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# Articles of Association

## I. General Provisions

### Section 1
### Company Name and Registered Office

(1) The name of the Company shall be:

Evonik Industries AG.

(2) The Company's registered office shall be Essen.

### Section 2
### Object of the Company

(1) The object of the Company is activities in the chemicals industry, both within Germany and internationally, and in related areas, including the provision of associated services.

(2) The Company is authorized to engage in any and all business transactions or measures relating to the object of the Company or that directly or indirectly serve this object.

(3) It may found, acquire, or take interest in other companies, merge with other companies under joint management or restrict itself to the administration of the interest or transfer the interest or the administration of the interest to a third party on behalf of the Company, dispose of its interest, enter into inter-company agreements, and set up branch offices. It may transfer some or all of its operations to direct or indirect subsidiaries and restrict itself to the management of a corporate group active within paragraph (1).

**Section 3**
**Announcements and Transmission of Information**

(1) The Company's announcements are made in the German Federal Gazette.

(2) To the extent permitted by law, the Company is permitted to transmit information to its shareholders by means of electronic data transmission.

## II. Capital Stock and Shares

**Section 4**
**Capital Stock**

(1) The Company's capital stock is:

EUR 466,000,000.00

(in words: four hundred and sixty-six million euros).

(2) The stock is divided into 466,000,000 no-par value shares.

(3) The shares are registered shares. The shareholders must provide the Company with the legally prescribed information required for entry in the share register. The shareholders shall provide the Company with the information required by law for registration in the stock register.

(4) If the capital stock is increased and the resolution concerning the increase does not contain any provisions as to whether the shares are bearer shares or registered shares, the shares shall be registered shares.

(5) If the capital stock is increased, the profit participation of new shares may be determined in derogation from Section 60 (2) of the German Stock Corporation Act (AktG).

(6) 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 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.

(7) 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 shall 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.

## Section 5
## Share Certificates

(1) The Executive Board determines the form and content of the share certificates and of dividend and renewal coupons.

(2) Shareholders' right to issuance of individual certificates for their shares is excluded, except where individual certification is required in accordance with the rules that apply at a stock exchange on which the shares are listed. Global certificates may be issued.

## III. Executive Board

### Section 6
### Composition

The Executive Board consists of at least two members. Determination of the number of members, and their appointment and dismissal, are carried out by the Supervisory Board.

### Section 7
### Representation

The Company is legally represented by two members of the Executive Board or by one member of the Executive Board together with a *Prokurist* (authorized signatory).

## IV. Supervisory Board

### Section 8
### Composition and Term of Office

(1) The Supervisory Board consists of 20 members, with ten Supervisory Board members representing the shareholders and ten Supervisory Board members representing the employees.

(2) The election of the members of the Supervisory Board takes place, unless the Shareholders' Meeting expressly specifies a shorter term of office, for the period up until the end of the Shareholders' Meeting that resolves upon the discharge of the Supervisory Board for the fourth fiscal year following the commencement of the term of office, not including the fiscal year in which the term of office begins.

(3) One or more substitute members can also be elected at the same time as the Supervisory Board members to be elected by the Shareholders' Meeting. The substitute members join the Supervisory Board for the remaining term of office in the event of premature departure of the respective Supervisory Board member. The election of substitute members for the Supervisory

Board members representing the employees takes place in accordance with the provisions set out in the 1976 German Codetermination Act.

(4) Any member of the Supervisory Board may resign from office by giving a written declaration to the Chairperson of the Supervisory Board with one month's notice. For good cause, the resignation can take place with immediate effect. The removal of a Supervisory Board member elected by the shareholders requires a majority of at least three-quarters of the votes cast.

(5) If a member of the Supervisory Board to be elected by the Shareholders' Meeting leaves the Supervisory Board before its term of office ends, and if no elected substitute member is available, a supplementary election of a successor shall take place for the remainder of the departing member's term of office, unless a shorter term of office is determined.

## Section 9
## Chairperson

Following the Shareholders' Meeting at the end of which their term of office begins, the Supervisory Board elects from among its members a Chairperson and one or more Deputy Chairpersons for the duration of the term of office. If the Chairperson or a Deputy Chairperson leaves office in the course of an election period, the Supervisory Board must hold a substitute election without delay.

## Section 10
## Convocation

(1) The convocation of meetings of the Supervisory Board and the determination of the agenda are carried out by the Chairperson.

(2) The Chairperson convenes meetings in writing with 14 days' notice and determines the form of the meetings. In calculating the notice period, neither the day of dispatch of the invitation nor the day of the meeting are counted. In urgent cases, the Chairperson may shorten the notice period and convene the meeting verbally, by telephone, by fax, or by electronic media. The items on the agenda must be announced with the invitation.

(3) Beyond the ordinary meetings of the Supervisory Board, a meeting must be convened without undue delay if this is required for business reasons or if a member of the Supervisory Board or the Executive Board demands that a meeting be convened, stating the purpose and the grounds. In such cases, the Supervisory Board meeting must take place within 14 days after the day of dispatch of the invitation or any other convocation; the convocation period pursuant to paragraph (2) sentence 1 is shortened accordingly.

## Section 11
## Quorum and Passing of Resolutions

(1) The Supervisory Board has a quorum when at least half of the members of which it is required to consist participate in the resolution. Insofar as the quorum of the Supervisory Board is concerned, a member also participates in the resolution if they abstain from voting. Absent members may participate in the resolution by having a written vote presented by another member or by transmitting their vote by fax or by means of any other suitable form of electronic communication.

(2) Resolutions of the Supervisory Board are generally passed in Supervisory Board meetings. Resolutions on items of the agenda that have not been announced in due time may only be passed if no member objects to the vote. In such cases, absent members must be given the opportunity to object to the passing of the resolution within a reasonable period of time as determined by the Chairperson. The resolution only becomes effective if no absent member has objected within the period.

(3) By order of the Chairperson, the Supervisory Board may also pass resolutions outside of meetings by means of verbal, telephone, written, or fax votes, or votes transmitted by electronic media. There is no right to object to the form of resolution passing ordered by the Chairperson.

(4) Unless mandatorily stipulated otherwise by law, resolutions are passed by simple majority of the votes cast. An abstention does not count as a vote cast. In the event of a tie, the Chairperson decides whether to vote again on the matter and whether the new vote should take place in the same or another meeting of the Supervisory Board, unless the Supervisory Board resolves on a

different procedure. If a new vote on the same matter again results in a tie, the Chairperson has two votes. The second vote may also be cast in writing pursuant to paragraph (1) sentence 3.

(5) The Chairperson determines the order in which the items of the agenda are dealt with, as well as the type, form, and sequence of votes.

(6) The Chairperson is authorized to make the declarations of intent necessary to execute the resolutions of the Supervisory Board and to receive declarations of intent for the Supervisory Board. In the event that the Chairperson is prevented from acting, their Deputy Chairperson has these powers.

(7) The Supervisory Board is authorized to resolve on amendments to the Articles of Association that affect only the wording.

## Section 12
## Minutes

Minutes shall be taken of the meetings of the Supervisory Board and of resolutions that are passed outside of meetings, and such minutes shall be signed by the Chairperson.

## Section 13
## Issuance and Receipt of Declarations

Declarations of the Supervisory Board are made and received on behalf of the Supervisory Board by the Chairperson. In the event that the Chairperson is prevented from acting, their Deputy Chair has these powers.

## Section 14
## Rules of Procedure and Committees

(1) The Supervisory Board sets its own rules of procedure.

(2) Beyond the committees required by law, the Supervisory Board may form committees and appoint their members from among its members. To the extent permitted by law, the decision-making powers of the Supervisory Board may be transferred to the committees.

(3) The composition, powers, and procedures of the committees are determined by the Supervisory Board. To the extent that the Supervisory Board makes no provisions, Section 11 shall apply accordingly to the procedure of the committees.

## Section 15
## Remuneration

(1) Each member of the Supervisory Board receives, in addition to reimbursement of expenses, an annual fixed remuneration. This amounts to EUR 250,000.00 for the Chairperson of the Supervisory Board, EUR 175,000.00 for the Deputy Chairperson, and EUR 100,000.00 for each of the other members. For the activities in the committees of the Supervisory Board, the members of the Supervisory Board receive additional remuneration:

(a) The Chairperson of the Executive Committee receives additional remuneration of EUR 60,000.00, the Deputy Chairperson EUR 45,000.00, and the other members EUR 35,000.00 each.

(b) The Chairperson of the Audit Committee receives additional remuneration of EUR 90,000.00, the Deputy Chairperson EUR 60,000.00, and the other members EUR 50,000.00 each.

(c) The Chairperson of the Investment and Sustainability Committee receives additional remuneration of EUR 60,000.00, the Deputy Chairperson EUR 45,000.00, and the other members EUR 35,000.00 each.

(d) The Chairperson of the Innovation and Research Committee receives additional remuneration of EUR 30,000.00, the Deputy Chairperson EUR 20,000.00, and the other members EUR 15,000.00 each.

(e) The Chairpersons of the Nomination Committee and the Meditation Committee receive additional remuneration of EUR 20,000.00 each, the Deputy Chairpersons EUR 10,000.00 each, and the other members EUR 10,000.00 each. An entitlement to additional remuneration for activities in the Meditation Committee exists only if the committee has actually met within the fiscal year.

(2) Each member of the Supervisory Board also receives, for each meeting of the Supervisory Board and for each meeting of a

committee of the Supervisory Board in which they have participated (including as a guest of the committee), a per-diem allowance of EUR 1,000.00. If several meetings take place on one day, only one per-diem allowance is paid.

(3) Payment of the remuneration shall be made, if applicable, in addition to the statutory value-added tax due. The remuneration pursuant to paragraph (1) is granted on a pro-rata basis if a member of the Supervisory Board does not belong to the Supervisory Board or a committee for the entire fiscal year. The remuneration is paid in arrears and becomes due within five bank working days in Essen following approval of the consolidated annual financial statements for the respective fiscal year; deviating therefrom, the per-diem allowance pursuant to paragraph (2) is payable immediately after the respective meeting.

(4) 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.

## Section 16
## Special Competence

(1) The Executive Board requires the consent of the Supervisory Board for undertaking the following business transactions and measures:

(a) Fundamental changes to the Company and Group organization;

(b) Development of new business areas or abandonment of business areas, to the extent that such measures are of material or fundamental significance for the Group; and

(c) All other business transactions, measures, and contracts, to the extent that they are of material or fundamental significance for the Group.

The Executive Board also requires the consent of the Supervisory Board when it participates in the undertaking of the aforementioned business transactions and measures at affiliated companies by means of instructions, approval, voting, or in other ways.

(2) The consent of the Supervisory Board required pursuant to paragraph (1) may be granted in advance in the form of general authorization for a specific group of the designated business transactions.

(3) The Supervisory Board adopts, under its rules of procedure, a catalog of additional business transactions and measures for the undertaking of which the Executive Board requires the consent of the Supervisory Board.

## V. Shareholders' Meeting

### Section 17
### Location and Convening of the Shareholders' Meeting

(1) The Shareholders' Meeting is held at the registered office of the Company or in another city in the Federal Republic of Germany with a population exceeding 100,000.

(2) The Shareholders' Meeting is convened by the Executive Board, unless other persons are authorized to do so by law or by the Company's Articles of Association. The Shareholders' Meeting is convened by a single announcement in the German Federal Gazette containing the information required by law, with a notice period of at least 30 days before the meeting, extended by the days of the registration period pursuant to Section 18 (2) of these Articles of Association. The day of the meeting and the day of convocation are not counted.

### Section 18
### Participation and Exercise of Voting Rights

(1) Shareholders are entitled to participate in the Shareholders' Meeting and to exercise voting rights if they are entered in the share register and have registered in due time before the Shareholders' Meeting.

(2) The registration must be prepared in German or English and must reach the Company in text form at the address specified for this purpose in the convocation notice at least six days before the meeting, unless a shorter notice period specified in days is

stipulated in the convocation notice. The day of the meeting and the day of receipt of registration are not counted. The applicability of any other registration procedure stipulated by law remains unaffected.

(3) Voting rights may be exercised by proxies. The granting, revocation, and proof of proxy authorization to the Company must be in text form. A relaxation of this requirement may be provided in the convocation notice. This relaxation may be limited to proxy authorization for proxies designated by the Company. The Company offers at least one method of electronic communication for transmitting proof. Section 135 AktG remains unaffected.

(4) The Executive Board is authorized to stipulate that shareholders may also participate in the Shareholders' Meeting without being physically present at the place of the meeting and without a proxy and may exercise all or some of their rights either in whole or in part by means of electronic communication. The Executive Board is also authorized to establish provisions regarding the extent and procedure of participation and exercise of rights in accordance with sentence 1. Any use of this procedure and the provisions established for it are announced in the convocation notice of the Shareholders' Meeting.

(5) The Executive Board is authorized to stipulate that shareholders may cast their votes in writing or by means of electronic communication even without participating in the meeting (postal vote). The Executive Board is also authorized to establish provisions regarding the extent and procedure of postal voting. Any use of this procedure and the provisions established for it are announced in the convocation notice of the Shareholders' Meeting.

(6) From the entry of this regulation in the commercial register, the Executive Board shall be authorized, for a period of five years, to provide that Shareholders' Meetings held during this period shall be held without the physical presence of the shareholders or their proxies at the place of the Shareholders' Meeting (virtual Shareholders' Meeting — authorization 2023)

(7) The participation of members of the Supervisory Board in the Shareholders' Meeting may take place in coordination with the Chairperson of the Supervisory Board by means of video and audio transmission if the member of the Supervisory Board concerned is prevented from physically participating at the place of the Shareholders' Meeting, if the Supervisory Board member is

resident abroad or if presence at the location of the Shareholders' Meeting would be associated with an unreasonably long duration or if the Shareholders' Meeting is held as a virtual Shareholders' Meeting.

## Section 19
## Chairperson of the Shareholders' Meeting

(1) The Shareholders' Meeting is chaired by the Chairperson of the Supervisory Board or, in the event of its incapacity, by another Supervisory Board member representing the shareholders designated by the Supervisory Board as Chairperson of the Shareholders' Meeting.

(2) The Chairperson of the Shareholders' Meeting chairs the proceedings and determines the order of the items on the agenda and the type, form, and sequence of voting. The Chairperson may permit complete or partial video and audio transmission of the Shareholders' Meeting. The transmission may also be conducted in a manner that allows unrestricted public access.

(3) The Chairperson of the Shareholders' Meeting may place reasonable time limitations on the right of shareholders to ask questions and speak; in particular, the Chairperson may establish reasonable time limits at the beginning of or during the Shareholders' Meeting for the entire duration of the Shareholders' Meeting, for discussions on individual agenda items, and for individual questions and speeches.

## Section 20
## Passing of Resolutions and Elections

(1) In the Shareholders' Meeting, each share grants one vote.

(2) Unless the Articles of Association or mandatory statutory provisions stipulate otherwise, resolutions of the Shareholders' Meeting shall be passed by a simple majority of the votes cast and, insofar as the law prescribes a majority of capital in addition to a majority of votes, by a simple majority of the share capital represented at the time of the resolution.

(3) If, in elections, several candidates are put to vote in one round

of voting and if no one receives a majority of the votes cast, a run-off election takes place between the persons who received the two largest numbers of votes. In the event of a tie in the second round of voting, the decision is made by lot.

## VI. Fiscal Year, Annual Financial Statements, Appropriation of Profits, Place of Jurisdiction

### Section 21
### Fiscal Year

The fiscal year is the calendar year.

### Section 22
### Annual Financial Statements and Appropriation of Profits

(1) The Shareholders' Meeting held annually within the statutory deadline of eight months for receiving the approved annual financial statements and the consolidated financial statements approved by the Supervisory Board, or in the cases provided for by law, for approving the annual financial statements and passing resolutions on the appropriation of profits, also resolves on the discharge of the Executive Board and the Supervisory Board and the election of the auditor (Annual Shareholders' Meeting).

(2) When passing resolutions on the use of net retained profits, the Shareholders' Meeting may resolve on distributions in kind instead of or in addition to cash distributions.

(3) Following the end of each financial year, the Executive Board, with the consent of the Supervisory Board, may pay an advance dividend with respect to the expected net profit to the shareholders pursuant to Section 59 AktG.

### Section 23
### Start-up Expenses

The costs of start-up, namely the notarization costs for the notarization of the transformation resolution and the commercial

register application, the court costs for the entry of the legal form transformation in the commercial register, the publication costs, and the costs of the court-appointed formation auditor, are borne by the Company up to a maximum amount of EUR 40,000.00; any start-up expenses beyond this amount are borne by the Shareholder.

## Section 24
## Place of Jurisdiction

(1) For all disputes between shareholders on one side and the Company and/or its corporate bodies on the other side, the exclusive place of jurisdiction shall be at the registered office of the Company, unless stipulated otherwise by mandatory legal provisions; the shareholder agrees to this by acquiring or subscribing for shares or interim certificates. Sentence 1 also applies to disputes of shareholders against the Company arising from the acquisition, holding, or disposal of the shareholder's participation. Sentence 1 also applies to disputes in which remuneration for loss or damage caused by false, misleading, or omitted public capital market information is claimed. Foreign courts have no jurisdiction for such disputes.

(2) Paragraph (1) also applies accordingly to disputes between beneficiaries and/or obligors of financial instruments relating to shares of the Company on one side and the Company and/or its corporate bodies on the other side, with the provision that the beneficiary/obligor of such financial instruments agrees to this by acquiring or subscribing for these financial instruments.