph 1, Paragraph 2 and Paragraph 6 of the Articles of Incorporation to reflect the utilization of the Authorized Capital 2026 or upon expiry of the authorization.

The Executive Board must make available to the Annual Shareholders' Meeting a written report on the reasons for the authorizations to exclude shareholders' subscription rights when the new shares are issued. This report reads as follows:

Report to the Annual Shareholders' Meeting

With respect to Item 8 of the Agenda for the Annual Shareholders' Meeting on June 3, 2026, the Executive Board and Supervisory Board propose that new authorized capital (Authorized Capital 2026) shall be created.

The Executive Board hereby submits the following report pursuant to Section 203 Paragraph 2 in conjunction with Section 186 Paragraph 4 Sentence 2 AktG on the reasons for the authorizations to exclude shareholders' subscription rights when issuing the new shares. As an integral part of this invitation to the Annual Shareholders' Meeting, this report is available in the internet at www.evonik.com/annual-shareholders-meeting.

Under Item 8 of the Agenda, the Annual Shareholders' Meeting on May 25, 2022 resolved to create authorized capital (Authorized Capital 2022). The authorized capital was registered in the commercial register, authorizing the Executive Board, subject to the approval of the Supervisory Board, to increase the Company's capital stock by up to €116,500,000.00 by the issue of new no-par value shares in one or more issuances. So far, the Executive Board has not utilized this authorization.

Since the Authorized Capital 2022 expires on May 24, 2027 and therefore on a date that is presumably before the Annual Shareholders' Meeting 2027, the above authorization shall be revoked and replaced by new Authorized Capital 2026. Section 4, Paragraph 6 of the Articles of Incorporation shall therefore be amended accordingly.

The Executive Board and Supervisory Board propose that the Executive Board shall be authorized until June 2, 2031, subject to the approval of the Supervisory Board, to increase the Company's capital stock by up to €116,500,000.00 by issuing new no-par value registered shares in one or more issuances against cash and/or contributions in kind (Authorized Capital 2026). The volume of the Authorized Capital 2026 corresponds to 25 percent of the present capital stock and thus half of the maximum statutory limit for authorized capital. The issuance of multiple voting shares is excluded. In principle, shareholders have to be offered an opportunity to subscribe to the new shares. An indirect subscription right within the meaning of Section 186 Paragraph 5 AktG shall also satisfy this condition. However, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights when issuing new shares in certain cases.

While shareholders generally have a right to subscribe to the new shares issued as part of a capital increase, the Executive Board shall be authorized to exclude shareholders' subscription rights, subject to the approval of the Supervisory Board, in the case of capital increases against contributions in kind, in particular in order to issue new shares as a consideration in connection with business combinations or within the scope of acquiring companies, parts of companies or interests including the increase of interests in companies or other depositable assets eligible for contribution in connection with such a business combination or acquisition connected to such a business combination or acquisition; the above other depositable assets include, in particular, third party's receivables due from the Company or its subordinated affiliated companies.

Evonik Industries AG is exposed to national and global competition. It must therefore be in a position at all times to act quickly and flexibly on national and international markets. That includes the possibility of business combinations with other companies, or the acquisition of other companies, parts of companies or interests in other companies to improve its competitive position. This includes, in particular, increasing its investment in (Group-) companies.

When acquiring companies, parts of companies or interests in companies or other depositable assets, it is often necessary to offer shares in the acquiring company as consideration rather than cash. One reason for this is that for attractive acquisition targets, the acquiring company is often required to offer shares. Moreover, especially when larger entities are concerned, the granting of new shares as a consideration may be beneficial to reduce pressure on liquidity. In particular, the proposed authorization will give the Company the necessary flexibility to utilize this type of consideration in order to make use of opportunities for business combinations, and for the acquisition of companies, parts of companies or interests in companies and other assets. The proposed authorization to exclude shareholders' subscription rights is necessary for this purpose. If subscription rights are granted, it is not generally possible to grant new shares as consideration for business combinations, the acquisition of companies, parts of companies, interests including the increase of interests in companies or other depositable assets so the associated benefits cannot be realized.

The proposed resolution also explicitly provides for the possibility that new shares can be granted under exclusion of subscription rights in the context of the acquisition of depositable assets in connection with the acquisition of companies, parts of companies or interests in companies. In the context of acquisitions, it may make economic sense to acquire further assets alongside the actual acquisition target, for example, assets that economically serve the acquisition target. This applies in particular if a company to be acquired is not the owner of commercial rights of protection or intangible assets related to its business operations. In these and comparable cases, Evonik Industries AG must be able to acquire the economic assets connected to the planned acquisition and—if the seller so requires—grant shares as the consideration. The precondition under the proposed authorization is that the assets concerned would be depositable in the event of a capital increase in kind.

The resolution authorizing the acquisition and use of treasury stock under Section ce) of Item 7 of the Agenda for the Annual Shareholders' Meeting of June 4, 2024 essentially serves the same purpose. The Company is, however, seeking the necessary flexibility to realize such objectives independently of the acquisition of its own shares. There are currently no specific plans to exercise the authorization. If opportunities to merge or to acquire companies, parts of companies or interests including the increase of interests in companies or other depositable assets should materialize, the Executive Board will carefully examine whether it will utilize the possibility of a capital increase against contributions in kind and the possibility of excluding subscription rights. It will only do so if it comes to the conclusion that a merger or an acquisition of companies, parts of companies or interests in companies or other depositable assets in return for new shares in Evonik is in the legitimate interest of the Company. The Supervisory Board will only give its approval if it also reaches the same conclusion.

Further, the Executive Board shall be authorized to exclude shareholders' subscription rights, subject to the approval of the Supervisory Board, if the capital increase is against contributions in cash and the proportionate share of the capital stock attributable to the new shares for which subscription rights are excluded does not exceed 10 percent of the capital stock and the issue price of the new shares is not significantly below the stock market price of shares of the same class and with the same rights already listed on the date of the final determination of the issue price by the Executive Board within the meaning of Section 203 Paragraphs 1 and 2, in conjunction with Section 186 Paragraph 3 Sentence 4 AktG; the calculation of the 10 percent threshold shall be based on the capital stock as of June 3, 2026, as of the date of registration of the authorization in the commercial register or the date of issuance of the new shares, depending on which of these amounts is lowest. In other words, the determining factor is the date on which the capital stock is lowest. This clause in the resolution ensures that even in the event of a capital decrease, the 10 percent threshold will not be exceeded under any circumstances.

The legal basis for the exclusion of subscription rights is Section 203 Paragraphs 1 and 2 in conjunction with Section 186 Paragraphs 3 and 4 AktG. Any discount on the decisive stock market price will probably not exceed 3 percent and will at most be 5 percent of the then current stock market price. This possibility of a so-called "simplified exclusion of subscription rights" serves the interests of the Company in obtaining the best possible price for the issue of the new shares. In this way, the Company will be placed in a position to utilize opportunities arising from the respective stock market situation quickly, flexibly and cost-effectively. The issue price obtainable by market-oriented determination of the issue price normally results in a far higher inflow of funds per share than if the new shares are placed under observation of subscription rights. Moreover, by excluding the time-consuming and expensive process of handling subscription rights, equity requirements can be satisfied quickly through opportunities arising on the market. Although Section 186 Paragraph 2 Sentence 2 AktG permits the publication of the issue price at the latest three days before expiration of the subscription period, in view of the volatility of the equity markets, even in this case there is a market risk, namely a risk of changes in prices over several days, which could lead to discounts as a safety margin when setting the issue price, and could thus result in conditions that are not market-oriented. Moreover, when granting subscription rights, the Company cannot respond quickly to favorable market conditions as the statutory subscription period is at least two weeks.

Although the resolution authorizing the acquisition and use of treasury stock under Section cc) of Item 7 of the Agenda for the Annual Shareholders' Meeting of June 4, 2024 essentially serves the same purpose, the company is, however, seeking the necessary flexibility to realize such objectives independently of the acquisition of its own shares. Further, the proposed clause providing for a reduction in the scope of the authorization in the event of other measures involving exclusion of subscription rights in application—directly, analogously or mutatis mutandis—of Section 186 Paragraph 3 Sentence 4 AktG is designed to ensure that, taking into account all authorizations that permit the exclusion of subscription rights, any exclusion of subscription rights shall in total not exceed 10% of the share capital. In this context, the limit of 20% of the share capital for an exclusion of subscription rights now provided for in Section 186 Paragraph 3 Sentence 4 AktG, as amended by the Future Financing Act, shall only be used up to one half, namely up to 10% of the share capital. The proposed authorization to exclude subscription rights is in the interests of the Company and its shareholders for the reasons outlined. Since the issue price of the new shares has to be based on the stock market price and the scope of the authorization to exclude subscription rights is restricted, appropriate account is taken of the shareholders' interests. Shareholders have the possibility to maintain their relative stake by purchasing shares on the stock market.

The Executive Board shall also be authorized, subject to the approval of the Supervisory Board, to exclude subscription rights for fractional amounts. The purpose of excluding subscription rights for fractional amounts is to achieve a technically viable subscription ratio. The unallocated shares resulting from the exclusion of shareholders' subscription rights to fractional amounts will either be sold via the stock market or utilized in another way in the best interests of the Company. The potential dilution effect is low due to the restriction to fractional amounts.

The Executive Board shall also be authorized, subject to the approval of the Supervisory Board, to exclude shareholders subscription rights insofar as is necessary to grant holders and/or creditors of warrants and/or conversion rights and obligors of warrants and/or conversion obligations relating to debt instruments issued by the Company or a subordinated affiliated company, to the extent that they would be entitled to subscription rights to the new shares after exercise of the warrants and/or conversion rights or fulfillment of the warrant or conversion obligations. Warrant bonds and convertible bonds normally include protection against dilution to facilitate their placement on the capital market. Common methods of protection against dilution are cash compensations or the option of a discount on the warrant or conversion price or adjustments of the conversion ratio. In addition, warrant bonds and convertible bonds normally provide that, in particular in the event of a capital increase where shareholders are granted subscription rights, the holders or creditors of warrants or conversion rights and the obligors of warrant or conversion obligations are granted a subscription right to the new shares in the same way as shareholders, which applies instead of one of the above mechanisms to protect against dilution. In case the Executive Board utilizes this option, they are put in the same position they would have been in if they had already exercised their warrant or conversion rights or fulfilled their warrant or conversion obligations. Unlike protection against dilution involving a discount on the warrant or conversion price or adjustment of the conversion ratio, this has the advantage that the Company can obtain a higher issue price for the shares which shall be issued in return for exercise of the warrant or conversion right/obligation and that no cash settlement will have to be made. The exclusion of subscription rights is necessary to achieve this.

Further, the Executive Board shall be authorized to exclude subscription rights, subject to the approval of the Supervisory Board, in order to grant shares—amounting to a proportionate share of the capital stock of no more than 1 percent—to employees of the Company or subordinated affiliated companies. This is intended to provide the Company with the opportunity to introduce share-based remuneration components through an employee stock program in order to offer employees incentives based on the performance of the Company, as reflected in the stock market price of its shares.

Evonik Industries AG should be in a position to enable employees to participate in the Company by granting them shares. The granting of shares to employees serves to integrate such employees, increases their willingness to accept responsibility, and retains members of the workforce. The granting of shares to employees is therefore in the interest of the Company and its shareholders. It is deemed desirable by the legislators and is facilitated in multiple ways by the law. Under the proposed authorization, the potential beneficiaries should not be confined to employees of Evonik Industries AG but should also include subordinated affiliated companies. In particular, Evonik Industries AG should also be able to create variable remuneration components with a long-term incentive effect for certain Group executives and for certain other groups of employees or all employees. Therefore, this is an instrument that can result in the assumption of greater shared economic responsibility, in the interest of the Company and its shareholders.

Employee participation is also served by the authorization adopted under clause cd) of Item 7 of the Agenda for the Annual Shareholders' Meeting of June 4, 2024 on the acquisition and use of treasury shares. In the interest of the greatest possible flexibility, the Company should be given the opportunity to issue new shares to employees without recourse to the authorization to acquire and use treasury shares.

Further, subject to the approval of the Supervisory Board, it should be possible to exclude subscription rights to optimize the terms of a so-called scrip dividend. In case of a scrip dividend, shareholders will be offered the opportunity to contribute their claim to payment of a dividend resolved by the Annual Shareholders' Meeting, in full or in part, as a contribution in kind to subscribe to new shares in the Company.

A scrip dividend may be executed as a genuine subscription rights issuance, especially in application of the provisions set forth in Section 186 Paragraph 1 AktG (minimum subscription period of two weeks) and Section 186 Paragraph 2 AktG (announcement of the issue price at the latest three days before the end of the subscription period). In this case, shareholders will only be offered the opportunity to subscribe to full shares; for the portion of the dividend claim that is below the subscription price for a full share (or exceeds this amount), shareholders shall have the right to a cash dividend and can thus not subscribe to shares; an offering of partial rights is not provided for, nor is the establishment of trading in subscription rights or fractional subscription rights. This appears legitimate and appropriate as the shareholders receive a cash dividend instead of new shares.

In specific cases, depending on the capital market situation, it may be in the interest of the Company and its shareholders to offer and perform a scrip dividend without being bound by the restrictions pursuant to Section 186 Paragraphs 1 and 2 AktG. Instead of a scrip dividend involving the issuance of subscription rights, the Executive Board shall therefore be authorized, subject to the approval of the Supervisory Board, to offer a scrip dividend while excluding the general subscription rights of shareholders. Notwithstanding the comprehensive exclusion of subscription rights, in this case the Executive Board will also offer the new shares for subscription to all shareholders entitled to the dividend in return for their claim to a dividend. In view of the fact that the new shares would be offered to all shareholders and any remaining fractional amounts of the dividend would be settled by payment of a cash dividend, exclusion of subscription rights appears both legitimate and appropriate.

The authorization adopted under clause cg) of Item 7 of the Agenda for the Annual Shareholders' Meeting on June 4, 2024 on the purchase and utilization of shares in the Company can also be used for the purpose of executing a scrip dividend. In the interests of maximum flexibility, the Company should be given the possibility of executing a scrip dividend without recourse to the authorization to purchase and utilize shares in the Company.

Further, the proportionate amount of the capital stock attributable to the new shares for which subscription rights are excluded under these authorizations, together with the proportionate amount of the capital stock attributable to treasury stock or warrants and/or conversion rights and obligations related to debt instruments sold or issued after June 3, 2026 under exclusion of subscription rights, shall not exceed 10% of the capital stock. The calculation of this 10 percent threshold shall be based on the capital stock as of June 3, 2026, as of the date of entry of the authorization in the commercial register or the date of issue of the new shares, depending on which of these amounts is lowest. If the sale or issue takes place in application—*analogously or mutatis mutandis*—of Section 186 Paragraph 3 Sentence 5 AktG this shall also be deemed to constitute exclusion of subscription rights.

After due consideration of all the circumstances outlined, the Executive Board and Supervisory Board consider the authorizations to exclude subscription rights in the cases specified to be objectively legitimate and appropriate for the shareholders for the reasons given, even taking into account the dilution effect to the detriment of the shareholders arising from utilization of the respective authorizations. The Executive Board will report to the Shareholders' Meeting on any use of the authorizations to exclude subscription rights.

9. Resolution on the authorization to issue warrant bonds and/or convertible bonds and to exclude subscription rights, creation of Conditional Capital 2026, the cancellation of the existing conditional capital resolved upon under Agenda item 9 of the Annual Shareholders' Meeting of May 25, 2022, and the corresponding amendment of Section 4 of the Articles of Incorporation

The Annual Shareholders' Meeting of May 25, 2022 authorized the Executive Board to issue warrant bonds and/or convertible bonds and to increase the Company's capital stock, subject to the approval consent of the Supervisory Board by up to €37,280,000.00 (corresponding to 8% of the present capital stock) to service the warrant bonds and/or convertible bonds by issuing new registered no-par value shares (Conditional Capital 2022). So far, this authorization has not been utilized. The present authorization expires on May 24, 2027 and therefore on a date that is presumably before the date of the Annual Shareholders' Meeting 2027. It shall be cancelled and replaced by a new authorization (Conditional Capital 2026). The Conditional Capital 2026 shall also authorize the Executive Board to exclude shareholders' subscription rights in certain circumstances. The Company's Articles of Incorporation shall be amended accordingly.

The Executive Board and Supervisory Board propose the following resolution:

- a) The present authorization to issue warrant and/or convertible bonds and to exclude subscription rights shall be cancelled.

The authorization granted by the resolution on Item 9 of the Agenda for the Annual Shareholders' Meeting on May 25, 2022 to issue warrant bonds and/or convertible bonds and exclude subscription rights is hereby cancelled.

- b) Authorization to issue warrant bonds and/or convertible bonds and exclude subscription rights
- aa) Authorization period, nominal amount, number of shares, currency, issue by Group companies, maturity, interest

The Executive Board is authorized up to June 2, 2031, subject to the approval of the Supervisory Board, to issue bearer or registered warrant bonds and/or convertible bonds or a combination of these instruments (referred to jointly as "debt instruments") with an aggregate nominal value of up to €1.25 billion in one or more issuances, and to grant the holders or creditors (referred to jointly as "holders") of these equally ranked debt instruments, warrants or conversion rights for registered no-par value shares in the Company with a total proportionate share of the capital stock of up to €37,280,000.00 (corresponding to 8 percent of the present capital stock), as detailed in the terms and conditions of the warrant bond or convertible bond. The debt instruments may be denominated either in euros or in the legal currency of an OECD country—up to a maximum of the equivalent of €1.25 billion.

The debt instruments may also be issued by a subordinated affiliated company of Evonik Industries AG within the meaning of Section 18 AktG, provided that Evonik Industries AG holds at least 90 percent of the voting rights and the capital of this company. In this case, the Executive Board is authorized, subject to the approval of the Supervisory Board, to assume the guarantee for the debt instruments on behalf of Evonik Industries AG and grant the holders of the debt instruments warrants and/or conversion rights for registered non-par value shares in Evonik Industries AG.

The debt instruments may be issued with or without a defined maturity. The debt instruments may have a fixed or variable interest rate. Further, as for income bonds, interest may be completely or partially dependent on the amount of the Company's dividend.

bb) Granting of subscription rights, exclusion of subscription rights

The debt instruments shall be offered to the shareholders for subscription. They may also be issued to banks or companies within the meaning of Section 186 Section 5 Sentence 1 AktG in conjunction with an obligation to offer them to shareholders for subscription. If debt instruments are issued by a Group company of Evonik Industries AG, the company shall ensure that the statutory subscription rights are granted to the shareholders. The Executive Board will be authorized, subject to the approval of the Supervisory Board, to exclude shareholders' statutory subscription rights when issuing debt instruments in the following cases:

- to issue debt instruments against cash payment insofar as the Executive Board reaches the conclusion, on the basis of a conscientious examination, that the issue price of the debt instruments is not significantly below their market value; this authorization to exclude subscription rights applies for debt instruments with warrants and/or conversion rights or warrant and/or conversion obligations for shares with a proportionate interest in the capital stock that may not exceed 10 percent of the capital stock, neither until June 3, 2026, nor—insofar as such amount is lower—at the time of the registration of the underlying conditional capital in the commercial register or the exercise of this authorization; the above 10 percent threshold includes:
 - new shares issued after June 3, 2026 under exclusion of shareholders' subscription rights pursuant to Section 203 Paragraphs 1 and 2 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG, and
 - treasury stock disposed of after June 3, 2026 under exclusion of shareholders' subscription rights pursuant to Section 71 Paragraph 1 No. 8 Sentence 5 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG,
- fractional amounts arising from the subscription ratio,

- insofar as is necessary to grant holders of previously issued debt instruments with warrants and/or conversion rights or obligations subscription rights to the extent that they would be entitled to such rights as shareholders after exercise of the warrants and/or conversion rights or fulfillment of the warrant and/or conversion obligations.

However, the proportionate amount of the capital stock attributable to the shares to which the warrants and/or conversion rights or obligations attached to debt instruments relate to and for which subscription rights are excluded under this authorization, together with the proportionate amount of the capital stock attributable to treasury stock or new shares issued out of authorized capital, which are disposed or issued after June 3, 2026 under exclusion of subscription rights, shall not exceed 10 percent of the capital stock; this shall be determined by the capital stock either as of June 3, 2026, as of the date of registration of the underlying conditional capital in the commercial register or the capital stock at the date of exercise of this authorization, whichever of these amounts is lowest. If the sale or issue takes place in application—directly or mutatis mutandis—of Section 186 Paragraph 3 Sentence 4 AktG this shall also be deemed to constitute an exclusion of subscription rights.

cc) Warrant and/or conversion rights

If warrant bonds are issued, each bond will have one or more warrants which entitle and/or obligate the holder to subscribe to registered no-par value shares in Evonik Industries AG on the terms and conditions of the warrant and/or grant Evonik Industries AG a right to tender shares. The warrants may be detached from the respective bond. The terms and conditions for warrant bonds issued by Evonik Industries AG may also provide for the warrant price to be settled by transfer of bonds and, where applicable, a cash payment. The proportionate interest in the capital stock attributable to the shares to be subscribed to under the bond may not exceed the nominal value of the bond. Insofar as this gives rise to fractional amounts of shares, provisions may be determined so that such fractions will be added together, possibly against payment, to allow subscription to full shares.

In the event of the issue of convertible bonds, the holders are granted the right to convert their bonds into registered no-par value shares in Evonik Industries AG under the terms and conditions of the convertible bond. The conversion ratio is calculated by dividing the nominal amount of the bond or the issue price if it is below the nominal amount by the conversion price set for one registered no-par value share in the Company and can be rounded-off to a whole number; further, with regard to such fractional amounts which cannot be converted, a supplementary cash payment and a consolidation or a or compensation may be provided for. The terms and conditions of the bond may provide for a variable conversion ratio and the determination of the conversion price (subject to the minimum price provision set out below) within a predefined range depending on the development of the price of the Company's no-par value shares in the period until the bond reaches maturity.

The terms and conditions for warrant bonds and convertible bonds may also impose an obligation on the holder to exercise the warrant or a conversion obligation and provide a tender right for the issuer to deliver no-par value shares in Evonik Industries AG (in any combination), at any time, including at the end of the term.

Section 9 Paragraph 1 in conjunction with Section 199 Paragraph 2 AktG shall respectively be observed.

- dd) Warrant price, conversion price, adjustment of warrant price or conversion price to protect value

In the event of the issue of debt instruments that grant warrants and/or conversion rights, the warrant or conversion price to be set for one share—except in cases in which a conversion obligation is provided for (see ff) below)—must be at least 80 percent of the unweighted average closing price for no-par value shares in Evonik Industries AG in XETRA trading on the Frankfurt stock exchange or a corresponding successor system during the last ten trading days before the date of the resolution by the Executive Board to issue the debt instruments or—if subscription rights are granted—at least 80 percent of the unweighted average closing price of shares in Evonik Industries AG in XETRA trading on the Frankfurt stock exchange or a corresponding successor system from the start of the subscription period up to and including the day before announcement of the final conditions for the debt instrument pursuant to Section 186 Paragraph 2 AktG. This shall not affect Section 9 Paragraph 1 AktG and Section 199 Paragraph 2 AktG.

Notwithstanding Section 9 Paragraph 1 AktG, in the event of economic dilution of the value of the warrants or conversion rights or obligations, the warrant or conversion price can be adjusted on the basis of the details set forth in the terms and conditions for the debt instrument to protect its value, to the extent such adjustment is not already provided for by law or subscription rights are granted as compensation or a corresponding cash payment is made. This shall not affect Section 9 Paragraph 1 AktG and Section 199 Paragraph 2 AktG.

- ee) Granting of new or existing shares, cash payment

The terms and conditions for the debt instrument may provide a right for the Company to service warrants or conversion rights that are exercised not by granting new shares, but by making a cash payment corresponding to all or a partial amount of its value. The terms and conditions for the debt instrument may also provide that the debt instruments can be converted, at the Company's discretion, into new shares issued out of the authorized capital, existing shares in the Company or shares in another public listed company, rather than into new shares issued out of conditional capital, or that a warrant right or obligation may be settled by the delivery of such shares.

ff) Warrant and/or conversion obligations

Further, the conditions for the debt instrument may also include a duty to exercise the warrant or convert the debt instrument at maturity or at a different point in time (referred to as “final maturity” in both cases), or give the Company the right to grant the holder of debt instruments shares in the company or in another public listed Company instead of a full or partial settlement of the cash amount due at the final maturity of the debt instruments. In such cases, the warrant or conversion price for one share may correspond to the unweighted average closing price of shares in Evonik Industries AG in XETRA trading on the Frankfurt stock exchange (or a corresponding successor system) in the ten trading days before or after the date of final maturity, even if this is below the minimum price specified in dd). This shall not affect Section 9 Paragraph 1 and Section 199 Paragraph 2 AktG.

gg) Authorization to determine further details

The Executive Board will be authorized, subject to the approval of the Supervisory Board, to determine the further details of the issue and terms of the debt instruments, in particular the interest rate, type of interest, issue price, maturity and denomination, and to determine the period for exercise of the warrant or conversion rights and a possible variation of the conversion ratio or to determine such terms in agreement with the corporate bodies of the Group company of Evonik Industries AG that issues the warrant bond or convertible bond.

c) Cancellation of the present conditional capital

The Conditional Capital 2022 created by the resolution on Item 9 of the Agenda for the Annual Shareholders’ Meeting on May 25, 2022 is hereby cancelled with effect from the time of registration of the Conditional Capital 2026 specified below in the commercial register.

d) Creation of new conditional capital

The capital stock is conditionally increased by up to €37,280,000.00 by the issue of up to 37,280,000 new registered no-par value shares representing a proportionate interest of the capital stock of €1 per share. The conditional capital increase serves the purpose to grant registered no-par value shares to holders of warrant bonds or convertible bonds with warrants and/or conversion rights or obligations, which may be issued on the basis of the authorization resolved by the Annual Shareholders’ Meeting on June 3, 2026 by Evonik Industries AG or a subordinated Group company of Evonik Industries AG within the meaning of Section 18 AktG until June 2, 2031. The new shares shall be issued at the warrant or conversion price to be set in accordance with the above provisions of the authorization resolution.

The conditional capital increase will only be implemented to the extent that use is made of the right to exercise warrants or conversion rights or the holders or creditors of debt instruments with an obligation to exercise warrants or conversion rights meet their obligation to exercise their warrants or conversion rights, and to the extent that other forms of settlement are not used. The new shares issued on the basis of the exercise of warrants or conversion rights or in fulfillment of obligations to exercise warrants or of conversion obligations shall be entitled to participate in the profits from the start of the fiscal year in which they are issued.

The Executive Board will be authorized, subject to the approval of the Supervisory Board, to determine the further details of capital increases out of the conditional capital.

e) Amendment of the Articles of Incorporation

Section 4 Paragraph 7 of the Articles of Incorporation will be amended as follows:

“The capital stock is conditionally increased by up to further EUR 37,280,000.00 divided into up to 37,280,000 registered no-par value shares (Conditional Capital 2026). The conditional capital increase will only be implemented to the extent that holders or creditors of warrant or conversion rights or obligations to exercise warrants or conversion obligations arising from warrant bonds and/or convertible bonds of Evonik Industries AG or a subordinated Group company of Evonik Industries AG within the meaning of Section 18 AktG issued or guaranteed on the basis of the authorization resolved at the Annual Shareholders' Meeting of June 3, 2026, exercise their warrants or conversion rights or, to the extent they have an obligation to exercise the warrants or conversion obligations, meet the obligation to exercise the warrant or conversion obligations and other forms of settlement are not used. The new shares will be issued at the warrant or conversion price to be set in accordance with the above provisions of this authorization.

The new shares are entitled to a share of the profit from the start of the fiscal year in which they are issued as a result of the exercise of warrants or conversion rights or the fulfillment of warrant exercise or conversion obligations. The Executive Board is authorized, subject to the approval of the Supervisory Board, to determine the further details of capital increases out of the conditional capital.”

f) Authorization to amend the Articles of Incorporation

The Supervisory Board is authorized to amend the Articles of Incorporation to reflect any issue of shares and to make all other associated amendments to the Articles of Incorporation provided that they are editorial only. This shall apply analogously in the event of non-utilization of the authorization to issue warrant bonds and/or convertible bonds after expiration of the authorization period and in the event of non-utilization of the conditional capital after expiration of the deadlines for the exercise of warrant and/or conversion rights or the settlement of warrant or conversion obligations.

The Executive Board must make available to the Annual Shareholders' Meeting a written report on the reasons for the authorizations to exclude shareholders' subscription rights when the new shares are issued. This report reads as follows:

Report to the Annual Shareholders' Meeting

With respect to Item 9 of the Agenda for the Annual Shareholders' Meeting on June 3, 2026, the Executive Board and Supervisory Board propose authorizing the issue of warrant bonds and options bonds and to create a new conditional capital (Conditional Capital 2026).

The Executive Board hereby submits the following report pursuant to Section 221 Paragraph 4 Sentence 2 in conjunction with Section 186 Paragraph 4 Sentence 2 AktG on the reasons for the authorization to exclude shareholders' rights when issuing the new shares. As an integral part of the invitation to the Annual Shareholders' Meeting, this report is available in the internet at www.evonik.com/annual-shareholders-meeting.

Under Item 9 of the Agenda, the Annual Shareholders' Meeting on May 25, 2022 resolved to authorize the issuance of bonds with warrants and convertible bonds and the creation of conditional capital. With the registration of the authorization to issue bonds with warrants and convertible bonds and to create conditional capital in the commercial register resolved by the Annual Shareholders' Meeting on May 25, 2022, the Executive Board was authorized, with the approval of the Supervisory Board, to issue warrants and/or convertible bonds or a combination of these instruments (collectively, "debt instruments") in the total nominal amount once or several times until May 24, 2027 of up to €1.25 billion and to grant the holders or creditors of these debt instruments, which are on an equal footing, option and/or conversion rights for registered no-par value shares of the Company with a pro rata amount of the share capital totalling up to €37,280,000.00 in accordance with the detailed provisions of the convertible bond or option conditions and to implement the share capital by a further amount of up to €37,280,000.00 divided into up to 37,280,000 registered no-par value shares (Conditional Capital 2022). The Executive Board has not yet made use of this authorization.

The authorization described above shall be cancelled and replaced by new Conditional Capital 2026. To this end, Section 4 Paragraph 7 of the Articles of Incorporation shall be amended. The Executive Board and Supervisory Board propose that the Executive Board be authorized until June 2, 2031, subject to the approval of the Supervisory Board, to issue bearer or registered warrant bonds and/or convertible bonds or a combination of these instruments (referred to jointly as "debt instruments") with an aggregate nominal value of up to €1.25 billion and to grant the holders or creditors (referred to jointly as "holders") of these equally ranked debt instruments warrants or conversion rights for registered no-par value shares in the Company with a total proportionate share of the capital stock of up to further €37,280,000.00—as detailed in the terms and conditions of the warrant bond or convertible bond—and to increase the capital stock by up to €37,280,000.00—divided into up to 37,280,000 registered no-par value shares—to fulfill these obligations (Conditional Capital 2026). The amount of the Conditional Capital 2026 corresponds to 8% of the present capital stock. The statutory ceiling for conditional capital to service warrant bonds and/or convertible

bonds is 50% of the capital stock as of the date of the resolution on the conditional capital, i.e. €233,000,000.00, and is therefore significantly higher than the amount provided for here. In principle, the shareholders have a statutory subscription right to debt instruments. To simplify utilization, use should be made of the option to issue the debt instruments to a credit institution or member of a syndicate of credit institutions or equivalent companies pursuant to Section 186 Paragraph 5 Sentence 1 AktG in conjunction with an obligation to offer the debt instruments to shareholders in accordance with their subscription rights (indirect subscription right within the meaning of Section 186 Paragraph 5 AktG).

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude subscription rights for fractional amounts. The purpose of excluding subscription rights for fractional amounts is to achieve a technically viable subscription ratio. Without excluding subscription rights for fractional amounts, the issue of debt instruments for rounded amounts, the technical basis for implementation of the capital increase and the implementation of the capital increase would be considerably more difficult. The unallocated fractions resulting from the exclusion of shareholders' subscription rights to fractional amounts will either be sold via the stock market or utilized in another way in the best interests of the Company. The potential dilution effect is low due to the restriction to fractional amounts.

Further, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to exclude the subscription right of shareholders to the benefit of the holders of previously issued debt instruments with warrants or conversion rights or obligations. The exclusion of the subscription observes the so-called protection against dilution which is normally granted by the terms and the conditions of debt instruments. This has the advantage that a discount does not have to be granted on the warrant or conversion price of previously issued warrants and conversion rights or obligations so the Company can obtain a higher inflow of funds.

Finally, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to fully exclude the subscription right of shareholders if debt instruments with warrants or conversion rights or obligations are issued in return for cash at an issue price that is not significantly below the market value of these debt instruments. This gives the Company the possibility to utilize favorable market situations promptly and at very short notice and thus to obtain better terms for the debt instruments by setting market-oriented conditions. Setting market-oriented conditions in this way and efficient placement would not be possible if the subscription rights were granted. Although Section 186 Paragraph 2 AktG permits the publication of the subscription price (and thus the terms and conditions of the debt instruments) at the latest three days before expiration of the subscription period, in view of the frequent volatility of the equity markets, there is a market risk over a period of several days, and this could lead to discounts as a safety margin when setting the terms and conditions for the debt instruments which may thus not be market-oriented. Further, in view of the uncertainty of their exercise, subscription rights could jeopardize successful placement with third parties or involve additional cost. Finally, due to the length of the subscription period, granting subscription rights could prevent the Company from responding promptly and at short notice to favorable or unfavorable market conditions.

In the case of complete exclusion of subscription rights, under Section 221 Paragraph 3 Sentence 4 AktG the provision set forth in Section 186 Paragraph 3 Sentence 4 AktG shall apply analogously. The limit for exclusions of subscription rights of 20 percent of the share capital, as now stipulated in Section 186 Paragraph 3 Sentence 4 AktG as amended by the Future Financing Act, is complied with under the terms of the resolution. The maximum amount of the conditional capital to be provided to secure warrant or conversion rights or obligations is less than 10 percent of the present capital stock. A provision in the resolution ensures that the 10 percent threshold will not be exceeded, even in the event of a capital decrease, as the authorization to exclude the subscription right explicitly may not exceed 10 percent of the capital stock, neither to June 3, 2026, nor—insofar as the amount is lower—as of the date of registration of the underlying conditional capital in the commercial register or the exercise of the authorization.

The aforementioned 10 percent threshold shall include both new shares issued after June 3, 2026 under exclusion of subscription rights pursuant to Section 203 Paragraphs 1 and 2 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG as well as treasury shares disposed of after June 3, 2026 pursuant to Section 71 Paragraph 1 No. 8 Sentence 5 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG under exclusion of subscription rights, up to the issue of the debt instruments with warrant and/or conversion rights or obligations under exclusion of subscription rights pursuant to Section 221 Paragraph 4 in conjunction with Section 186 Paragraph 3 Sentence 4 AktG.

Further, Section 221 Paragraph 4 in conjunction with Section 186 Section 3 Sentence 4 AktG provides that the issue price shall not be significantly below the stock market price. The intention here is to ensure that there is no significant economic dilution of the value of the shares. Whether a dilution effect of this type occurs in conjunction with the issue of debt instruments with warrants or conversion rights or obligations under exclusion of subscription rights can be determined by calculating the market price of the debt instruments and comparing this with the issue price. If, after a conscientious examination, the issue price is only negligibly below the market price at the time of the issue of the debt instruments, exclusion of subscription rights is permitted, in accordance with the purpose and spirit of the provisions of Section 186 Paragraph 3 Sentence 4 AktG since the difference is negligible. The resolution therefore provides that before issuing debt instruments with warrants or conversion rights or obligations, the Executive Board must, following a conscientious examination, come to the conclusion that the proposed issue price will not result in a significant dilution of the value of the shares. In this case the arithmetic market value of a subscription right would be close to zero, in which case no significant economic disadvantage could arise for shareholders from the exclusion of subscription rights.

Further, shareholders have the possibility to maintain their stake in the Company's capital stock even after the exercise of warrants or conversion rights or the exercise of warrant or conversion obligations by purchasing shares on the stock market. At the same time, the authorization to exclude subscription rights enables the Company to set market-oriented conditions, achieve maximum security with regard to placement with third parties, and utilize favorable market situations at short notice.

Further, the proportionate amount of the capital stock relating to shares which are subject to a claim under warrants or conversion rights and obligations arising from debt instruments and for which subscription rights are excluded pursuant to this authorization may not exceed 10 percent of the capital stock; this 10 percent threshold shall include the proportional interest in the capital stock attributable to treasury stock or new shares issued out of authorized capital that are issued or sold after June 3, 2026 under exclusion of subscription rights. The calculation of this 10 percent threshold shall be based either on the capital stock as of June 3, 2026, as of the date of registration of the underlying conditional capital in the commercial register or the date of exercise of this authorization, depending on which of these amounts is lowest. If the sale or issue takes place in application—directly or mutatis mutandis—of Section 186 Paragraph 3 Sentence 4 AktG this shall also be deemed to constitute exclusion of subscription rights.

After due consideration of all the circumstances outlined, the Executive Board and Supervisory Board consider the authorizations to exclude subscription rights in the cases specified to be objectively legitimate and appropriate for the shareholders for the reasons given, even taking into account the dilution effect to the detriment of the shareholders arising from utilization of the respective authorizations. The Executive Board will report to the Shareholders' Meeting on the use of the authorization to exclude subscription rights.

10. Resolution on the amendment of Section 15 Paragraph 4 of the Articles of Incorporation and cancellation of self-retention of financial loss liability insurance for the members of the Supervisory Board

The current version of the German Corporate Governance Code no longer provides for the agreement of a deductible in the directors' and officers' liability insurance (D&O insurance) for members of the Supervisory Board, in contrast to earlier versions. Among other large companies, such a deductible is also no longer common practice. The proposed amendment to the Articles of Incorporation is therefore intended to remove the requirement to agree upon such a deductible.

The Executive Board and the Supervisory Board propose adopting the following resolution:

Section 15 Paragraph 4 of the Articles of Association shall be revised to read as follows:

The members of the Supervisory Board are included in a third-party financial loss insurance cover maintained by the Company in the Company's interest at an appropriate level, to the extent that such insurance exists. The Company pays the premiums for this insurance.

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

1. Annual Shareholders' Meeting without physical presence of shareholders

In accordance with Section 18 Paragraph 6 of the Articles of Incorporation (virtual Annual Shareholders' Meeting—authorization 2023), the Executive Board has decided, in exercise of the authorization approved by the Annual Shareholders' Meeting by a large majority, that the Annual Shareholders' Meeting will be held as a virtual meeting in the meaning of Section 118a AktG without the physical presence of the shareholders and that the shareholders cast their votes in the Annual Shareholders' Meeting, in particular also by means of electronic communication. Proxies of shareholders (except for the voting proxies designated by the Company) may also not physically attend the Annual Shareholders' Meeting. In deciding on the format of the Annual Shareholders' Meeting, the Executive Board took into account the interests of the Company and its shareholders, taking into account in particular the protection of shareholder rights as well as expenses and costs as well as sustainability considerations. The Annual Shareholders' Meeting is held in the physical presence of the members of the Executive Board, the members of the Supervisory Board, the voting proxies designated by the Company and a notary public instructed to keep the record of the Annual Shareholders' Meeting at the administrative headquarters of Evonik Industries AG, Rellinghauser Straße 1–11, 45128 Essen (Building 5), Germany.

A live video and audio transmission of the entire Annual Shareholders' Meeting will be provided to shareholders via our password-protected **Online-Service** at

www.evonik.com/asm-services.

The speeches of the Chairman of the Supervisory Board and the Chairman of the Executive Board at the Annual Shareholders' Meeting on June 3, 2026, from about 10:00 AM (CEST) will be broadcast live on the internet at www.evonik.com/annual-shareholders-meeting. They will also be available as a recording after the Annual Shareholders' Meeting at the above internet address.

2. Conditions of 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 if they are registered in the share register and have submitted an application for registration to the Annual Shareholders' Meeting to the Company by the deadline, which is

12:00 midnight (CEST) on Wednesday, May 27, 2026, at the latest

in text form (Section 126b German Civil Code/Bürgerliches Gesetzbuch—"BGB") in German or English at the following address

Annual Shareholders' Meeting Evonik Industries AG
 c/o ADEUS Aktienregister-Service-GmbH
 Postfach 57 03 64
 22772 Hamburg, Germany
 Fax: +49 89 20 70 37 95 1
 Email: hv-service.evonik@adeus.de

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

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.

In order to log in using the password-protected Online-Service, a personal access password is required in addition to the shareholder number. Shareholders who receive the invitation to the Annual Shareholders' Meeting by email will receive the information required to log in to the Online-Service with the invitation email. All other shareholders entered in the share register before the start of Wednesday, May 13, 2026, will receive their login data for the Online-Service with the letter of invitation to the Annual Shareholders' Meeting.

Shareholders who are registered in the share register after the beginning of Wednesday, May 13, 2026, can contact the shareholders' hotline to clarify the possibility of using the Online-Service; the website

www.evonik.com/annual-shareholders-meeting

contains the data of the shareholders' hotline.

The password-protected Online-Service will be available from Friday, May 8, 2026. Further information on the procedure for applying for registration to the Annual Shareholders' Meeting via the password-protected Online-Service can be found at the above internet address. When using the password-protected Online-Service, the terms of use must be observed, which are accessible via the internet address

www.evonik.com/asm-services.

Pursuant to Section 67 Paragraph 2 Sentence 1 AktG, only those shareholders registered as such in the share register shall be deemed shareholders vis-à-vis the Company. Hence, the exercise of voting rights is further 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 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 transcription may be affected in the share register between Thursday, May 28, 2026, and the day of the Annual Shareholders' Meeting, i.e. Wednesday, June 3, 2026 (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 transcription on Wednesday, May 27, 2026 (referred to as the technical record date).

Intermediaries as well as shareholders' associations, proxy advisors within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG as well as other persons with equivalent status in accordance with Section 135 Paragraph 8 AktG may only exercise voting rights pertaining to registered shares which they do not own but in respect of which they are entered in the share register as the bearer if they have been granted appropriate authorization. Details of such authorization are set forth in Section 135 AktG. According to Section 67a Paragraph 4 AktG, an intermediary is a person who provides services for the administration or management of securities or the maintenance of securities accounts for shareholders or other persons if the services are related to shares of companies which have their registered office in a member state of the European Union or in another state which is a party to the Agreement on the European Economic Area. Accordingly, the term intermediary includes in particular credit institutions within the meaning of Art. 4 Paragraph 1 No. 1 of the so-called Capital Adequacy Regulation (Regulation (EU) No. 575/2013).

3. Use of the Online-Service on the day of the Annual Shareholders' Meeting

A live video and audio transmission of the entire Annual Shareholders' Meeting will be provided to shareholders and their proxies via our password-protected Online-Service at

www.evonik.com/asm-services

on Wednesday, June 3, 2026, from about 10:00 AM (CEST).

Except for voting proxies designated by the Company, proxies of duly registered shareholders will receive their own access data for the Online-Service allowing them, on the day of the Annual Shareholders' Meeting, to log in to the Online-Service and to exercise their rights by means of electronic communication via the Online-Service. The authorization should be made as early as possible to enable timely receipt of the access data by the proxies.

Shareholders who have not registered for the Annual Shareholders' Meeting also have access to the Online-Service. However, without proper registration for the Annual Shareholders' Meeting (see Section 2 above), shareholders cannot join the meeting electronically as participants. Shareholders who have not previously registered properly can therefore only join the Annual Shareholders' Meeting live via video and audio transmission but cannot exercise shareholder rights.

4. 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, as an intermediary especially a credit institution, shareholders' association, proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG, voting proxies designated by the Company or another person of their choice. Correct application for registration to the Annual Shareholders' Meeting (see Section 2 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 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 for registration to the Annual Shareholders' Meeting are made accessible to the shareholders together with the submission of the invitation to the Annual Shareholders' Meeting, i.e., shareholders are provided with an application form and a proxy authorization form that can be used—inter alia—in accordance with sections b) and d) below to issue voting instructions to the voting proxies designated by the Company. The password-protected Online-Service includes (screen) forms which can be used, among other things, to grant power of attorney and, if necessary, also issue instructions to the voting proxies designated by the Company within the scope of the following letters b) and d) already at the time of registration, but also later in the cases provided there. In addition, a form is available on the internet which can be used to grant power of attorney and, if necessary, issue instructions (see Section 8 below).

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 (i.e. if the power of attorney is not granted to (i) an intermediary, (ii) a shareholders' association, (iii) a proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or (iv) a person with equivalent status in accordance with Section 135 Paragraph 8 AktG and the granting of the power of attorney is not otherwise subject to the scope of application 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 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 2 (Conditions of attendance and exercising voting rights). It is also possible to grant or revoke a proxy using the password-protected Online-Service. 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

In the event that the granting of the power of attorney is subject to the scope of application of Section 135 AktG (i.e. in the event that (i) an intermediary, (ii) a shareholders' association, (iii) a proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or (iv) a power of attorney is granted to a person with equivalent status in accordance with Section 135 Paragraph 8 AktG or the granting of the power of attorney is otherwise subject to the scope of application of Section 135 AktG), neither section 134 Paragraph 3 Sentence 3 AktG requires text form (Section 126b BGB) nor do the Articles of Incorporation contain a special provision for this case. For this reason, the intermediaries, the shareholders' associations, the proxy advisors within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG and persons with equivalent status pursuant to Section 135 Paragraph 8 AktG may provide for forms for their authorization which alone must comply with the statutory provisions applicable to this case of granting of proxy, in particular those in Section 135 AktG. Attention is drawn to the special procedure set forth in Section 135 Paragraph 1 Sentence 5 AktG.

Shareholders can grant power of attorney and, if desired, issue instructions to an intermediary, a shareholders' association or a proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or a person with equivalent status pursuant to Section 135 Paragraph 8 AktG using a password-protected Online-Service accessible via the above internet address (www.evonik.com/asm-services). The prerequisite for this is the participation in this Online-Service of the relevant intermediary, the relevant shareholders' association or the relevant proxy advisor within the meaning of Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG or a person with

equivalent status pursuant to Section 135 Paragraph 8 AktG. To use the password-protected Online-Service, an access password is required in addition to the shareholder number. Shareholders who receive the invitation to the Annual Shareholders' Meeting by email will receive the information required to log in to the Online-Service with the invitation email. All other shareholders entered in the share register before the start of Wednesday, May 13, 2026, will receive their login data for the Online-Service with the letter of invitation to the Annual Shareholders' Meeting. Shareholders who are registered in the share register after the aforementioned date can contact the shareholders' hotline to clarify the possibility of using the Online-Service; the website

www.evonik.com/annual-shareholders-meeting

contains the data of the shareholders' hotline.

The password-protected Online-Service will be available from Friday, May 8, 2026.

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 be issued with regard to resolution proposals of the management 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 countermotion pursuant to Section 126 Paragraph 1 AktG or proposals for elections pursuant to Section 127 AktG. The proxies designated by the Company do not accept any instructions for requests to address the Annual Shareholders' Meeting and for requests for information, to submit proposals and election nominations, to request that questions be included in the minutes, and to file objections to resolutions of the Annual Shareholders' Meeting. Voting proxies and instructions to the voting proxies designated by the Company must be sent to the Company by no later than 12:00 midnight (CEST) on Tuesday, June 2, 2026 (receipt by the Company), if they are sent by mail to the address stated in Section 2 above. Notwithstanding the necessary registration by the end of Wednesday, May 27, 2026 (12:00 midnight (CEST)), the granting of proxy and instructions by fax to the fax number stated in Section 2 above, or by email to the email address stated in Section 2 above or via the password-protected Online-Service in accordance with the procedure provided for this purpose is also possible on the day of the Annual Shareholders' Meeting, namely up to the time determined by the chairman of the meeting during the Annual Shareholders' Meeting; the chairman of the meeting will point this out in good time.

The same shall apply mutatis mutandis to the amendment of instructions already issued or the revocation of the proxy.

The voting proxies designated by the Company will not make use of a power of attorney granted to them and will not represent the shares in question if the shareholder or a proxy appointed by the shareholder later exercises the voting right for the shares in question by correspondence.

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, with reference to section c) above. Evidence of a granted power of attorney can be provided, for example, by sending the evidence of authorization (by the shareholder or the proxy) to the Company prior to the Annual Shareholder' Meeting. Such evidence may be submitted to the postal address or fax number set out in Section 2 (Conditions of 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 for registration to the Annual Shareholders' Meeting. For organizational reasons, the evidence of proxy authorization should be received by the Company by 12:00 midnight (CEST) on Tuesday, June 2, 2026.

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.

5. Procedure for voting by correspondence

Provided that the conditions set out under "Conditions of attendance and exercising voting rights" are met, shareholders have the opportunity to cast their votes in writing or by means of electronic communication without attending the Annual Shareholders' Meeting (voting by correspondence). The votes cast submitted to the Company by post to the address specified in Section 2 must be received by Tuesday, June 2, 2026 (12:00 midnight (CEST)) at the latest. Voting by correspondence can also be done by email, fax or electronically via the password-protected Online-Service using the (screen) form contained therein. Provided that the necessary registration has been made by Wednesday, May 27, 2026 (12:00 midnight (CEST)), voting is possible by fax to the fax number specified in Section 2, or by email to the email address specified in Section 2, or via the password-protected Online-Service also on the day of the Annual Shareholders' Meeting, until the time during the Annual Shareholders' Meeting specified by the chairman of the Meeting; the chairman of the meeting will point this out in good time.

The same shall apply mutatis mutandis to the amendment of instructions already issued or the revocation of the vote by correspondence.

Authorized intermediaries, shareholders' associations and proxy advisors in accordance with Section 134a Paragraph 1 No. 3, Paragraph 2 No. 3 AktG and persons with equivalent status in accordance with Section 135 Paragraph 8 AktG may also use vote by correspondence.

6. Transmission of information through intermediaries via SWIFT

In addition to the above means of application for registration, casting votes, granting proxy authorization and issue voting instructions as well as make any changes thereto through intermediaries via SWIFT in accordance with Section 67c AktG. Authorized SWIFT participants shall please use:

BIC: ADEUEMMXXX

Instructions submitted via SWIFT shall only be accepted if compliant with ISO 20022. The Shareholder Control Number (Company Register Shareholder Identification) must be part of a valid instruction.

Applications for registration submitted via SWIFT must be received by the Company no later than by the last day of the notification period (SWIFT Enrolment Market Deadline), that is no later than midnight (CEST) on Wednesday, May 27, 2026. Thereafter, changes to proxy authorizations and voting instructions via SWIFT are still possible and must be received by the Company no later than Tuesday, June 2, 2026, 12:00 noon (CEST) (SWIFT Vote Market Deadline).

7. Information on shareholders' rights pursuant to Sections 122 Paragraph 2, 126 Paragraph 1 and 4, 127, 130a, 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 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 Sunday, May 3, 2026. It may 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 AktG 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 of 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) Countermotions and proposals for election pursuant to Section 126 Paragraph 1 and 4 AktG and Section 127 AktG

Countermotions 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, reasons—which are at least not necessary in the case of proposals for election—and any statement by the management

www.evonik.com/annual-shareholders-meeting

provided that they are received by the Company by

12:00 midnight (CEST) on Tuesday, May 19, 2026, at the latest

at the following **address**

Evonik Industries AG
Function Legal
Rellinghauser Straße 1–11
45128 Essen, Germany

or by **email** at

hv-gegenantraege@evonik.com

and the other requirements regarding the Company's duty to make them accessible pursuant to Sections 126 AktG and 127 AktG are met. Countermotions 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 above in Section 2 after timely application for registration. If the shareholder who has submitted the pro-

posal is not recorded as a shareholder of the Company in the share register and has not duly submitted registration of attendance at the Annual Shareholders' Meeting, the proposal does not have to be dealt with at the Annual Shareholders' Meeting. By order of the chairman of the meeting, motions may be submitted to the Annual Shareholders' Meeting exclusively by means of video communication via the Online-Service. The minimum technical requirements as well as the reservation to check the functionality of video communications are **described below letter d)**.

c) Submission of statements pursuant to Section 130a AktG

Shareholders who have applied for attendance at the Annual Shareholders' Meeting in good order may submit statements on the items on the agenda by electronic communication before the Annual Shareholders' Meeting. Statements can be submitted from the provision of the Online-Service on Friday, May 8, 2026, in the form of a video message exclusively via the Online-Service at

www.evonik.com/asm-services

(for access to the Online-Service, see Section 3). They must be received via the Online-Service no later than 12:00 midnight (CEST) on Thursday, May 28, 2026. The size 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 29, 2026). 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 management 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 invitation of the 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.

d) Shareholders' rights to speak pursuant to Section 130a Paragraph 5 and 6 AktG

At the Annual Shareholders' Meeting, shareholders who have duly applied for registration to the Annual Shareholders' Meeting 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 spoken contribution.

From around 9:30 AM (CEST) on the day of the Annual Shareholders' Meeting—i.e. half an hour before the start of the Annual Shareholders' Meeting—shareholders or their proxies will have the opportunity to register speeches in the Online-Service, accessible via the internet address

www.evonik.com/asm-services

(with regard to access and use of the Online-Service, please see the notes above under Section 3).

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 granting the right to a speak 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.

e) 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 follow-up questions with respect to 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 chairman of the meeting pursuant to Section 131 Paragraph 1f AktG, all forms of the right to information pursuant to Section 131 AktG including the right to ask follow-up questions may be exercised at the Annual Shareholders' Meeting exclusively by means of video communication via the Online-Service. 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 Section d) above.

f) Further explanations

Further explanations of the rights of shareholders pursuant, 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.

8. 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 application for registration and are electronically connected to the Annual Shareholders' Meeting and their proxies have the right to object to resolutions of the Annual Shareholders' Meeting by means of electronic communication from the beginning to the end of the Annual Shareholders' Meeting for the notary's record. 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 (for access to the Online-Service, see Section 3). The notary will receive any objections via the password-protected Online-Service.

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

The content of the invitation of 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 of the Annual Shareholders' 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.

The invitation of the Annual Shareholders' Meeting, together with the complete agenda and resolutions proposed by the Executive Board and Supervisory Board was published in the Federal Gazette (Bundesanzeiger) on Thursday, April 16, 2026, and also submitted to such media that can be assumed to disseminate the information throughout the entire European Union.

10. List of attendance; Confirmation on votes counted

During the Annual Shareholders' Meeting, the list of attendance will be available to all shareholders who have duly submitted notification of attendance and are electronically connected to the Annual Shareholders' Meeting and their proxies via the Online-Service on our website at

www.evonik.com/asm-services

prior to the first vote.

The established voting results will be published after the Annual Shareholders' Meeting via the internet at

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

Furthermore, the website also contains information on the issuing of a confirmation of the vote count pursuant to Section 129 Paragraph 5 AktG, which the voter can request within one month after the date of the Annual Shareholders' Meeting.

11. Partial transmission of the Annual Shareholders' Meeting via the internet

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 10:00 AM (CEST) on Wednesday, June 3, 2026, at the following internet address:

www.evonik.com/annual-shareholders-meeting

There will be no further video or audio transmission of the Annual Shareholders' Meeting for the interested public. 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.

12. 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 49 Paragraph 1 Sentence 1 No. 1 Option 2 of the German Securities Trading Act (WpHG).

13. Note on data protection

The protection of our shareholders' data and their processing in compliance with the statutory requirements are of great importance to us. In our data protection information, we have summarized all information on the processing of our shareholders' personal data in one place. The data protection information is available under www.evonik.com/annual-shareholders-meeting.

Essen, April 2026

Evonik Industries AG
The Executive Board

Key figures for the Evonik Group

in € million	2021	2022	2023	2024	2025
Sales	14,955	18,488	15,267	15,157	14,069
Research & development expenses	464	460	443	459	418
Adjusted EBITDA ^a	2,383	2,490	1,656	2,065	1,874
Adjusted EBITDA margin in %	15.9	13.5	10.8	13.6	13.3
Adjusted EBIT ^b	1,338	1,350	521	1,027	861
Income before financial result and income taxes, continuing operations (EBIT)	1,173	942	-243	577	578
ROCE ^c in %	9.0	8.3	3.4	7.1	6.1
Net income	746	540	-465	222	265
Adjusted net income	986	1,054	370	777	634
Earnings per share in €	1.60	1.16	-1.00	0.48	0.57
Adjusted earnings per share in €	2.12	2.26	0.79	1.67	1.36
Total assets as of December 31	22,284	21,810	19,940	19,750	17,981
Equity ratio as of December 31 in %	42.1	50.7	45.1	46.1	45.5
Cash flow from operating activities	1,815	1,650	1,594	1,713	1,443
Cash outflows for investments in intangible assets, property, plant and equipment	865	865	793	840	748
Free cash flow ^d	950	785	801	873	695
Net financial debt as of December 31	-2,857	-3,257	-3,310	-3,253	-3,311
Lost time injury rate (LTI-R) ^e	0.19	0.25	0.21	0.14	0.18
Process safety incident rate (PSI-R) ^f	0.48	0.49	0.43	0.44	0.44
Next Generation Solutions in % of sales	41	43	43	45	48
Scope 1 and 2 emissions in million metric tons ^g	6.3	6.0	5.3	4.9	4.4
No. of employees as of December 31	33,004	34,029	33,409	31,930	31,053

^a Earnings before financial result, taxes, depreciation, and amortization, after adjustments, continuing operations.

^b Earnings before financial result and taxes, after adjustments, continuing operations.

^c Return on capital employed.

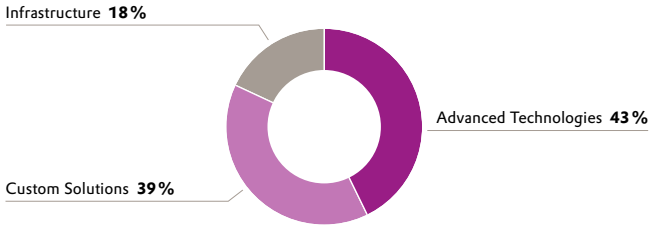
^d Cash flow from operating activities, continuing operations, less cash outflows for investments in intangible assets, property, plant and equipment.

^e Number of work-related accidents (excluding traffic accidents) resulting in absences of at least one full shift per 200,000 working hours.

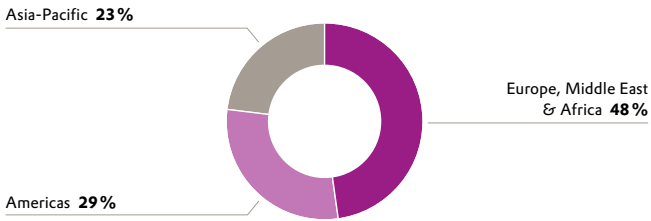
^f Number of incidents in production plants involving the release of substances or energy, fire or explosion per 200,000 working hours.

^g 2024 figure restated.

Sales by segment



Sales by region^h



^h By location of customer.

Financial Calendar

Interim report Q1 2026

May 8, 2026

Annual Shareholders' Meeting 2026

June 3, 2026

Interim report Q2 2026

August 4, 2026

Interim report Q3 2026

November 3, 2026

Report on Q4 2026 and FY 2026

March 4, 2027

Annual Shareholders' Meeting 2027

June 3, 2027

As we cannot rule out changes of dates, we recommend checking them on the Internet at <https://www.evonik.com/en/investor-relations.html>.

EVONIK INDUSTRIES AG
Rellinghauser Straße 1-11
45128 Essen
Germany
www.evonik.com